

**INTELLIVATE CAPITAL ADVISORS LIMITED**

CIN: L74110MH2011PLC214318

**Registered Office:** 1104, A Wing, Naman Midtown 11th Floor Senapati Bapat Marg, Prabhadevi  
Mumbai 400013

**Office No:** (022) 2439 1980, 2439 1933 **Email:** secretarial@intellivatecapital.com

**Website:** www.intellivatecapitaladvisors.in

**NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF INTELLIVATE CAPITAL ADVISORS LIMITED WILL BE HELD ON FRIDAY FEBRUARY 11, 2022 AT 01.30 P.M. THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS (VC/OAVM) FACILITY TO TRANSACT FOLLOWING BUSINESS:**

**SPECIAL BUSINESS:**

**Item No. 1**

**RE-CLASSIFICATION OF PROMOTERS/PROMOTERS GROUP FROM “PROMOTER” CATEGORY TO “PUBLIC” CATEGORY**

**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 Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including any statutory modification(s) or re-enactment thereof, for the time being in force and other relevant provisions, and subject to necessary approval from Stock Exchanges and other appropriate statutory authorities as may be necessary, and on recommendation of the Board of Directors of the Company, approval of the Members be and is hereby accorded for re-classification of the following Promoters/ Promoter Group (collectively referred to as ‘Original Promoters’) from “Promoter” category to “Public” category.

<b>SR. No</b>	<b>NAME OF THE EXISTING PROMOTERS SEEKING RE-CLASSIFICATION</b>
1	LEENA VIPUL MODI
2	VIPUL JAYANTILAL MODI
3	VIPUL JAYANTILAL MODI HUF
4	CHANDRAKANTA JAYANTILAL MODI
5	JIMEET VIPUL MODI
6	MILONI VIPUL MODI
7	JIMEET DEVELOPERS PRIVATE LIMITED
8	ROCK BUILDERS AND DEVELOPERS PRIVATE LIMITED
9	JINAL FIN-VEST PRIVATE LIMITED

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized, to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange, seeking approvals from the Stock Exchange, and to execute all other documents required to be filed in the above connection and to settle all

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such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution”.

**Item No. 2**

**ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY AS PER THE COMPANIES ACT, 2013**

**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 of the Companies Act, 2013 read with the Companies Incorporation Rules, 2014 and any other applicable provisions, including any modifications thereto or re-enactments thereof for the time being in force, the consent of the Members of the Company be and is hereby accorded to replace the existing Articles of Association of the Company with the new set of Articles of Association in accordance with the provisions of the Companies Act, 2013;

**RESOLVED FURTHER THAT**, board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

**Item No. 3**

**APPOINTMENT OF MR. HETANG ARUNKUMAR SHAH (DIN: 02710970) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF FIVE CONSECUTIVE YEARS WITH EFFECT FROM OCTOBER 30, 2021.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification/(s) or re-enactment/(s) thereof, for the time being in force), **MR. HETANG ARUNKUMAR SHAH (DIN: 02710970)**, who meets the criteria for independence as provided in Section 149(6) of the Act and who was appointed as an Additional Independent Director of the Company with effect from October 30, 2021 on recommended of the Nomination and Remuneration Committee by the Board of Directors, be and is hereby appointed as an Independent Director of the

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Company, not liable to retire by rotation, for a term of five (5) consecutive years up to October 29, 2026.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including filing of forms if any with MCA or intimation to any regulatory body.”

**Item No. 4**

**APPOINTMENT OF MR. PRATIK SURENDRAKUMAR SHAH (DIN: 08233777) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF FIVE CONSECUTIVE YEARS WITH EFFECT FROM OCTOBER 30, 2021.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification/(s) or re-enactment/(s) thereof, for the time being in force), **MR. PRATIK SURENDRAKUMAR SHAH (DIN: 08233777)** who meets the criteria for independence as provided in Section 149(6) of the Act and who was appointed as an Additional Independent Director of the Company with effect from October 30, 2021 on recommended of the Nomination and Remuneration Committee by the Board of Directors, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years up to October 29, 2026.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including filing of forms if any with MCA or intimation to any regulatory body.”

