

INTELLIVATE CAPITAL ADVISORS LIMITED

CIN: L67190MH2011PLC214318

66, SAMRUDDHI HOUSE, BHAUDAJI CROSS LANE, OPP.SOUTH INDIAN GYMKHANA, MATUNGA (C.R.), Mumbai-400019

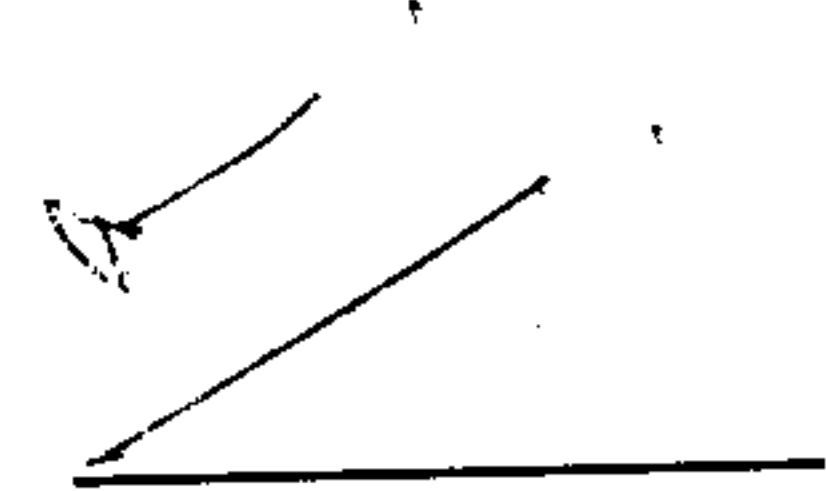

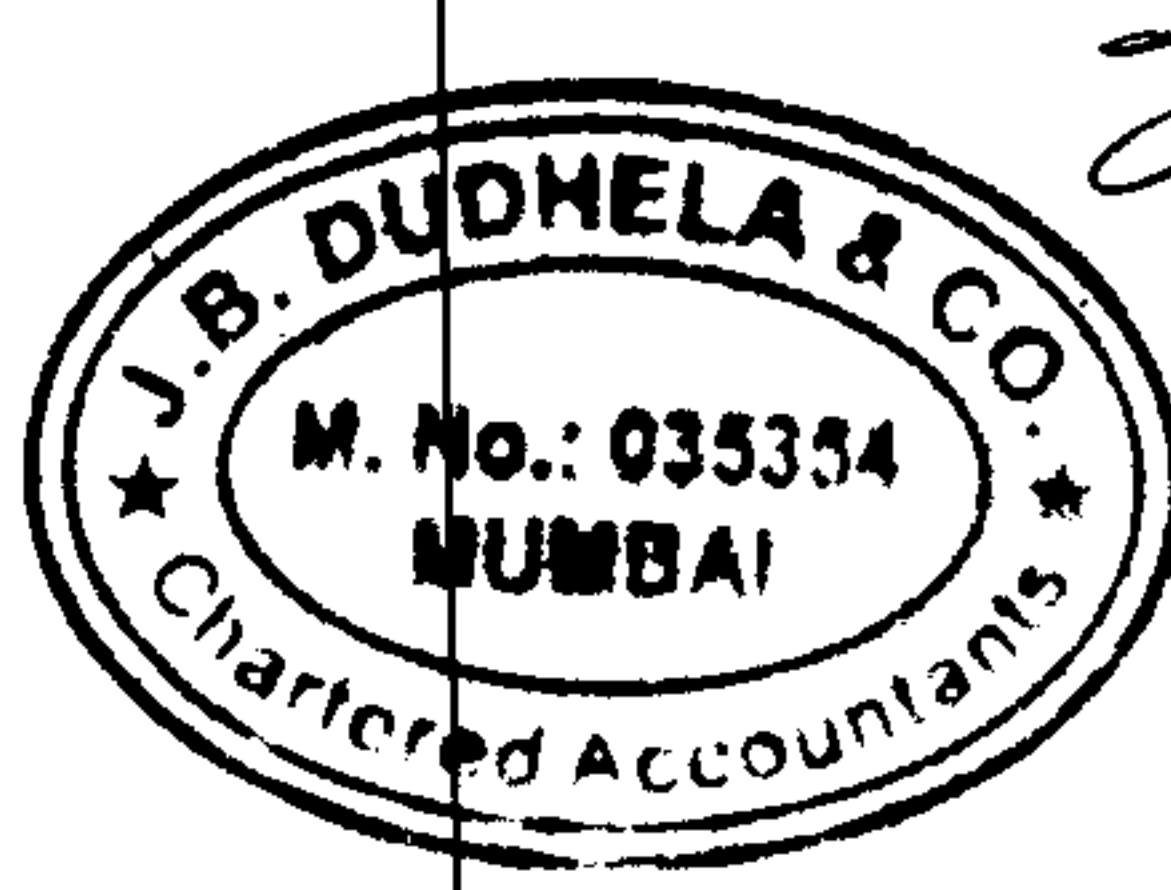
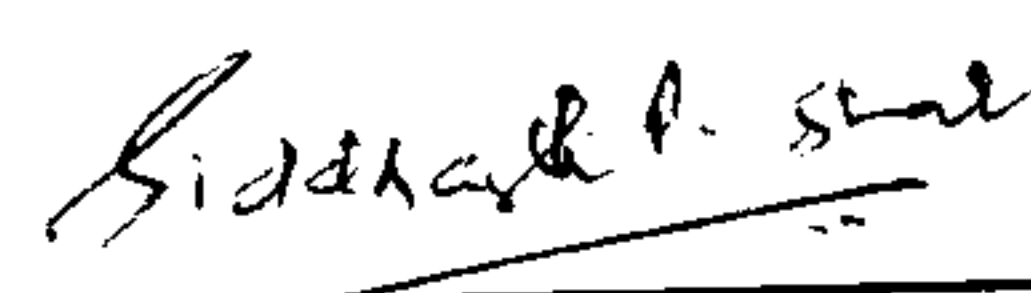
Ph: Office No. – (022) 2403 4235 Fax: 2403 1691

Email id: secretarial@intellivatecapital.com

Website: www.intellivatecapital.com

FORM A

FORMAT OF COVERING LETTER OF THE ANNUAL AUDIT REPORT TO BE FILED WITH THE STOCK EXCHANGE

| | | |
|----|-------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | Name of the Company | M/s. Intellivate Capital Advisors Limited |
| 2. | Annual financial statement for the year ended | 31 st March, 2015 |
| 3. | Type of Audit Observation | Un-qualified |
| 4. | Frequency of Observation | Not Applicable |
| 5. | To be Signed by - • CEO/ Managing Director/Director • CFO • Auditor of the Company • Audit Committee Chairman |  (Vipul Modi)  (J. B. Dudhela)   (Siddharth Shah) |

Intellivate Capital Advisors Limited

**4th
Annual Report
2014-2015**

4th Annual Report 2014-2015

BOARD OF DIRECTORS

Mr. Vipul J. Modi
Mrs. Leena V. Modi
Mr. Siddharth P. Shah
Mr. Venkateswara Suram Rao

REGISTERED OFFICE

66/1, Hansa Villa, Opp. South Indian Gymkhana,
Bhaudaji Cross Road, Matunga (Cr), Mumbai- 400 019
Email: secretarial@intellivatecapital.com
Website: www.intellivatecapital.com

REGISTRAR & TRANSFER AGENT

PURVA SHAREGISTRY (INDIA) PVT. LTD.
9, Shiv Shakti Industrial Estate, Ground Floor, J.R. Boricha Marg,
Opp. Kasturba Hospital, Lower Parel, Mumbai- 400 011
Tel No. 23016761, 23018261.

BANKERS

Indusind Bank

AUDITORS

J. B. Dudhela & Co.
Chartered Accountants

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Intellivate Capital Advisors Limited

CIN : L67190MH2011PLC214318

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

Phone: (022)2403 4235 Fax: 24031691 Website: www.intellivatecapital.com

E-mail ID- secretarial@intellivatecapital.com

NOTICE

4TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON MONDAY, SEPTEMBER 21, 2015 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:

ORDINARY BUSINESS

- 1) To receive, consider and adopt the audited Financial Accounts of the Company comprising of Balance Sheet for the year ended 31st March, 2015, the Statement of Profit & Loss as on that date together with Notes forming part of accounts, Reports of Directors and Auditors thereon.
- 2) To re-appoint a Director in place of Mr. Venkateswara Suram Rao (Holding DIN 03138031), who retires by rotation and being eligible, offers himself 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 Eight 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 four (04) years i.e. from the conclusion of this Annual General Meeting until the conclusion of Eight 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."

