

Intellivate Capital Ventures Limited

CIN L27200MH1982PLC028715

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

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E-mail ID- secretarial@intellivatecapital.com

NOTICE

32ND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF INTELLIVATE CAPITAL VENTURES LIMITED WILL BE HELD ON MONDAY, SEPTEMBER 21, 2015 AT 09.00 A.M AT REGISTERED OFFICE OF THE COMPANY SITUATED 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, 2015, the Profit & Loss Account 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 Mrs. Leena Modi (Holding DIN 00796382), who retires by rotation and being eligible, offers herself for re-appointment.
- 3) To re-appoint M/s J. B. Dudhela & Co., Chartered Accountants as statutory auditors of the Company to hold Office from the conclusion of this Annual General Meeting until the conclusion of the Thirty Fourth Annual General Meeting at such remuneration as may be decided by the Board of Directors of the Company.

RESOLVED THAT M/s J. B. Dudhela & Co., Chartered Accountants, (102777W) who have given a certificate pursuant to the provisions of Section 139(1) of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014, to the effect that, if appointed, their appointment shall be in accordance with the conditions as prescribed in the Act and the Rules made thereunder, be and are hereby appointed as the Statutory Auditors of the Company, to hold office, in terms of the provisions of Section 139 of the Companies Act, 2013, for a term of two (02) years i.e. from the conclusion of this Annual General Meeting until the conclusion of Thirty Fourth Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors plus reimbursement of out of pocket expenses."

SPECIAL BUSINESS:

- 4) To appoint Mr. Venkateswara Suram Rao (Holding DIN: 03138031) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without any modification(s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, and Clause 49 of the Listing Agreement, Mr. Venkateswara Suram Rao (Holding DIN: 03138031) who has submitted a declaration that he meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five (05) year, commencing from September 21, 2015 and expiring on conclusion of Thirty Seventh (37th) Annual General Meeting."

By order of the Board of Directors of
Intellivate Capital Ventures Limited

Sd/-

Vipul Modi

Director (00796116)

Place : Mumbai

Date : 12th August 2015

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of him and the 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 ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent (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. The instrument appointing the proxy should, however, be deposited at the registered office of the Company, duly completed and signed, not less than forty-eight hours before the commencement of the Meeting. A proxy form is sent herewith.**
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of this notice.
3. Members / Proxies are requested to bring dully filled in Attendance slip along with the Annual Report at the Annual General Meeting. Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting.
4. Brief resume of Directors proposed to be appointed / re-appointed at the ensuing Annual General Meeting in terms of Clause 49 of the Listing Agreement is annexed to the Notice.

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5. Pursuant to Clause 16 of the Listing Agreement, Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, September 15, 2015 to Monday, September 21, 2015 (both days inclusive) for determining the names of members eligible to cast their vote through e-voting.
6. 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 and other relevant documents referred to in the accompanying notice are open for inspection by the members of the company at the registered office on all working days (except Saturdays, Sundays and public holidays) between 03.00 p.m. to 05.00 p.m. upto the date of this Annual General Meeting.
7. Members holding shares in physical form are requested to notify immediately any change in their address to the Company / Registrar and Share Transfer Agents quoting their Folio Number and Bank Account Details along with self-attested document proofs. Members holding shares in the electronic form may update such details with their respective Depository Participants.
8. In case of joint holders attending the meeting, the name appearing first among the other names will be entitled to vote.
9. The 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 Registrars & Share Transfer Agents of the Company – M/s. Purva Shareregistry (India) Private Limited.
10. The notice of the Annual General Meeting and instructions for remote e-voting, along with the attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the company/Depository Participants unless a member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by courier.
11. Members may also note that the Notice of the 32nd Annual General meeting and Annual report for the financial year 2014-15, will also be available on the Company's website www.intellivatecapital.com, for their download. The physical copies of the aforesaid documents will also be available at the Company's registered office in Mumbai for inspection during normal business hours on working days. For any communication, the shareholders may also send request to the company's investor email id: secretarial@intellivatecapital.com.
12. **Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
13. **Information on voting through electronic means:**

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already 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 against the AGM.

The Company has appointed PCS Sandhya Malhotra, 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 **Monday, September 14, 2015** 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. **Monday, September 14, 2015** only.