**Item No. 5**

**APPOINTMENT OF MS. NIDHI JAIN (DIN: 09184058) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF FIVE CONSECUTIVE YEARS WITH EFFECT FROM OCTOBER 30, 2021.**

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

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**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification/(s) or re-enactment/(s) thereof, for the time being in force), **Ms. NIDHI JAIN (DIN: 09184058)** who meets the criteria for independence as provided in Section 149(6) of the Act and who was appointed as an Additional Independent Director of the Company with effect from October 30, 2021 on recommended of the Nomination and Remuneration Committee by the Board of Directors, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years up to October 29, 2026.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including filing of forms if any with MCA or intimation to any regulatory body.”

**By Order of the Board of Directors**  
**INTELLIVATE CAPITAL ADVISORS LIMITED**

**SD/-**  
**SUKUMAR REDDY GARLAPATHI**  
**MANAGING DIRECTOR**  
**DIN: 00966068**

**Place: Mumbai**

**Date: 07<sup>th</sup> January, 2022**

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**NOTES:**

1. An Explanatory Statement setting out the material facts pursuant to Section 102(1) of the Act and the other applicable provisions of the Act for the proposed Resolutions is annexed hereto. The approval of the Members of the Company is being sought through the remote e-voting facility only.
2. Electronic copy of all documents referred to the accompanying Notice of the EGM will be available for inspection by the Shareholders in electronic mode on the website of the Company at [www.intellivatecapitaladvisors.in](http://www.intellivatecapitaladvisors.in). The Notice can also be accessed from the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
3. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM.
5. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
6. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by CDSL.
9. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No.

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2/2021 dated January 13, 2021. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January, 2021.

**THE INTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- 1) The voting period begins on Tuesday 08<sup>th</sup> February, 2022 at 09.00 A.M. and ends on Thursday 10<sup>th</sup> February, 2022 at 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) i.e. Friday 04<sup>th</sup> February, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 3) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.
- 4) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- 5) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. 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 (iv).

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Members holding shares in physical form will then directly reach 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

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- 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.
- 9) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - 10) Click on the EVSN for the relevant INTELLIVATE CAPITAL ADVISORS LIMITED on which you choose to vote.
  - 11) 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.
  - 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - 13) 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.
  - 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - 16) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - 17) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li></ol>

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	<p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

**HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES RELATED TO LOGIN THROUGH DEPOSITORY I.E. CDSL AND NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- 1) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- 3) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- 4) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 7) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@intellivatecapital.com](mailto:secretarial@intellivatecapital.com).
- 8) The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@intellivatecapital.com](mailto:secretarial@intellivatecapital.com). These queries will be replied to by the company suitably by email. 8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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- 9) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- 10) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE**

1. For Physical shareholders-

Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front & back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders –

Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

**By Order of the Board of Directors  
INTELLIVATE CAPITAL ADVISORS LIMITED**

**SD/-  
SUKUMAR REDDY GARLAPATHI  
MANAGING DIRECTOR  
DIN: 00966068**

**Place: Mumbai**

**Date: 07<sup>th</sup> January, 2022**

**Registered Office: 1104, A Wing, Naman Midtown,  
11th Floor, Senapati Bapat Marg,  
Prabhadevi Mumbai-400013**

**INTELLIVATE CAPITAL ADVISORS LIMITED**

CIN: L74110MH2011PLC214318

**Registered Office:** 1104, A Wing, Naman Midtown 11th Floor Senapati Bapat Marg, Prabhadevi  
Mumbai 400013**Office No:** (022) 2439 1980, 2439 1933 **Email:** secretarial@intellivatecapital.com**Website:** www.intellivatecapitaladvisors.in**EXPLANATORY STATEMENT****As required by Section 102 of the Companies Act, 2013.****Item No: 01**

As Members are aware, the Company's Management is changed vide open offer dated. On June 15, 2021 approved by SEBI Since then MR. SATYANARAYANA REDDY GARLAPATI ("Acquirer 1"), MR. SUKUMAR REDDY GARLAPATI ("Acquirer 2"), M/S. SUMATHI INFRATECH PRIVATE LIMITED ("Acquirer 3) as per details as mentioned below:

**A) PROMOTERS BY VIRTUE OF OPEN OFFER AND THEIR SHAREHOLDING**

<b>SR NO</b>	<b>NAME OF THE PROMOTERS BY VIRTUE OF OPEN OFFER</b>	<b>Shareholding prior to open offer (shares)</b>	<b>% OF SHARES</b>	<b>SHAREHOLDING POST OPEN OFFER (SHARES)</b>	<b>PERCENTAGE OF SHARES</b>
1	MR. SATYANARAYANA REDDY GARLAPATI	NIL	NIL	NIL	NIL
2	MR. SUKUMAR REDDY GARLAPATI	NIL	NIL	NIL	NIL
3	M/S. SUMATHI INFRATECH PRIVATE LIMITED	9622281	30.98%	2,32,76,221	74.95%