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

Place : Mumbai
Date : 12th August 2015

Sd/-
Vipul Modi
Director(00796116)

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. Members / Proxies are requested to bring duly 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.
3. 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.
4. 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.
5. 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.
6. 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

Intellivate Capital Advisors Limited

- document proofs. Members holding shares in the electronic form may update such details with their respective Depository Participants.
7. In case of joint holders attending the meeting, the name appearing first among the other names will be entitled to vote.
 8. 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 Sharegistry (India) Private Limited.
 9. 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.
 10. Members may also note that the Notice of the 04th 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.
 11. 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.
 12. **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 Thursday, September 17, 2015 at 10.00 a.m. and ends on Saturday, September 19, 2015 at 05.00 a.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.
 - 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* | <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) • 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 member id / folio number in the Dividend Bank details field as mentioned in instruction (ii). |

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- VIII. After entering these details appropriately, click on "SUBMIT" tab.
- IX. 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.
- XXVIII. 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.
- 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 ADVISORS 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 Advisors Limited

Place : Mumbai
Date : 12th August 2015

Sd/-
Vipul Modi
Director (00796116)

Intellivate Capital Advisors Limited

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

| Name Of The Director | Brief Expertise | Directorship in Public companies | Membership in other Committees |
|---------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Mr. Venkateswara Suram Rao</p> <p>DIN: 03138031</p> <p>Director from: 03rd March, 2011</p> <p>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 Ventures Limited | <p>Audit Committee</p> <ul style="list-style-type: none"> • ICVL Steels Limited • Intellivate Capital Ventures Limited <p>Stakeholders Relationship Committee</p> <ul style="list-style-type: none"> • ICVL Steels Limited (Chairman) • Intellivate Capital Ventures Limited (Chairman) |

Intellivate Capital Advisors Limited

DIRECTOR'S REPORT

Your Directors feel great pleasure in presenting 04th Annual Report of your Company comprising the Audited Financial Statements for the year ended March 31, 2015.

1. FINANCIAL HIGHLIGHTS:

(In Rupees)

| S. No. | Particulars | Current Year ended on 31st March, 2015 | Previous Year ended on 31st March, 2015 |
|--------|----------------------------------------------------|----------------------------------------|-----------------------------------------|
| 1 | Total Receipt/ Revenue | 1,369,071 | 1,514,993 |
| 2 | Profit /(Loss) before Depreciation | 203,578 | 451,374 |
| 3 | Depreciation | 148,080 | 148,080 |
| 4 | Profit/(Loss) Before Tax | 55,498 | 303,294 |
| 5 | Less : Provision for Income Tax | 18,000 | 93,901 |
| 6 | Profit after tax | 37,498 | 209,393 |
| 7 | Balance of Profit as per last Balance Sheet | 223,681 | 14,287 |
| 8 | Balance carried to the Balance sheet | 261,179 | 223,681 |

2. RESULTS OF OPERATIONS AND STATE OF THE COMPANY'S AFFAIRS:

- Revenue from operations decreased by 9.63% to Rs. 1,369,071.
- PBDIT decreased by 54.90% to Rs. 203,578.
- Profit before tax decreased by 81.70% to Rs. 55,498.
- Net Profit decreased by 82.09% to Rs. 37,498.
- No material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financial position of the Company.

3. DIVIDEND:

Your Directors do not recommend any dividend for the financial year 2014-15.

4. SHARE CAPITAL OF THE COMPANY:

There were no changes in the share capital of the Company. The Authorized capital of the Company is Rs. 35,000,000 (Rupees Three Crore Fifty Lacs) and the paid up capital of the company is Rs. 31,054,810 (Rupees Three Crore Ten Lacs Fifty Four Thousand Eight Hundred Ten) divided into 31,054,810 (Three Crore Ten Lacs Fifty Four Thousand Eight Hundred Ten) equity shares of Re. 1 each. The Company has neither issued shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2015, none of the Directors of the Company hold instruments convertible into equity shares of the company.

5. DIRECTORS:

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 and Articles of Association of the Company, Mr. Venkateswara Suram Rao, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment and your Board recommends his re-appointment.

The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under Section 149 (6) of the Companies Act, 2013 and under clause 49 of the Listing Agreement with the Stock Exchanges.

As stipulated under the Clause 49 of the Listing Agreement with BSE Limited, brief resume of the Directors proposed to be appointed/re-appointed are given in the Notice convening Annual General Meeting.

6. PUBLIC DEPOSITS:

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

7. EXTRACT OF ANNUAL RETURN:

An extract of Annual Return in Form MGT 9 is appended to this Report as Annexure 1.

8. LISTING OF SHARES ON BOMBAY STOCK EXCHANGE LIMITED:

The Equity shares of the Company are listed on Bombay Stock Exchange Ltd (BSE) and admitted for trading w.e.f.

Intellivate Capital Advisors Limited

08th November, 2012.

9. MEETINGS OF THE BOARD:

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. A tentative annual calendar of the Board and Committee Meetings is informed to the Directors in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are confirmed in the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors of the Company. Usually, meetings of the Board are held in Mumbai, Maharashtra. The agenda of the Board / Committee meetings is circulated 7 day prior to the date of the meeting. The agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

The Board met **FIVE** times during year the details of which are given in the Corporate Governance Report. The intervening gap between the two consecutive meetings was within the period prescribed under the Companies Act, 2013.

10. DIRECTORS' RESPONSIBILITY STATEMENT:

Your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them and as required under Section 134(3)(c) of the Companies Act, 2013 state that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- c. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors have prepared the annual accounts on a going concern basis;
- e. the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11. NOMINATION & REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

12. REMARKS ON QUALIFICATION BY SECRETARIAL AUDITOR

The qualifications given under the Secretarial audit report are about the Non Appointment of Company Secretary under section 203 of Companies Act, 2013 read with applicable rules and Non Appointment of Internal Auditor of the Company under section 138 of Companies Act, 2013 read with applicable rules during the Audit period (01st April 2014-31st March, 2015). The Board in their meeting held on 30th May, 2015 has already appointed M/s. I. P. Mehta and Co., Chartered Accountants as an Internal Auditor of the Company for Financial year 2015-16. With respect to appointment of Company Secretary, the Board is still looking for competent individual to hold on the office of Company Secretary.

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT 2013

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

Your Directors draw attention of the members to Note 17.15 and Note 17.16 to the financial statement which sets out related party disclosures.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The details of loans, guarantee or investment under Section 186 of the Companies Act, 2013 is given under Notes to Accounts of financial statements.

15. ANNUAL PERFORMANCE EVALUATION BY THE BOARD:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an

Intellivante Capital Advisors Limited

annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. The Board has devised questionnaire to evaluate the performances of each of executive and non-executive and Independent Directors. Such questions are prepared considering the business of the Company and the expectations that the Board have from each of the Directors. The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Board Committee Meetings;
- ii. Quality of contribution to Board deliberations;
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance;
- iv. Providing perspectives and feedback going beyond information provided by the management.

16. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There was no significant or material order was passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have bearing on company's operations in future.

17. AUDIT COMMITTEE AND ITS COMPOSITION

The composition of the Audit Committee is as under and the same has been given in Corporate Governance Report as required under Clause 49 of the Listing Agreement, which is annexed to this report.

The Audit Committee of the Company reviews the reports to be submitted with the Board of Directors with respect to auditing and accounting matters. It also supervises the Company's internal control and financial reporting process.

As on March 31, 2015, the Audit Committee comprised of Mr. Siddharth P. Shah (Independent Director), Mr. S. V. Rao (Independent Director), and Mr. Vipul Modi (Non-Executive Director).

Mr. Siddharth P. Shah is the Chairman of Audit Committee of the Company.

18. WHISTLE BLOWER POLICY:

The Company has a vigil mechanism / whistle blower Policy to deal with instance of fraud and mismanagement, if any. The mechanism also provides for adequate safeguards against victimization of directors and employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases. The details of the Vigil mechanism Policy is explained in the Corporate Governance Report. We affirm that during the financial year 2014-15, no employee or director was denied access to the Audit Committee.

19. SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Secretarial Audit Report received from M/s. SRM and Co., Practicing Company Secretary is annexed and forming part of this report.

20. INTERNAL AUDIT:

The Board of Directors has appointed M/s. I. P. Mehta and Co. Chartered Accountants, in their meeting held on 30th May, 2015, as its Internal Auditor. Internal Auditor has given their reports on quarterly basis to the Audit Committee.

Based on the report of internal audit function undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

21. INTERNAL FINANCIAL CONTROL:

The Audit Committee evaluates the efficacy and adequacy of financial control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and strives to maintain the Standard in Internal Financial Control.