The instructions to members for voting electronically are as under:

 - I. The voting period begins on Friday, September 18, 2015 at 09.00 a.m. and ends on Sunday, September 20, 2015 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) of September 14, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - II. The shareholders should log on to the e-voting website www.evotingindia.com.
 - III. Click on Shareholders.
 - IV. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - V. Next enter the Image Verification as displayed and Click on Login.

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- VI. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- VII. 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) <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 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 sequence number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- VIII. After entering these details appropriately, click on "SUBMIT" tab.
- XI. 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 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.
- X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XI. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- XII. 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.
- XIII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XIV. 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.
- XV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVI. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XVII. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVIII. 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 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.

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- XIX. 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.
- XX. The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cutoff date of **Monday, September 14, 2015**.
- XXI. Mrs. Sandhya Malhotra, Practicing Company Secretary (CP No. - 9928) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XXII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XXIII. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- XXIV. The Results declared alongwith 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 results shall also be immediately forwarded to the BSE Limited.
- XXV. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agent at the following address:

PURVA SHAREGISTRY (INDIA) PVT. LTD
Unit: INTELLIVATE CAPITAL VENTURES LIMITED
No-9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg,
Opp. Kasturba Hospital, Lower Parel, Mumbai - 400 011
Tele No. : 022-2301 6761 / 2301 8261 Fax No. : 022-2301 2517

By order of the Board of Directors of
Intellivate Capital Ventures Limited

Place : Mumbai
Date : 12th August 2015

Sd/-
Vipul Modi
Director (00796116)

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

In view of the provision of Clause 49 of Listing Agreement, the Company has to reconstitute its board in order to bring in an equal numbers of Independent and Non-Independent Directors.

The Board of Directors already in their meeting held on 14th November, 2014 has appointed Mr. Venkateswara Suram Rao as Additional (Independent) Director of the company.

Mr. Venkateswara Suram Rao has submitted a declaration that he meets the criteria of Independence under section 149(6) of the Act, and is not disqualified under section 164 of the Act and that he is eligible for appointment. In the opinion of board, Mr. Venkateswara Suram Rao fulfills the conditions specified in the Act and Rules made thereunder for appointment of Independent Director. Mr. Venkateswara Suram Rao has already submitted his consent to act as a Director of the Company.

A brief profile of Mr. Venkateswara Suram Rao including nature of his expertise and other disclosure as required under Clause 49 of the Listing Agreement is provided at annexure to this notice.

None of the Directors, except Mr. Venkateswara Suram Rao, of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board commends the resolution set out at Item No. 4 of this notice, for the approval of the members of the Company as **Ordinary Resolution**.

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Pursuant to Clause 49 of the listing agreements with the stock exchange, following information is furnished about the Directors proposed to be appointed/re-appointed:

Name Of The Director	Brief Expertise	Directorship in Public Companies	Membership in other Committees
<p>Mrs. Leena Modi DIN: 00796382 Director from: 31st January, 2008 Shares Held: 60,24,000</p>	<p>Mrs. Leena Modi is a graduate in Commerce from the Mumbai University. Mrs. LeenaModi has experience of well over 20 years in the field of corporate laws, securities laws, corporate finance and property matters</p>	<ul style="list-style-type: none"> ➤ Samruddhi Finstock Limited ➤ Intellivate Capital Advisors Limited ➤ ICVL Steels Limited ➤ Samco Commodities Limited 	<p>Stakeholders Relationship Committee</p> <ul style="list-style-type: none"> ➤ ICVL Steels Limited ➤ Intellivate Capital Advisors Limited
<p>Mr. Venkateswara Suram Rao DIN: 03138031 Director from: 14th November, 2014 Shares Held: NIL</p>	<p>Mr.Venkateswara Suram Rao's educational qualifications are B.Sc. (Gen), CAIIB, LLB. 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. He has served as Convener – Banking Panel, FIEO - Western Region. Presently, he provides consultancy / advisory services in Banking, NBFC's, International trade, Media Rights, corporate laws, securities laws and property matters.</p>	<ul style="list-style-type: none"> • Samruddhi Finstock Limited • ICVL Steels Limited • Intellivate Capital Advisors Limited 	<p>Audit Committee</p> <ul style="list-style-type: none"> • ICVL Steels Limited • Intellivate Capital Advisors Limited <p>Stakeholders Relationship Committee</p> <ul style="list-style-type: none"> • ICVL Steels Limited (Chairman) • Intellivate Capital Advisors Limited (Chairman)