Consequent to the above transactions, a request letter was received by the Company on December 30, 2021 from the Original Promoters, namely being, MR. LEENA VIPUL MODI, MR. VIPUL JAYANTILAL MODI, VIPUL JAYANTILAL MODI HUF, CHANDRAKANTA JAYANTILAL MODI, JIMEET VIPUL MODI, MILONI VIPUL MODI, JIMEET DEVELOPERS PRIVATE LIMITED, ROCK BUILDERS AND DEVELOPERS PRIVATE LIMITED AND JINAL FIN-VEST PRIVATE LIMITED seeking reclassification from 'Promoter and Promoter Group' to 'Public Category' in terms of Regulation 31A of the Listing Regulations. As required under the Listing Regulations, the Company intimated the Stock Exchange regarding the receipt of the request from the Original Promoters of the Company for reclassification statutory provision

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Mumbai 400013**Office No:** (022) 2439 1980, 2439 1933 **Email:** secretarial@intellivatecapital.com**Website:** www.intellivatecapitaladvisors.in**B) EXISTING PROMOTERS AND THEIR SHAREHOLDING AS ON 30<sup>TH</sup> DECEMBER, 2021**

<b>SR NO</b>	<b>NAMES OF THE OUTGOING PROMOTERS</b>	<b>SHAREHOLDING PRIOR TO OPEN OFFER (SHARES)</b>	<b>% OF SHARES</b>	<b>SHAREHOLDING POST OPEN OFFER (SHARES)</b>	<b>% OF SHARES</b>
1	Leena Vipul Modi	8475550	27.29	NIL	NIL
2	Vipul Jayantilal Modi	2972950	9.57	NIL	NIL
3	Vipul Jayantilal Modi HUF	1477300	4.76	NIL	NIL
4	Chandrakanta Jayantilal Modi	304500	0.98	NIL	NIL
5	Jimeet Vipul Modi	106000	0.34	NIL	NIL
6	Miloni Vipul Modi	1000	0.00	NIL	NIL
7	Jimeet Developers Private Limited	106000	0.34	NIL	NIL
8	Rock Builders And Developers Private Limited	106000	0.34	NIL	NIL
9	Jinal Fin-Vest Private Limited	105000	0.34	NIL	NIL

The Original Promoters have requested for reclassification into Public category since they are not involved in the management of the Company and do not have any direct or indirect control over the affairs of the Company or in any decision-making process.

Further the Original Promoters along with their relatives as defined under Regulation 2(1) (pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018) as on the date of seeking request for re – classification hold Nil shareholding of the Company.

Undertaking given by the Original Promoters:

In terms of the SEBI LODR Regulations, the Original Promoters have undertaken and confirmed that they are in compliance with Regulation 31A of the SEBI LODR Regulations, and also confirmed that, they along with their relatives as defined under Regulation 2(1) (pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

- I. The Original Promoters and the persons related to them do not collectively hold more than 10% (Ten percent) of the total voting rights of the Company;
- II. The Original Promoters (and persons related to them) do not exercise control over the affairs of the Company directly or indirectly;
- III. The Original Promoters (and persons related to them) do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;

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- IV. The Original Promoters (and persons related to them) are not represented on the board of directors of the Company, and do not have any nominee directors on the board;
- V. The Original Promoters (and persons related to them) are not acting as key managerial persons in the Company;
- VI. The Original Promoters (and persons related to them) are not 'wilful defaulters' as per the Reserve Bank of India Guidelines;
- VII. The Original Promoters (and persons related to them) are not fugitive economic offenders;
- VIII. The Original Promoters (and persons related to them) are not in violation of the restrictions imposed by Securities and Exchange Board of India\_ circular bearing reference number \*SEBI/HO/MRD/DSA/CIR/P/2017/92' dated August 01, 2007;
- IX. The Original Promoters (and persons related to them) are not in violation of the provisions of Regulation 34 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

The Original Promoters further confirm and undertake that as required under the SEBI (LODR) Regulations, upon declassification of the Original Promoters from the 'promoter' / 'promoter group' category, and reclassification as 'public shareholders', they will continue to comply with the conditions prescribed under Regulation 31A (4) of the SEBI (LODR) Regulations.