22. CORPORATE GOVERNANCE REPORT:

Pursuant to Clause 49 of the Listing Agreement entered into with the stock exchange, the following have been made a part of the Annual Report and are attached to this report:

Management Discussion and Analysis Report

Corporate Governance Report

Auditors' Certificate regarding compliance of conditions of Corporate Governance

Director's Declaration

23. RISK MANAGEMENT

During the year, your Directors have constituted a Risk Management Committee which has been entrusted with the responsibility to assist the Board in (a) Overseeing and approving the Company's enterprise wide risk management framework; and (b) Overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is

Intellivate Capital Advisors Limited

an adequate risk management infrastructure in place capable of addressing those risks. A Risk Management Policy was reviewed and approved by the Committee.

24. COMMITTEES OF THE BOARD:

During the year, in accordance with the Companies Act, 2013, the Board re-constituted some of its Committees. There are currently five Committees of the Board, as follows:

1. Audit Committee
2. Stakeholders' Relationship Committee
3. Nomination and Remuneration Committee
4. Committee of Independent Directors
5. Risk Management Committee

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the "Report on Corporate Governance", a part of this Annual Report.

25. PARTICULARS OF REMUNERATION:

There were no employees drawing more than aggregate remuneration as specified under Section 197 of the Companies Act, 2013 read with the Companies (Particulars of Employees) Rules, 1975, as amended. Detail of remuneration paid to all the directors are provided in the "Report on Corporate Governance", a part of this Annual Report.

26. AUDITORS AND AUDITORS REPORT:

M/s.J. B. Dudhela & Co., Chartered Accountants, Mumbai the Statutory Auditors of your Company hold office as such upto the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Company has received a letter from them to the effect that they are willing to continue as Statutory Auditors and if re-appointed, their re-appointment would be within the limits prescribed under Section 139 of the Companies Act, 2013.

Your Directors recommend the re-appointment of M/s. J. B. Dudhela & Co., Chartered Accountants, Mumbai, as Statutory Auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting upto the conclusion of Eight Annual General Meeting of the Company.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company did not have any activity related to conservation of energy, technology absorption. There were neither a foreign exchange earnings nor outgo during the year under review within the provisions of section 134(3)(m) of Companies act, 2013.

28. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The provisions of Corporate Social Responsibility are not applicable to the company.

29. INFORMATION UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has constituted an Internal Compliant Committee under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year no complaint was filed before the said Committee.

30. ACKNOWLEDGEMENT:

Your Directors wish to place on record their gratitude for the continued co-operation and patronage extended by the esteemed customers. The Directors would also like to place on record their sincere appreciation for the continued co-operation, guidance, support and assistance extended during the year under report by our bankers, customers, suppliers and Government agencies. The Board of Directors wishes to express its appreciation for the valuable contribution made by the employees at all levels during the year under report.

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

Place : Mumbai
Date : 12th August 2015

Sd/-
Leena Modi
Director

Sd/-
Vipul Modi
Director

Intellivate Capital Advisors Limited

(Annexure-1)

FormNo.MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2015
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

| | | |
|------|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| i) | CIN | L67190MH2011PLC214318 |
| ii) | Registration Date | 03/03/2011 |
| iii) | Name of the Company | INTELLIVATE CAPITAL ADVISORS LIMITED |
| iv) | Category / Sub-Category of the Company | Company limited by shares/ Indian Non-Government company |
| v) | Address of the Registered office and contact details | 66/1, Hansa Villa, Opp. Indian Gymkhana, Bhaudaji Cross Road, Matunga (C.R.), Mumbai-400019 |
| vi) | Whether listed company | YES |
| vii) | Name, Address and Contact details of Registrar and Transfer Agent, if any | PURVA SHAREGISTRY (INDIA) PVT. LTD. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (E), Andheri (E), Mumbai-400011 Email id- purvashr@mtnl.net.in Tel.- 022 23018261 |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

| Sl. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the company |
|---------|--------------------------------------------------|----------------------------------|------------------------------------|
| 1 | Other Financial services | 6499 | 100% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES – N. A.

| Sl. No. | Name & Address of the company | CIN / GLN | Holding / subsidiary / associate | % of shares held | Applicable Section |
|---------|-------------------------------|-----------|----------------------------------|------------------|--------------------|
| 1 | | | | | |
| 2 | | | | | |
| 3 | | | | | |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

j) Category-wise Shareholding

| Category of shareholders | No. of shares held at the beginning of the year (01.04.2014) | | | | No. of shares held at the end of the year (31.03.2015) | | | | % change during the year |
|-------------------------------|--------------------------------------------------------------|----------|-----------------|-------------------|--------------------------------------------------------|----------|-----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total shares | Demat | Physical | Total | % of Total shares | |
| A. Promoter | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| (a) Individual /HUF | - | - | - | - | - | - | - | - | - |
| (b) Central Govt. | - | - | - | - | - | - | - | - | - |
| (c) State Govts. | - | - | - | - | - | - | - | - | - |
| (d) Bodies Corp. | 317000 | - | 317000 | 1.02 | 317000 | - | 317000 | 1.02 | - |
| (e) Banks / FI | - | - | - | - | - | - | - | - | - |
| (f) Others | | | | | | | | | |
| i. Directors | 18667350 | - | 18667350 | 60.11 | 18667350 | - | 18667350 | 60.11 | - |
| ii. Director Relatives | 516500 | - | 516500 | 1.66 | 516500 | - | 516500 | 1.66 | - |
| iii. Person Acting in Concern | 1477300 | - | 1477300 | 4.76 | 1477300 | - | 1477300 | 4.76 | - |
| Sub-total (A)(1) | 20978150 | - | 20978150 | 67.55 | 20978150 | - | 20978150 | 67.55 | - |

Intellivate Capital Advisors Limited

| | | | | | | | | | |
|------------------------------------------------------------------------------------|----------|-------|----------|-------|----------|-------|----------|-------|--------------------|
| (2) Foreign | | | | | | | | | |
| (a) NRIs - Individuals | - | - | - | - | - | - | - | - | - |
| (b) Other - Individuals | - | - | - | - | - | - | - | - | - |
| (c) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| (d) Banks / FI | - | - | - | - | - | - | - | - | - |
| (e) Others | - | - | - | - | - | - | - | - | - |
| Sub-total (A)(2) | - | - | - | - | - | - | - | - | - |
| Total shareholding of promoters (A) | 20978150 | - | 20978150 | 67.55 | 20978150 | - | 20978150 | 67.55 | - |
| B. Public | | | | | | | | | |
| (1) Institutions | | | | | | | | | |
| (a) Mutual Funds | - | - | - | - | - | - | - | - | - |
| (b) Banks / FI | - | - | - | - | - | - | - | - | - |
| (c) Central Govt. | - | - | - | - | - | - | - | - | - |
| (d) State Govts. | - | - | - | - | - | - | - | - | - |
| (e) Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| (f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| (g) FIs | - | - | - | - | - | - | - | - | - |
| (h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| (i) Others | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(1) | - | - | - | - | - | - | - | - | - |
| (2) Non Institutions | | | | | | | | | |
| (a) Bodies Corp. | | | | | | | | | |
| (i) Indian | 6456170 | 520 | 6456690 | 20.79 | 7580785 | 520 | 7581305 | 24.41 | 3.62 (Increase) |
| (ii) Overseas | - | - | - | - | - | - | - | - | - |
| (b) Individuals | | | | | | | | | |
| (i) Individual shareholders holding nominal share capital upto Rs. 1 Lakh | 232899 | 89190 | 322089 | 1.04 | 232974 | 89190 | 322164 | 1.04 | 0.00025 (Increase) |
| (ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh | 2395800 | - | 2395800 | 7.71 | 1271110 | - | 1271110 | 4.09 | 3.62 (Decrease) |
| (c) Others | | | | | | | | | |
| NRI (Repat& Non Repat) | - | - | - | - | - | - | - | - | - |
| OCB's | - | - | - | - | - | - | - | - | - |
| Trust | - | - | - | - | - | - | - | - | - |
| Hindu Undivided Family | 902081 | - | 902081 | 2.90 | 902081 | - | 902081 | 2.90 | - |
| Employee | - | - | - | - | - | - | - | - | - |
| Clearing Members | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(2) | 9986950 | 89710 | 10076660 | 32.45 | 9986950 | 89710 | 10076660 | 32.45 | - |
| Total Public Shareholding(B) | 9986950 | 89710 | 10076660 | 32.45 | 9986950 | 89710 | 10076660 | 32.45 | - |
| C. Shares held by cusodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | 30965100 | 89710 | 31054810 | 100 | 30965100 | 89710 | 31054810 | 100 | - |

