

INTELLIVATE CAPITAL ADVISORS LIMITED

CIN : L67190MH2011PLC214318

Regd. Office: 66/1, Hansa Villa, Opp. Indian Gymkhana, Bhaudaji Cross Road, Matunga (CR), Mumbai - 400 019

Phone: (022)2403 4235 Fax: 2403 1691 Website: www.intellivatecapital.com

E-mail ID- secretarial@intellivatecapital.com

NOTICE OF 05th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting of the Members of Intellivate Capital Advisors Limited will be held on Saturday, 03rd September, 2016 at 10.00 A.M. at 66/1, Hansa Villa, Opp. Indian Gymkhana, Bhaudaji Cross Road, Matunga, Mumbai-400019 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company comprising of Balance Sheet for the year ended 31st March, 2016, the Statement of Profit & Loss as on that date together with Notes forming part of accounts, Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vipul Modi (DIN:00796116), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s J. B. Dudhela & Co., Chartered Accountants, Mumbai (FRN: 102777W) as Statutory Auditor of the Company (who were appointed by the members at the 04th Annual General Meeting as Statutory Auditors of the Company to continue to hold office from the conclusion of 04th Annual General Meeting up to the conclusion of 08th Annual General Meeting) and to authorize the Board of Directors to fix their remuneration for the financial year ending 31st March, 2017 by passing the following resolution as an Ordinary Resolution;

"RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the resolution passed by the members at the 04th Annual General Meeting held on 21st September, 2015, the Company hereby ratifies the appointment of M/s. J. B. Dudhela & Co., Chartered Accountants, Mumbai (FRN: 102777W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix the remuneration payable and the reimbursement of out-of-pocket expenses, if any, to the said Statutory Auditors."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Siddharth Shah (DIN: 00389042), Independent Director of the Company and in respect of whom the Company has received a notice in writing along with requisite deposit from a shareholder signifying his intention to propose the appointment of Mr. Siddharth Shah as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years with effect from 11th February, 2016, who shall not be liable to retire by rotation."
5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Venkateswara Rao (DIN: 03138031), Independent Director of the Company and in respect of whom the Company has received a notice in writing along with requisite deposit from a shareholder signifying his intention to propose the appointment of Mr. Venkateswara Rao as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years with effect from 11th February, 2016, who shall not be liable to retire by rotation."
6. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the consent of the Members be and is hereby accorded for the appointment of Mrs. Leena Modi (DIN: 00796382), as Managing Director of the Company for a period of five years with effect from 11th February, 2016, upon the terms and conditions as set out in the draft Agreement placed before the Meeting.

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RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the new set of Articles of Association, be and is hereby approved and adopted as new Articles of Association of the Company in the place and exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

**By order of the Board of Directors of
Intellivate Capital Advisors Limited**

Sd/-

Leena Modi

Managing Director

DIN: 00796382

Place : Mumbai

Date : 04th August, 2016

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- Proxies, in order to be effective, must be received at the registered office of the Company, duly completed and signed, not less than forty-eight (48) hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by appropriate resolution/authority, as applicable.
- Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business at Item No. 4 to Item No. 7 of the above Notice is annexed hereto.
- Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Register of Members and the Share transfer books of the Company will remain closed from Monday 29th August, 2016 to Saturday 03rd September, 2016 (both days inclusive).
- Details under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/ re-appointment / continuation at the Annual General Meeting, forms part of the notice. The Directors have furnished the requisite declarations for their appointment /re-appointment.
- The Register of Directors and Key Managerial Personnel and their Shareholdings, maintained under Section 170 and Register of Contract or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be open for inspection by the members during the Annual General Meeting.
- Members are requested to notify change in address, if any, immediately to M/s. Purva Share registry (India) Private Limited, quoting their folio numbers.
- Members having multiple folios in identical names or in joint names in the same order are requested to send the share certificate(s) to the Company's Registrar and Share Transfer Agents, M/s. Purva Share registry (India) Private Limited for consolidation of all such shareholding into one folio to facilitate better services.
- Electronic copy of the Annual Report will be sent to the members whose email IDs are registered with the Company/ Depository Participant(s).
- A Route map showing direction to reach the venue of 05th AGM is given in the Annual Report as per the requirement of the Secretarial Standards-2 on "General Meeting".
- Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participants with whom they have their demat account(s). Members

holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agents of the Company – M/s. Purva Shareregistry (India) Private Limited.

12. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Compliance Officer at the Registered Office of the Company at least seven days in advance of the meeting so that the information required may be made readily available at the meeting.
13. Members may also note that Notice of the 05th Annual General Meeting and Annual Report 2015-16 will also be available on the Company's website www.intellivatecapital.com for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting. Even after registering e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: secretarial@intellivatecapital.com.

VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their votes through 'remote e-voting (e-voting from a place other than venue of the AGM) as an alternative to cast their votes electronically. The Company has engaged services of Central Depository Services Limited ("CDSL"), as the authorized agency to provide the e-voting.

The facility of voting through Polling Papers shall also be made available at the venue of the 05th AGM. The members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed PCS Sandhya Malhotra, Proprietor, M/s. SRM & Co., Company Secretaries, Mumbai as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. E-voting is optional. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed 27th August, 2016 as the 'Cut-off Date'. The remote e-voting / voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. 27th August, 2016 only.

The voting right of Shareholders shall be in proportion to their share in the paid up equity capital of the Company as on 27th August, 2016 (cut-off date).

The Scrutinizer shall after the conclusion of voting at AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting, in the presence of atleast two witnesses not in the employment of the Company and shall make, not later than three days from the conclusion of the AGM, a consolidated Scrutinizer's Report of total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The result declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL, immediately after the declaration of result by the Chairman or a person authorized by him in writing. The result shall also be immediately forwarded to the BSE Limited.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- I. The voting period begins on 31st August, 2016 (09:00 a.m.) and ends on 02nd September, 2016 (05:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 27th August, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- III. Log on to the e-voting website www.evotingindia.com.
- IV. Click on Shareholders.
- V. Now enter your User ID
 1. For CDSL: 16 digits beneficiary ID,
 2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 3. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- VI. Next enter the Image Verification as displayed and Click on Login.

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VII. If you are holding shares in demat form and had logged onto www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

VIII. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<ul style="list-style-type: none"> Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- IX. After entering these details appropriately, click on "SUBMIT" tab.
- X. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- XI. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XII. Click on the EVSN for Intellivate Capital Advisors Limited on which you choose to vote.
- XIII. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XVI. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XV. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XVI. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVII. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XVIII. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XIX. Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

XX. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

XXI. In case of members receiving the physical copy:

- Please follow all steps from sl. no. (i) to sl. no. (xix) Above to cast vote.
- The voting period begins on 31st August, 2016 (09:00 a.m.) and ends on 02nd September, 2016 (05:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 27th August, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

The Notice of AGM is placed on website of the Company viz. www.intellivatecapital.com and also on the website of CDSL viz. www.evotingindia.com

**By order of the Board of Directors of
Intellivate Capital Advisors Limited**

Sd/-

**Leena Modi
Managing Director
DIN: 00796382**

**Place : Mumbai
Date : 04th August, 2016**

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NOS. 4 & 5:

Mr. Siddharth Shah and Mr. Venkateswara Rao were appointed as Independent Directors of the Company on 27th January, 2012 and 03rd March, 2011 respectively. They are liable to retire by rotation at Annual General Meetings of the Company as per their terms of appointment.

In terms of provisions of Section 149 and 152 of the Companies Act, 2013, an Independent Director of a Company can be appointed for a term of 5 consecutive years and he shall not be liable to retire by rotation.

To comply with the above provisions, it is proposed to appoint Mr. Siddharth Shah and Mr. Venkateswara Rao as Independent Directors of the Company to hold office as such for a period upto 10th February, 2021, who shall not be liable to retire by rotation.

Mr. Siddharth Shah and Mr. Venkateswara Rao have given the requisite declarations pursuant to Section 149(7) of the Companies Act, 2013, to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received notices along with requisite deposit under section 160 of the Companies Act, 2013 proposing their candidature for the office of Independent Director.

Brief resume of the Independent Directors proposed to be appointed as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are given in the annexure to the Notice.

The Board recommends the Resolutions as set out at item Nos. 4 and 5 of the Notice for your approval.