Further, as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfils the minimum public shareholding requirement of at least 25% shareholding and the proposed reclassification is not intended to increase the public shareholding to achieve compliance with the minimum public shareholding requirement. Post re-classification, the Company will be compliant with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations.

In view of the above and on the basis of the rationale and the confirmations received from the Original Promoters, the Board of Directors of the Company on its Board Meeting held on Friday, January 07, 2022, reviewed the request letter received from the Original Promoters and took into account the status of compliance of Regulation 31A of the Listing Regulations and took a note of the following:

- The Company is compliant with the requirement for minimum public shareholding as required under Regulation 38 of the SEBI (LODR) Regulations;
- The Equity Shares of the Company are not suspended for trading on BSE Limited,
- The Company does not have any dues outstanding to Securities and Exchange Board of India, BSE Limited or the depositories; As required under Regulation 31A (8)(b) of the Listing Regulations, the Company on Thursday, December 30, 2021 intimated the Stock Exchange for

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being in receipt of request letter from the Original Promoters for re-classification to 'Public' category from 'Promoter' category and the extract of the minutes of the meeting of the Board of the Company approving the re-classification was submitted to the BSE Limited on Friday, January 07, 2022. The Company shall disclose the event of re-classification to the stock exchange as a material event in accordance with the provisions of the Listing Regulations. Pursuant to the regulation 31A of the Listing Regulations, the above re-classification requires approval of members by way of an Ordinary Resolution.

In terms of Regulation 31A (3)(iii) of the Listing Regulations, the Original Promoters of the Company seeking re-classification, shall not vote on Ordinary Resolution.

Further, as per Regulation 31A(3)(a)(ii) of the Listing Regulations, the Company needs to maintain a cooling period of at least 1(one) month and not more than 3(three) months between the dates of board meeting and the shareholders' meeting considering the request of promoter(s) seeking reclassification.

The Board is of the opinion that said promoters are no more associated with the Company and they fulfill all the requisite conditions specified under the regulation 31A of the Listing Regulations.

The Board recommends the ordinary resolution set out at Item No. 1 of the Notice for approval by the members. The Original Promoters are concerned and interested in the resolution. None of the other Directors, key managerial persons of the Company or any relatives of such directors/ promoters or key managerial persons are in any way concerned or interested in the proposed resolution except to the extent of their respective shareholding if any in the Company.

**Item No: 02**

The Articles of Association ("AoA") of the Company are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956. The AOA will be amended to bring the existing AOA in line with the Companies Act, 2013. It is proposed to substitute the existing AOA of the Company by a new set of AOA to make them in conformity with the provisions of Companies Act, 2013 including Table F of schedule I thereto.

As Per Section 14 read with Section 5 of the Companies Act, 2013, the shareholders are required to pass a special Resolution for AOA of the company as proposed. Hence Your Directors Recommend for your approval for special Resolution set out in the Item NO 2 of the Notice.

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A Copy of the Proposed Set of New AOA of the Company would be available for inspection at the Registered Office of the Company during the Business Hours on any working day between 11 AM to 6:30 P.M up to the date of Extra Ordinary General Meeting.

Further, no other Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

**Item No: 03, 04 and 05**

MR. HETANG ARUNKUMAR SHAH (DIN: 02710970), MR. PRATIK SURENDRAKUMAR SHAH (DIN: 08233777) AND MS. NIDHI JAIN (DIN: 09184058) were appointed as Additional Directors (Independent Non-Executive Directors) of the Company with effect from October 30, 2021 by the Board of Directors on recommended by the Nomination and Remuneration Committee and they meet the criteria for independence as provided in Section 149(6) of the Act.

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended their appointment as Independent Directors for a term of five (5) consecutive years each up to 29 October, 2026, not liable to retire by rotation, considering their qualifications, positive attributes, experience, expertise and independence.

Further, Section 149(13) of the Act states that the Independent Directors so appointed shall not be liable to retire by rotation. MR. HETANG ARUNKUMAR SHAH (DIN: 02710970), MR. PRATIK SURENDRAKUMAR SHAH (DIN: 08233777) AND MS. NIDHI JAIN (DIN: 09184058) have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act.