Intellivate Capital Advisors Limited

ii) Share holding of Promoters

| Shareholder's Name | Shareholding at the beginning of the year (01.04.2014) | | | Shareholding at the end of the year (31.03.2015) | | | % change in shareholding during the year |
|----------------------------------------|--------------------------------------------------------|----------------------------------|-------------------------------------------------|--------------------------------------------------|----------------------------------|-------------------------------------------------|------------------------------------------|
| | No. of shares | % of total shares of the Company | % of shares Pledged /encumbered to total shares | No. of shares | % of total shares of the Company | % of shares Pledged /encumbered to total shares | |
| VIPUL JAYANTILAL MODI | 10191800 | 32.82 | - | 10191800 | 32.82 | - | - |
| LEENA VIPUL MODI | 8475550 | 27.29 | - | 8475550 | 27.29 | - | - |
| VIPUL JAYANTILAL MODI (HUF) | 1477300 | 4.76 | - | 1477300 | 4.76 | - | - |
| CHANDRAKANTA JAYANTILAL MODI | 304500 | 0.98 | - | 304500 | 0.98 | - | - |
| JIMEET DEVELOPERS PRIVATE LIMITED | 106000 | 0.34 | - | 106000 | 0.34 | - | - |
| ROCK BUILDERS AND DEVELOPERS PVT. LTD. | 106000 | 0.34 | - | 106000 | 0.34 | - | - |
| MILONI VIPUL MODI | 106000 | 0.34 | - | 106000 | 0.34 | - | - |
| JIMEET VIPUL MODI | 106000 | 0.34 | - | 106000 | 0.34 | - | - |
| JINAL FIN-VEST PRIVATE LIMITED | 105000 | 0.34 | - | 105000 | 0.34 | - | - |

iii) Change in Promoters' Shareholding (please specify, if there is no change) There is no change in Promoter's shareholding during the financial year 2014-2015

| | Shareholding at the beginning of the year (01.04.2014) | | Cumulative shareholding during the year | |
|-------------------------------------|--------------------------------------------------------|----------------------------------|-----------------------------------------|----------------------------------|
| | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the Company |
| VIPUL JAYANTILAL MODI | | | | |
| At the beginning of the year | 10191800 | 32.82 | - | - |
| Changes during the year | | | | |
| Date | Reason | | | |
| - | - | - | - | - |
| At the end of the year | - | - | 10191800 | 32.82 |
| LEENA VIPUL MODI | | | | |
| At the beginning of the year | 8475550 | 27.29 | - | - |
| Changes during the year | | | | |
| Date | Reason | | | |
| - | - | - | - | - |
| At the end of the year | - | - | 8475550 | 27.29 |
| VIPUL JAYANTILAL MODI (HUF) | | | | |
| At the beginning of the year | 1477300 | 4.76 | - | - |
| Changes during the year | | | | |
| Date | Reason | | | |
| - | - | - | - | - |
| At the end of the year | - | - | 1477300 | 4.76 |
| CHANDRAKANTA JAYANTILAL MODI | | | | |
| At the beginning of the year | 304500 | 0.98 | - | - |
| Changes during the year | | | | |
| Date | Reason | | | |
| - | - | - | - | - |
| At the end of the year | - | - | 304500 | 0.98 |

Intellivate Capital Advisors Limited

| | | | | | |
|-----------------------------------------------------|--------|--------|------|--------|------|
| JIMEET DEVELOPERS PRIVATE LIMITED | | | | | |
| At the beginning of the year | | 106000 | 0.34 | - | - |
| Changes during the year | | | | | |
| Date | Reason | | | | |
| - | - | - | - | - | - |
| At the end of the year | | - | - | 106000 | 0.34 |
| ROCK BUILDERS AND DEVELOPERS PRIVATE LIMITED | | | | | |
| At the beginning of the year | | 106000 | 0.34 | - | - |
| Changes during the year | | | | | |
| Date | Reason | | | | |
| - | - | - | - | - | - |
| At the end of the year | | - | - | 106000 | 0.34 |
| MILONI VIPUL MODI | | | | | |
| At the beginning of the year | | 106000 | 0.34 | - | - |
| Changes during the year | | | | | |
| Date | Reason | | | | |
| - | - | - | - | - | - |
| At the end of the year | | - | - | 106000 | 0.34 |
| JIMEET VIPUL MODI | | | | | |
| At the beginning of the year | | 106000 | 0.34 | - | - |
| Changes during the year | | | | | |
| Date | Reason | | | | |
| - | - | - | - | - | - |
| At the end of the year | | - | - | 106000 | 0.34 |
| JINAL FIN-VEST PRIVATE LIMITED | | | | | |
| At the beginning of the year | | 106000 | 0.34 | - | - |
| Changes during the year | | | | | |
| Date | Reason | | | | |
| - | - | - | - | - | - |
| At the end of the year | | - | - | 106000 | 0.34 |

iv) *Shareholding Pattern of top 10 Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):*

| Sr. No. | For each of the top 10 shareholders | Shareholding at the beginning of the year (01.04.2014) | | Cumulative shareholding during the year | |
|---------|-------------------------------------|--------------------------------------------------------|----------------------------------|-----------------------------------------|----------------------------------|
| | | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the Company |
| 1 | SUNIL OPTICS PRIVATE LIMITED | | | | |
| A | At the beginning of the year | 1465380 | 4.71% | - | - |
| B | Changes during the year | | | | |
| | Date | Reason | | | |
| | - | - | - | - | - |
| C | At the end of the year | - | - | 1465380 | 4.71% |

Intellivate Capital Advisors Limited

| | | | | | | |
|-----------|--------------------------------------------------|----------|---------|--------|---------|--------|
| 2 | JAYSHRI PRAKASH SHAH | | | | | |
| A | At the beginning of the year | | 401100 | 1.29% | - | - |
| B | Changes during the year | | | | | |
| | Date | Reason | | | | |
| | - | - | - | - | - | - |
| C | At the end of the year | | - | - | 401100 | 1.29% |
| 3 | HEENA TURAKHIA | | | | | |
| A | At the beginning of the year | | 224790 | 0.72% | - | - |
| B | Changes during the year | | | | | |
| | Date | Reason | | | | |
| | - | - | - | - | - | - |
| C | At the end of the year | | - | - | 224790 | 0.72% |
| 4 | NIKUNJ MANSUKHLAL TURAKHIA | | | | | |
| A | At the beginning of the year | | 224790 | 0.72% | - | - |
| B | Changes during the year | | | | | |
| | Date | Reason | | | | |
| | - | - | - | - | - | - |
| C | At the end of the year | | - | - | 224790 | 0.72% |
| 5 | NIKUNJ MANSUKHLAL TURAKHIA | | | | | |
| A | At the beginning of the year | | 224790 | 0.72% | - | - |
| B | Changes during the year | | | | | |
| | Date | Reason | | | | |
| | - | - | - | - | - | - |
| C | At the end of the year | | - | - | 224790 | 0.72% |
| 6 | RAVINDRA BISHEWARLAL AGARWAL | | | | | |
| A | At the beginning of the year | | 183750 | 0.59% | - | - |
| B | Changes during the year | | | | | |
| | Date | Reason | | | | |
| | - | - | - | - | - | - |
| C | At the end of the year | | - | - | 183750 | 0.59% |
| 7 | INDUS EQUICAP CONSULTANCY PRIVATE LIMITED | | | | | |
| A | At the beginning of the year | | 0 | 0 | - | - |
| B | Changes during the year | | | | | |
| | Date | Reason | | | | |
| | 31/12/2014 | Purchase | 525000 | 1.69% | - | - |
| | 09/01/2015 | Purchase | 5589725 | 18.01% | - | - |
| C | At the end of the year | | - | - | 6114725 | 19.69% |
| 8 | SANJAY POPATLAL SHAH HUF | | | | | |
| A | At the beginning of the year | | 127990 | 0.41% | - | - |
| B | Changes during the year | | | | | |
| | Date | Reason | | | | |
| | - | - | - | - | - | - |
| C | At the end of the year | | - | - | 127990 | 0.41% |
| 9 | SUNIL POPATLAL SHAH | | | | | |
| A | At the beginning of the year | | 127050 | 0.40% | - | - |
| B | Changes during the year | | | | | |
| | Date | Reason | | | | |
| | - | - | - | - | - | - |
| C | At the end of the year | | - | - | 127050 | 0.40% |
| 10 | DIVYAKANT CHHABILDAS MEHTA | | | | | |
| A | At the beginning of the year | | 124420 | 0.40% | - | - |
| B | Changes during the year | | | | | |
| | Date | Reason | | | | |
| | - | - | - | - | - | - |
| C | At the end of the year | | - | - | 124420 | 0.40% |