Except, Mr. Siddharth Shah and Mr. Venkateswara Rao, none of the Directors, Key Managerial Personnel of your Company or relatives of Directors/ Key Managerial Personnel are concerned or interested in the said resolutions.

ITEM NO. 6:

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mrs. Leena Modi as the Managing Director of the Company for a period of 5 years with effect from 11th February, 2016 subject to the approval of the shareholders.

The Board considers it desirable that the Company should continue to avail itself of the services of Mrs. Leena Modi as Managing Director of Company. In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the approval of the Members is sought for the appointment and terms of remuneration of Mrs. Leena Modi as Managing Director as set out above.

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None of the Directors, except Mr. Vipul Modi and Mrs. Leena Modi, and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution as set out in item no. 06 of the Notice for your approval.

ITEM NO. 7:

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and with the enforcement of the Companies Act, 2013, various provisions of the Companies Act, 1956 have become ineffective and in view of the same the Article of Association of the Company needs to be re-aligned as per the provisions of the new act.

The Board of Directors at its meeting held on 04th August, 2016 decided to incorporate/substitute/alter certain provisions as per the latest amendments of the Companies Act, 2013. As this would result in a number of changes in the existing Articles of Association of the Company, it was desirable to adopt new set of Articles of Association in place of and in exclusion to the existing Articles of Association of the Company.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the office hours on all working days, except on Saturdays, Sundays and Public/National Holidays, between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting and during the Annual General Meeting.

The Board recommends the resolution as set out in item no. 07 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of your Company or relatives of Directors/ Key Managerial Personnel are in any way, deemed to be concerned or interested in the said resolution.

**By order of the Board of Directors of
Intellivate Capital Advisors Limited**

Place : Mumbai
Date : 04th August, 2016

Sd/-
Leena Modi
Managing Director
DIN: 00796382

PROFILE OF DIRECTORS BEING APPOINTED

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be appointed are given below.

	Leena Modi	Siddharth Shah	Venkateswara Rao
DIN	00796382	00389042	03138031
Date of Birth/ Age	04-04-1965 /51 Years	20-08-1966/49 Years	01-06-1948/68 Years
Nationality	Indian	Indian	Indian
Date of appointment as Director	03/03/2011	27/01/2012	03/03/2011
Designation	Managing Director	Independent Director	Independent Director
Qualification	Graduate In Commerce	B.Com, C.A	B.Sc. (Gen), CAIIB, LLB.
Experience/Expertise	She has experience of well over 20years in the field of corporate laws, securities laws, corporate finance and Property matters.	He has about 22 years of experience in Finance & Taxation. He has also experience in Telecommunication industry.	He has about two decades of experience in private, Public sector and foreign Banks in Foreign Exchange Operations, Post Sanction Credit, Recovery, Audit, Systems and Training areas
Shareholding in the Company	84,75,550	NIL	NIL
List of Directorships held in various other Listed Companies	-Intellivate Capital Ventures Limited* -ICVL Steels Limited	-Intellivate Capital Ventures Limited -ICVL Steels Limited	-Intellivate Capital Ventures Limited -ICVL Steels Limited
List of Chairmanship and Membership of various committees in Public Companies	Membership: Audit Committee and Nomination and Remuneration Committee of Intellivate Capital Ventures Limited Stakeholder Relationship Committee of Intellivate Capital Ventures Limited, Intellivate Capital Advisors Limited and ICVL Steels Limited	Chairmanship: Audit Committee and Nomination and Remuneration Committee of Intellivate Capital Ventures Limited, Intellivate Capital Advisors Limited and ICVL Steels Limited Membership: Stakeholder Relationship Committee of Intellivate Capital Ventures Limited, Intellivate Capital Advisors Limited and ICVL Steels Limited	Chairmanship: Stakeholder Relationship Committee of ICVL Steels Limited and Intellivate Capital Advisors Limited Membership: Audit Committee and Nomination and Remuneration Committee of Intellivate Capital Advisors Limited and ICVL Steels Limited
Relationship with existing Directors of the Company	Wife of Mr. Vipul Modi	Not Related	Not Related

*Appointed on 04th August, 2016.