In View of the above, your Directors recommend the proposed resolution with or without modification as a Special Resolution. None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company except MR. HETANG ARUNKUMAR SHAH (DIN: 02710970), MR. PRATIK SURENDRAKUMAR SHAH (DIN: 08233777) AND MS. NIDHI JAIN (DIN: 09184058) are in any way concerned or interested, financially or otherwise in this proposed resolution.

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Further, the disclosures prescribed under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), are annexed to the notice

**By Order of the Board of Directors  
INTELLIVATE CAPITAL ADVISORS LIMITED**

**SD/-  
SUKUMAR REDDY GARLAPATHI  
MANAGING DIRECTOR  
DIN: 00966068**

**Place: Mumbai**

**Date: 07<sup>th</sup> January, 2022**

**Registered Office: 1104, A Wing, Naman Midtown,  
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**EXHIBIT TO THE NOTICE**

Information of Director seeking appointment and re-appointment, as required under Regulation 36(3) of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India, is as follows:

1. PRATIK SURENDRAKUMAR SHAH

Name of Director	Pratik Surendrakumar Shah
DIN	08233777
Date of Birth	03/07/1987
Brief Resume and Nature of Expertise in Functional Areas	Mr. Pratik Surendrakumar Shah is a qualified Chartered Accountant with 11+ years of Industry experience in various areas and Expertise in financial planning, Treasury & fund management, analyzing and improving systems and procedures, Effective communications with all stakeholders, legal matters etc.
No of Directorship in other companies/LLPs.	Other Directorship-1 (Company under Voluntary Liquidation) Other Partner in Firm- NA
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	NIL
listed entities from which the person has resigned in the past three years	NIL
Disclosure of Relationships between Directors	Mr. Pratik Surendrakumar Shah is not related to any of other Director of the Company
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Experience in Finance and Corporate law.

2. MR. HETANG ARUNKUMAR SHAH

Name of Director	HETANG ARUNKUMAR SHAH
DIN	02710970
Date of Birth	16/02/1973

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Brief Resume and Nature of Expertise in Functional Areas	Mr. HETANG ARUNKUMAR SHAH is a qualified Chartered Accountant with the experience of more than twenty-four years in field of finance. He possesses sound knowledge of finance and management along with understanding of business process and planning.
No of Directorship in other companies/LLPs.	Other Directorship-3 Other Partner in Firm- 1
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	AASHKA HOSPITALS LIMITED- Independent Director MEMBERSHIP OF COMMITTEES OF THE BOARD 1. Audit Committee-Chairman 2. Nomination and Remuneration Committee-Chairman 3. Stakeholders Relationship Committee-chairman
listed entities from which the person has resigned in the past three years	NIL
Disclosure of Relationships between Directors	Mr. HETANG ARUNKUMAR SHAH is not related to any of other Director of the Company
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Experience in Finance and Corporate law.

## 3. MS. NIDHI JAIN

Name of Director	Ms. Nidhi Jain
DIN	09184058
Date of Birth	14th April, 1988
Brief Resume and Nature of Expertise in Functional Areas	Ms. Nidhi Jain is a qualified Company Secretary and member of Institute of Company Secretaries of India with core competence and vast knowledge in the field of Company law and financial management. She has experience of working with companies providing financial advisory services. She is also Masters in Business Administration from Pacific Business School and has worked with the Miraj Group in past.
No of Directorship in other companies/LLPs.	Other Directorship- 1 Other Partner in Firm-0
Names of listed entities in which the person also holds the directorship and the	GOBLIN INDIA LIMITED MEMBERSHIP OF COMMITTEES OF THE BOARD 1. Audit Committee- Member

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membership of Committees of the board	2. Nomination and Remuneration Committee- Member 3. Stakeholders Relationship Committee- Member
listed entities from which the person has resigned in the past three years	NIL
Disclosure of Relationships between Directors	Ms. Nidhi Jain is not related to any of other Director of the Company
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Experience in Legal and Consulting services.

**By Order of the Board of Directors  
INTELLIVATE CAPITAL ADVISORS LIMITED**

**SD/-  
SUKUMAR REDDY GARLAPATHI  
MANAGING DIRECTOR  
DIN: 00966068**

**Place: Mumbai**

**Date: 07<sup>th</sup> January, 2022**

**Registered Office: 1104, A Wing, Naman Midtown,  
11th Floor, Senapati Bapat Marg,  
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