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v) Shareholding of Directors and Key Managerial Personnel:

| Sr. No. | For each of the Directors and KMPs | Shareholding at the beginning of the year (01.04.2014) | | Cumulative shareholding during the year | |
|----------|------------------------------------|--------------------------------------------------------|----------------------------------|-----------------------------------------|----------------------------------|
| | | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the Company |
| 1 | VIPUL JAYANTIL MODI | | | | |
| A | At the beginning of the year | 10191800 | 32.81% | - | - |
| B | Changes during the year | | | | |
| | Date | Reason | | | |
| | - | - | - | - | - |
| C | At the end of the year | - | - | 10191800 | 32.81% |
| 2 | LEENA VIPUL MODI | | | | |
| A | At the beginning of the year | 8475550 | 27.29% | - | - |
| B | Changes during the year | | | | |
| | Date | Reason | | | |
| | - | - | - | - | - |
| C | At the end of the year | - | - | 8475550 | 27.29% |
| 3 | SIDDHARTH SHAH | | | | |
| A | At the beginning of the year | - | - | - | - |
| B | Changes during the year | - | - | - | - |
| C | At the end of the year | - | - | - | - |
| 3 | S V RAO | | | | |
| A | At the beginning of the year | - | - | - | - |
| B | Changes during the year | - | - | - | - |
| C | At the end of the year | - | - | - | - |

V. INDEBTEDNESS - NIL

Indebtedness of the Company including interest outstanding / accrued but not due for payment

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|------------------------------------------------------------|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | - | - | - | - |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | - | - | - |
| | - | - | - | - |
| Changes in indebtedness during the financial year | | | | |
| > Addition | - | - | - | - |
| > Reduction | - | - | - | - |
| Net Change | - | - | - | - |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | - | - | - | - |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | - | - | - |

Intellivate Capital Advisors Limited

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| Sl. No. | Particulars of Remuneration | Name of MD / WTD / Manager | | | | Total Amount |
|---------|-------------------------------------------------------------------------------------|----------------------------|---|---|---|--------------|
| | | 1 | 2 | 3 | 4 | |
| 1 | Gross Salary: | - | - | - | - | - |
| | (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 | | | | | |
| | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 | | | | | |
| | (c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961 | | | | | |
| 2 | Stock Option | - | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - | - |
| 4 | Commission | - | - | - | - | - |
| | - as % of profits | - | - | - | - | - |
| | - others, specify | - | - | - | - | - |
| 5 | Others, specify | - | - | - | - | - |
| | Total | - | - | - | - | - |
| | Ceiling as per the Act | | | | | |

B. Remuneration to other directors:

| Sl. No. | Particulars of Remuneration | Name of director | | | | Total Amount |
|---------|-----------------------------------------------|-----------------------|-----------------|-------------------|-------------------|--------------|
| | | 1 | 2 | 3 | 4 | |
| 1 | Independent Directors | Siddharth Shah | S.V. Rao | - | - | - |
| | Fees for attending board / committee meetings | - | - | - | - | - |
| | Commission | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - |
| | Total (1) | - | - | - | - | - |
| 2 | Other Non-Executive Directors | - | - | Vipul Modi | Leena Modi | - |
| | Fees for attending board / committee meetings | - | - | - | - | - |
| | Commission | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - |
| | Total (2) | - | - | - | - | - |
| | Total (1+2) | - | - | - | - | - |
| | Total Managerial Remuneration | - | - | - | - | - |
| | Overall Ceiling as per the Act | | | | | |

Intellivate Capital Advisors Limited

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD

| Sl. No. | Particulars of Remuneration | KMP | | | |
|---------|-------------------------------------------------------------------------------------|-----|----|-----|--------------|
| | | CEO | CS | CFO | Total Amount |
| 1 | Gross Salary: | - | - | - | - |
| | (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 | - | - | - | - |
| | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 | - | - | - | - |
| | (c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961 | - | - | - | - |
| 2 | Stock Option | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - |
| 4 | Commission | - | - | - | - |
| | - as % of profits | - | - | - | - |
| | - others, specify | - | - | - | - |
| 5 | Others, specify | - | - | - | - |
| | Total | - | - | - | - |

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES : NA

| Type | Section of the Companies Act | Brief Description | Details of penalty / punishment / Compounding fees imposed | Authority [RD /NCLT/ Court] | Appeal made, if any (give details) |
|-------------------------------------|------------------------------|-------------------|------------------------------------------------------------|-----------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| B. DIRECTORS | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |

SRM and Co.
Company Secretaries

SECRETARIAL AUDIT REPORT

(FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015)
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Intellivate Capital Advisors Limited
66/1, Hansa Villa, Opp. South Indian Gymkhana,
Bhauddaji Cross Road, Matunga (C.R.), Mumbai-400019

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Intellivate Capital Advisors Limited (hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 ("**Audit Period**"), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Intellivate Capital Advisors Limited for the financial year ended on 31st March, 2015 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the Audit Period**);
- iv. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") to the extent applicable to the Company :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the Company during the Audit Period**); and
 - f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the Company during the Audit Period**).

The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited and the Memorandum and Articles of Association.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

I **further report that** the Company has, in my opinion, complied with the provisions of the Companies Act, 1956 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

- a. Maintenance of various statutory registers and documents and making necessary entries therein;
- b. Closure of the Register of Members.
- c. Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- d. Service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- e. Notice of Board meetings and meetings of the Committee of the Board;
- f. Convening and holding of Annual General Meeting (held on 27th September, 2014);
- g. Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- h. Approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever

SRM and Co.
Company Secretaries

- required;
- i. Constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors;
 - j. Payment of remuneration to Directors,
 - k. Appointment of Statutory Auditors and remuneration payable to Auditors and;
 - l. Transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;
 - m. Borrowings and registration, modification and satisfaction of charges wherever applicable;
 - n. Investment of the Company's funds including investments and loans to others;
 - o. Form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;
 - p. Directors' report;
 - q. Contracts, common seal, registered office and publication of name of the Company; and
 - r. Generally, all other applicable provisions of the Act and the Rules made under the Act.

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors.
 - Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
 - The Company has obtained all necessary approvals under the various provisions of the Act;
 - There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers; and
 - The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel.
- The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of **Minimum Public Shareholding**.

I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed thereunder by the Depositories with regard to Dematerialization / Rematerialization of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.

I further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report the following non compliances / observations / audit qualifications, reservations or adverse remarks during the Audit period in respect of secretarial audit conducted by me are:

- o *Company has not yet appointed any individuals to act as a Company Secretary, Chief Financial Officer and Chief Executive officer/Managing Director/Whole-time Director which a Listed Company is compulsorily required to do so as per Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014 and under listing agreement entered with BSE.*
- o *Company has defaulted in appointing any Firm or Individual as an Internal Auditor of the Company during Audit period under section 138 of Companies Act, 2013 read with Companies (Accounts) Rules, 2014.*

For M/s SRM and Co.
Company Secretaries

Sd/-
Sandhya Malhotra
M. No. FCS No.: 6715
C. P. No.: 9928

Place : Mumbai
Date : 30th May 2015

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

SRM and Co.
Company Secretaries

'Annexure A'

To,
The Members,
Intellivate Capital Advisors Limited

Our report of even date is to read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M/s SRM and Co.
Company Secretaries

Sd/-
Sandhya Malhotra
M. No. FCS No.: 6715
C. P. No.: 9928

Place : Mumbai
Date : 30th May 2015

Intellivate Capital Advisors Limited

MANAGEMENT DISCUSSION & ANALYSIS

Economy Review:

Indian consulting industry is growing at a fast pace with more number of brands taking the franchise route. The global consulting market is currently dominated by mature consulting markets like North America, Western Europe, Japan etc. Indian consulting firms are thriving with the growing competition and market demands.

Factors like stiff business competition and gaining optimum market share in the highly competitive markets have opened many prospects for the consulting and advisory services in India. As per reports, the Indian consulting market has seen a growth of about four per cent in recent years despite economic slowdown. A study by Source Information Services published on Consultants-News website, states that in some ways the economic slowdown helped in increasing the demand in India's consulting market as clients look for help to increase revenue and improve efficiency.

Overview of the Business of the Company:

The Company is offering advisory services on several financial and corporate issues. The background of our Present Promoters in the field of financial advisory services provides us with an opportunity to render advisory services touching a wide range of corporate requirements.

Capital Market Advisory:

We enable corporates on raising funds through capital markets either through an IPO or FPO or regulatory advisory for issues such as takeover code and preferential allotments. We act as a trusted partner to navigate through the process of selection, marketing to and management of the multiple advisors. Our services in this area include the critical evaluation of the business plan, corporate finance strategy and suitability for IPO prior to approaching key advisors, legal & financial due diligence, strategy and timing of the issue, pre IPO placements, handling of regulatory issues including approvals from various authorities and identifying and liaising with merchant bankers/ underwriters, solicitors and other professional advisors.

Internal Control System & Adequacy:

The Company has an adequate Internal Audit System that promotes reliable financial reporting, safeguards assets, encourages adherence to fair management and ethical conduct. The strong Internal Control Systems have been designed in a way that, they not only prevent fraud and misuse of the Company's resources but also protect shareholders' interest. The Audit Committee of Board of Directors, on regular intervals and in co-ordination with Internal and Statutory Auditors, reviews the adequacy of Internal Control Systems within the Company.

The internal audit focuses on compliance as well as on robustness of various business processes. A feedback on non-conformities along with recommendation for process improvements is directly provided to the top management of the Company. Compliance on audit findings and tracking of process improvements is regularly carried out.

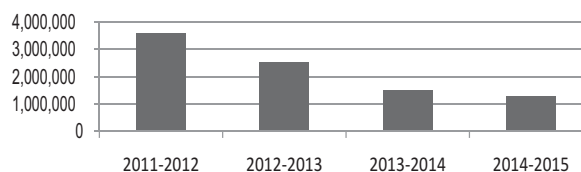
Transaction Advisory:

As globalization of Indian economy intensifies, mergers, sales, acquisitions, divestments and other transactions are becoming frequent and important part of corporate business strategies. It would be our endeavor to help entrepreneurs and their management teams minimize the risks and maximize the value of such transactions. Acquiring or selling a business involves a series of complex activities, requiring time-bound and sometimes simultaneous action on different fronts. Our team would offer a comprehensive package of services to guide clients through these areas. For clients who are sellers, our team would focus on maximizing value and offer them value optimization consulting, business valuation services, prepare Offering Memorandums, help prepare for buyer due diligence, structure the deal, analyze offers, advise on tax planning, prepare transaction documents, oversee transaction activities, assist with the closing process, provide data room facilities and document control, ensure compliance with regulatory requirements, provide advice on wealth management and financial planning. Our services for buyers would involve preparing strategies for acquisition, identifying potential target companies, performing financial due diligence, conducting quality of earnings analyses, deal structuring and designing transaction documents, overseeing transaction activities, tax planning, identifying and valuing intangible assets and facilitating harmonious integration of businesses.

Financial Performance:

Total Income

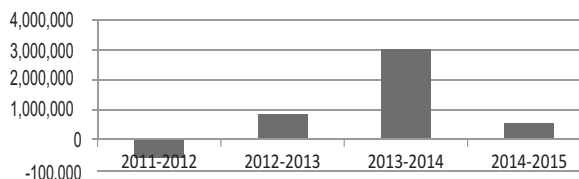
| Year | Rs. |
|-----------|-----------|
| 2011-2012 | 3,634,947 |
| 2012-2013 | 2,590,355 |
| 2013-2014 | 1,514,993 |
| 2014-2015 | 1,369,071 |



Intellivate Capital Advisors Limited

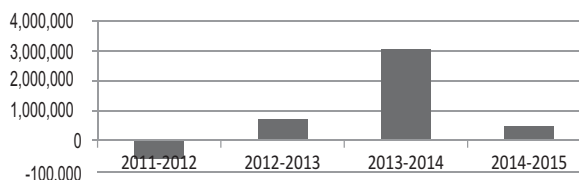
Profit before Tax

| Year | Rs. |
|-----------|----------|
| 2011-2012 | (65,001) |
| 2012-2013 | 94,588 |
| 2013-2014 | 303,294 |
| 2014-2015 | 55,498 |



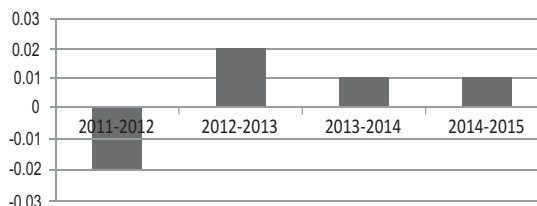
Profit after Tax

| Year | Rs. |
|-----------|----------|
| 2011-2012 | (65,001) |
| 2012-2013 | 79,289 |
| 2013-2014 | 209,393 |
| 2014-2015 | 37,498 |



Earnings per shares

| Year | Rs. |
|-----------|--------|
| 2011-2012 | (0.02) |
| 2012-2013 | 0.02 |
| 2013-2014 | 0.01 |
| 2014-2015 | 0.01 |



Valuation:

Valuation of business is another important advisory activity. Understanding the worth of a business is critical to an entrepreneur whether he is launching, growing, or selling it. It is especially vital for an entrepreneur on the sale side or buy side to clearly understand what is the worth of the business he is selling or acquiring. The use of business valuations is an integral part of corporate decision making in today's complex business environment. There are many reasons why one needs a valuation, from regulatory purposes to taxation and succession planning. Our advisory team would have appropriate team that can handle business valuation assignments ranging from proprietary business to large public company transactions. It would be our endeavour to adopt a thorough, logical valuation approach that takes into account all the significant parameters of valuation to provide a clear, concise valuation report with a well-supported conclusion. Valuation may be required by entrepreneurs for a variety of reasons including equity dilution, acquisition, purchase price allocation, taxation purposes, for litigation support and dispute resolution, shareholder transactions, arriving at swap ratios for merger and acquisition, intangible asset and intellectual property valuations, shareholder agreements and joint venture agreements, court opinions and expert testimony, partnership dissolution and reorganizations etc. Our team would offer to provide clients professional services on valuation that is objective, credible and reliable.

Factors that May Affect the Results of the Operations:

Our company is engaged in Consultancy and Advisory Services relating to the Finance Sector. It is also planning to make Investments in other companies. The Indian economy has been continuously growing since the last few years and it has been observed that, even the current global financial crisis has not affected India as much as it affected the European and American economies. In our opinion, Consultancy and Advisory Services in the finance sector is a niche area wherein our Company can perform reasonably well given the background of the Promoters. The future growth and development of the Indian economy will have its impact on the operations and the results of our Company.

Risk Management:

The objective of risk management is to ensure that it is adequately estimated and controlled to enhance shareholder as well as stakeholder's values. Risk is pertinent to virtually all business activities though in varying degrees and forms. It is the constant endeavor of the Company to identify, assess, prioritize and manage existing as well as emerging risks in a planned and cohesive manner.

Cautionary Statement:

"Statements in Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectation may be "forward looking" within the meaning of applicable laws and regulations. Actual results might differ materially from those expressed or implied."

Intellivate Capital Advisors Limited

CORPORATE GOVERNANCE REPORT

In accordance with Clause 49 of the Listing Agreement with BSE Limited (BSE), the report containing the details of Corporate Governance systems and processes at Intellivate Capital Advisors Limited is as follows:

At Intellivate Capital Advisors Limited, Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success, and we remain committed to maximizing stakeholders' value. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all. We have a defined policy framework for ethical conduct of businesses. We believe that any business conduct can be ethical only when it rests on the six core values of Customer Value, Ownership Mindset, Respect, Integrity, One Team and Excellence.

1. Company's Philosophy on the Code of Governance

Introduction

Corporate Governance essentially is the system by which companies are directed and controlled by the management in the best interest of the stakeholders and others. Corporate Governance ensures fairness, transparency and integrity of the management. Corporate Governance is a way of life, rather than a mere legal compulsion. It further inspires and strengthens investor's confidence and commitment to the Company.

The corporate governance philosophy of the Company has been further strengthened with the adoption of the Code of Conduct adopted by the company. The Company, through its Board and Committees, Endeavour's to strike and deliver the highest governing standards for the benefit of its stakeholders.

2. Board of Directors

Composition

The Board has an optimum combination of Executive and Non-Executive Directors, and is in conformity with Clause 49 of the Listing Agreement entered into with the stock exchanges in which the Company's Ordinary Shares are listed. The composition of the Board as on March 31, 2015 was as under:

| Category of Directors | No. of Directors | Percentage to the Board |
|------------------------|--------------------------------------------------|-------------------------|
| Promoter Non-executive | Mr. Vipul Modi(Chairman) Mrs. Leena Modi | 50% |
| Independent | Mr. Siddharth Shah Mr. Venkateswara Suram Rao | 50% |

Mrs. Leena Modi is spouse of Mr. Vipul Modi. None of the other directors are related to any other director on the Board.

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as provided under law.

None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees (as per Clause 49 (IID) across all the companies in which he/she is a Director. All the Directors have made the requisite disclosures regarding Committee positions held by them in other companies.

BOARD MEETINGS AND BOARD COMMITTEE MEETINGS

The Board met 05 (Five Times) on the following dates during the financial year 2014-2015.

| Date | Board strength | No. of Directors Present |
|------------|----------------|--------------------------|
| 30/05/2014 | 4 | 4 |
| 30/06/2014 | 4 | 4 |
| 13/08/2014 | 4 | 4 |
| 13/02/2015 | 4 | 4 |

Board Procedure

The Board Meetings are held giving due notice of not less than 7 days in advance to all the Directors. The Agenda is circulated well in advance to the Board members. The items in the Agenda are backed by comprehensive background information to enable the Board to take appropriate decisions. In addition to the information required under Annexure X to Clause 49 of the Listing Agreement, the Board is also kept informed of major events/items and approvals taken wherever necessary. The Board is apprised of the overall performance of the Company.

Code of Conduct

The Company had adopted the Code of Conduct for all the employees of the Company including the Whole time Directors. The Board had also approved a Code of Conduct for Non-Executive Directors. The Code of Conduct for the employees as well as Non-Executive Directors is posted on the Company's website.

Further, all the Board members and senior management personnel (as per Clause 49 of the Listing Agreement) have affirmed the compliance with the respective Code of Conduct. A declaration to this effect signed by the Promoter- Director forms a part of this report.

Directors Familiarization programme

The Company undertakes and makes necessary provision of an appropriate induction programme for new Directors and ongoing

Intellivate Capital Advisors Limited

training for existing Directors. The new directors are introduced to the company culture, through appropriate training programmes. Such kind of training programmes helps develop relationship of the directors with the company and familiarize them with company processes. The management provides such information and training either at the meeting of Board of Directors or otherwise.

The induction process is designed to:

- build an understanding of the Company processes and
- fully equip Directors to perform their role on the Board effectively

Upon appointment, Directors receive a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The details of Director's induction and familiarization are available on the Company's website at www.intellivatecapital.com.

Category and Attendance of Directors

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the financial year 2014-2015 and at the last Annual General Meeting (AGM), as also the number of Directorships and Committee positions held by them in other public limited companies as on March 31, 2015 are as follows:

| Name of the Director | Attendance at meetings during 2014-15 | | Category of Director | Date of appointment | No. of other Directorship(s) as on 31-03-15 | No. of Membership(s) /Chairmanship(s) of Board Committees in other Companies as on 31-03-2015 | |
|----------------------|---------------------------------------|-------------------|----------------------|---------------------|---------------------------------------------|-----------------------------------------------------------------------------------------------|-----------------------------------|
| | Board | Previous Year AGM | | | | Committee | Shareholders' Grievance Committee |
| Mr. Vipul J. Modi | 5 | Yes | Non-Executive | 03/03/2011 | 18 ^A | 2 | NIL |
| Mrs. Leena V. Modi | 5 | Yes | Non-Executive | 03/03/2011 | 14 ^{AA} | NIL | 2 |
| Mr. Siddharth Shah | 5 | Yes | Independent | 27/01/2012 | 03 | 2 (Including 1 as Chairman) | 2 |
| Mr. S. V. Rao | 5 | Yes | Independent | 03/03/2011 | 12 ^{AAA} | 2 | 2(Including 1 as Chairman) |

* Note: Only Audit Committee and Shareholders'/Investors' Grievance Committee have been considered for the committee positions as required to be disclosed under amended provisions of Clause 49 of Listing Agreement with the Stock Exchange.

^A In 12 Private Limited Companies

^{AA} In 10 Private Limited Companies

^{AAA} In 9 Private Limited Companies

Details of the Directors seeking appointment/re-appointment at the Annual General Meeting, pursuant to Clause 49 of the Listing Agreement, have been given along with the Notice of Annual General Meeting.

Shareholdings of Non-executive Directors as on March 31, 2015 are as under:

| Name | No. of Ordinary shares held | % of Paid-up Capital |
|--------------------|-----------------------------|----------------------|
| Mr. Vipul Modi | 1,01,91,800 | 32.82 |
| Mrs. Leena Modi | 84,75,550 | 27.29 |
| Mr. S. V. Rao | Nil | Nil |
| Mr. Siddharth Shah | Nil | Nil |

3. Audit Committee Meetings held:

There were 04(four) Audit committee meetings held during the year under review ended on 31st March 2015.

Composition and Attendance:

| Date of Meeting | Name of Director | Composition as on March 31, 2015 | No. of meeting Attended |
|-----------------|-----------------------|----------------------------------|-------------------------|
| 30/05/2014 | Mr. Siddharth P. Shah | Chairman | 4 |
| 13/08/2014 | Mr. S. V. Rao | Member | 4 |
| 10/11/2014 | Mrs. Leena V. Modi | Member | 3* |
| 10/02/2015 | Mr. Vipul Modi | Member | 1 |

NOTES:

*Due to reconstitution of Audit committee on 14th November, 2014, Mr. Vipul Modi was appointed in the committee in place of Mrs. Leena V. Modi.

Intellivate Capital Advisors Limited

Terms of Reference

The terms of reference of the Audit Committee, broadly are as under:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Compliance Officer acts as the Secretary to the Committee.

All the members of the Audit Committee were present at the last AGM.

4. Nomination and Remuneration Committee (earlier known as Remuneration Committee)

Meetings held:

There were 03 (three) Remuneration committee meeting held during the year under review ended on 31st March 2015. The meetings were held on 30/05/2014, 12/08/2014, 20/11/2014.

Composition and Attendance:

| Name of Director | Composition as on March 31, 2015 | No. of meeting Attended |
|-----------------------|----------------------------------|-------------------------|
| Mr. S. V. Rao | Chairman | 3 |
| Mr. Siddharth P. Shah | Member / Chairman** | 3 |
| Mrs. Leena V. Modi | Member | 2* |
| Mr. Vipul Modi | Member | 1 |

Intellivate Capital Advisors Limited

NOTES:

* Due to reconstitution of committees on 14th November, 2014, Mr. Vipul Modi was appointed in the committee in place of Mrs. Leena V. Modi.

** Due to reconstitution of Nomination and Remuneration Committee on 14th November, 2014, Mr. Siddharth Shah was appointed as Chairman of Nomination and Remuneration Committee in place of Mr. S. V. Rao.

Terms of Reference:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

Remuneration Policy:

Non-Executive Directors

The remuneration of the Non-Executive Directors (NEDs) of the Company is decided by the Board of Directors. The NEDs are paid remuneration by way of Sitting Fees but during the financial year under consideration, no such sitting fees were paid.

| Director | Sitting Fees |
|-----------------------|--------------|
| Mrs. Leena V. Modi | Nil |
| Mr. Vipul Modi | Nil |
| Mr. S. V. Rao | Nil |
| Mr. Siddharth P. Shah | Nil |

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of its Board Committees. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Non-independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

5. Share Transfer Committee*

Meetings held:

There were 02 (two) Share transfer committee meeting held during the year under review ended on 31st March 2015. The meetings were held on 29/05/2014 and 12/08/2014.

Composition and Attendance:

| Name of Director | Composition as on March 31, 2015 | No. of meeting Attended |
|-----------------------|----------------------------------|-------------------------|
| Mr. S. V. Rao | Chairman | 2 |
| Mr. Siddharth P. Shah | Member | 2 |
| Mrs. Leena V. Modi | Member | 2 |

NOTE:

*As decided by board in their meeting held on 14th November, 2014, Share Transfer committee was merged with Stakeholder Relationship Committee.

6. Stakeholder Relationship Committee (earlier known as Shareholder Grievance Committee)

Meetings held:

There were 04 (four) Shareholder Grievance committee meetings held during the year under review ended on 31st March 2015. The meetings were held on 29/05/2014, 12/08/2014, 17/11/2014 and 12/02/2015.

Composition and Attendance:

| Name of Director | Composition as on March 31, 2015 | No. of meeting Attended |
|-----------------------|----------------------------------|-------------------------|
| Mr. S. V. Rao | Chairman | 4 |
| Mr. Siddharth P. Shah | Member | 4 |
| Mrs. Leena V. Modi | Member | 2* |
| Mr. Vipul Modi | Member | 2 |

Intellivate Capital Advisors Limited

NOTES:

* Due to reconstitution of committee on 14th November, 2014, Mrs. Leena Modi was appointed in the committee in place of Mr. Vipul Modi.

Terms of Reference:

- Formulation of policies and procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from security holders from time to time;
- Redressal of shareholders and investor complaints/ grievances e.g. transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend etc.;
- To approve, register, refuse to register transfer / transmission of shares and other securities ;
- To sub-divide, consolidate and / or replace any share or other securities certificate(s) of the Company;
- To authorize printing of Share Certificates post authorization from the Board of Directors of the Company;
- To issue the Share Certificates under the seal of the Company, which shall be affixed in the presence of, and signed by:
(I) any two Directors (including Managing or Whole time Director, if any), and
(ii) company Secretary / Authorised Signatory;
- To authorize to sign and endorse the Share Transfers on behalf of the Company;
- To authorize Managers/Officers/Signatories for signing Share Certificates;
- To authorize issue of Duplicate Share Certificates and Share Certificates after Split / Consolidation / Rematerialization and in Replacement of those which are defaced, mutilated, torn or old, decrepit, worn out or where the pages on reverse for recording transfers have been utilized
- To issue duplicate share other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
- To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder or operation of law ;
- To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s) as it deems necessary;
- Interact with the Registrar and Share Transfer Agent/s of the Company for any security holder's matters to ensure its speedy resolution;
- To monitor and review the performance and service standards of the Registrar and Share Transfer Agents of the Company and provides continuous guidance to improve the service levels for investors;
- Monitor and review any investor complaints received by the Company or through SEBI, SCORES and ensure its timely and speedy resolution, in consultation with the Company Secretary and Compliance officer and RTA of the Company.

7. Committee of Independent Directors

Meetings held:

There was 01 (one) meeting held of Committee of Independent Directors during the year under review ended on 31st March 2015. The meeting was held on 13/03/2015.nd Attendance:

Composition and Attendance:

| Name of Director | Composition as on March 31, 2015 | No. of meeting Attended |
|-----------------------|----------------------------------|-------------------------|
| Mr. S. V. Rao | Chairman | 1 |
| Mr. Siddharth P. Shah | Member | 1 |

Note:

As per requirement under Clause 49 of Listing Agreement, Board of Directors in their meeting held on 14th November, 2014 constituted Committee of Independent Directors.

Terms of Reference:

- Review the performance of the non-independent directors and the Board as a whole;
- Review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors.
- Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
- Other issues that may involve the management or the executive directors of the company and which is likely to have an impact on the reputation to the company which includes any reporting of deviation in the ethical or governance issues, insider trading issues and critical whistle blower incident.

Intellivate Capital Advisors Limited

8. Risk Management Committee

Meetings held:

There was 01 (one) Risk Management Committee meeting held during the year under review ended on 31st March 2015. The meeting was held on 29/11/2014.

Composition and Attendance:

| Name of Director | Composition as on March 31, 2015 | No. of meeting Attended |
|-----------------------|----------------------------------|-------------------------|
| Mr. Siddharth P. Shah | Chairman | 1 |
| Mr. S. V. Rao | Member | 1 |
| Mr. Vipul Modi | Member | 1 |

Note:

As per requirement under Clause 49 of Listing Agreement, Board of Directors in their meeting held on 14th November, 2014 constituted Risk Management Committee.

Terms of Reference:

- Review Management's plans for mitigation of the material risks faced by the company, evaluating their potential impact, and implementing appropriate strategies to manage those risks.
- Oversight and review of the implementation of risk management as well as internal compliance and control systems.
- Promoting awareness of a risk based culture and the achievement of a balance between risk minimization and reward for risks accepted.
- Review the sufficiency of personnel, systems, procedures and other risk management issues.
- Review and assess the integrity and adequacy of the Risk Management Function, including processes and organizational structure.

9. Details on General Body Meetings:

Location, date and time of General Meetings held during the last 3 years:

Annual General Meeting (AGM):

| Financial year ended | Date & Time | Venue | Special Resolution |
|----------------------|----------------------------------|------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2014 | 27th September, 2014 08.30 am | 66/1, Hansa Villa, Bhaudaji Cross Road, Matunga (CR), Mumbai - 400 019 | None |
| 2013 | 31st August 2013 08.00 am | 66/1, Hansa Villa, Bhaudaji Cross Road, Matunga (CR), Mumbai - 400 019 | One Sub-division of the existing equity shares of face value of Rs.10/- each of the Company into 10 equity shares of Rs 1/- each, vide Resolution No. 4 of Second AGM. |
| 2012 | 28th September, 2012 10.30 am | 66/1, Hansa Villa, Bhaudaji Cross Road, Matunga (CR), Mumbai - 400 019 | None |

10. Subsidiary Companies

The Company does not have any material subsidiary as defined under Clause 49 of the Listing Agreement. However, the Company has formulated policy for "Determining the Material Subsidiaries"

11. Disclosures

Related Party Transactions

During the financial year 2014-2015 there were no materially significant transactions entered into between the Company and its promoters, directors or the management, subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large. Declarations have been received from the senior management personnel to this effect.

Statutory Compliance, Penalties and Strictures

No penalties or strictures have been imposed on the Company by any authorities.

CEO/CFO Certification

Since there was no CEO & CFO appointed during the year under consideration, the Director and Promoter, Mr. Vipul Modi, has certified to the Board in accordance with Clause 49(IX) of the Listing Agreement pertaining to CEO/CFO certification for the financial year ended March 31, 2015.

Whistle Blower Policy

The Company has adopted a Whistle Blower policy to provide a formal mechanism to the employees to report their concerns

Intellivate Capital Advisors Limited

about unethical behavior, actual or suspected fraud or violation of the Company's Conduct or Ethics policy. The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee

Non-Mandatory Requirements:

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement relating to Corporate Governance.

Adoption of non-mandatory requirements of Clause 49 of the Listing Agreement of the Listing Agreement is being reviewed by the Board from time-to-time.

Extra-ordinary General meeting

There were no Extra-ordinary General meetings held during the financial year 2014-15.

12. Means of Communication:

The quarterly results are published in English and one vernacular language paper. The newspapers in which they are published are Asian Age and Mumbai Lakshwadeep.

The financial results are displayed on www.intellivatecapital.com

Management Discussion and Analysis forms part of the Annual Report.

13. General Shareholder Information

Annual General Meeting

Date and Time: Monday, 21st September 2015 at 10.00 a.m.

Venue: 66/1, Hansa Villa, Opp South Indian Gymkhana, Bhaudaji Cross Road, Matunga (CR), Mumbai 400 019

Financial year: 1st April to 31st March

Financial Calendar:

Financial reporting for the quarter ending:

30th June 2014: 13th August 2014 (un-audited financial results declared on 14th August, 2014)

30th September 2014: 14th November 2014 (un-audited financial results declared on 15th Nov. 2014)

31st December 2014: 13th February 2015 (un-audited financial results declared on 14th Feb 2015)

31st March 2015: 30th May 2015 (audited financial results declared on 01st June 2015)

Book Closure Date:

Tuesday, September 15, 2015 to Monday, September 21, 2015 (both days inclusive)

Dividend Payment: No Dividend has been recommended

Listing on Stock Exchanges: The Company's Equity Shares are listed on the following Stock Exchanges:

(1) The Bombay Stock Exchange Limited, (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001

SCRIP NAME AND CODE – INTELLADV – 534732

ISIN NO.: INE176N01021

The Company has paid the Annual Listing fees, for the financial year 2014-15.

| | |
|---------------------------------------------------------------------------------------|-------------------------------------------------------------|
| Registrar and Transfer Agents. | |
| Purva Shareregistry (India) Pvt. Ltd. | Tel. : 022 23018261 |
| Address: | |
| 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (E), Mumbai- 400011 | E-mail : busicomp@vsnl.com Website : www.purvashare.com |
| | Business Hours : 12.00 p.m. to 5.30 p.m. (Monday to Friday) |

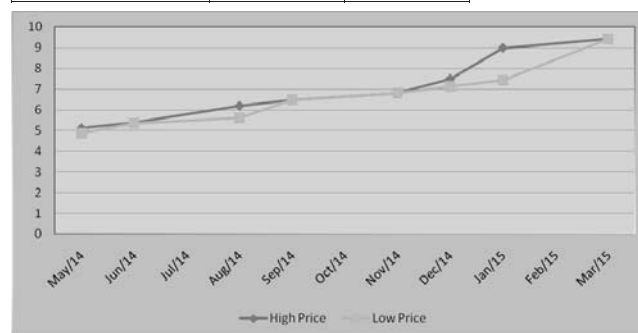
Share Transfer Process:

Share in physical forms are processed by the Registrar and Share transfer agent within 15-20 days from the date of receipt, if the documents are complete in all respects. The Board of directors of the company has been empowered to approve transfers.

Intellivate Capital Advisors Limited

Share Market Data:

| Month | BSE | |
|-----------------|------------|-----------|
| | High (Rs.) | Low (Rs.) |
| April, 2014 | 5.10 | 5.19 |
| May, 2014 | 5.11 | 4.87 |
| June, 2014 | 5.36 | 5.36 |
| August, 2014 | 6.19 | 5.62 |
| September, 2014 | 6.49 | 6.49 |
| November, 2014 | 6.81 | 6.81 |
| December, 2014 | 7.49 | 7.14 |
| January, 2015 | 8.99 | 7.42 |
| March, 2015 | 9.43 | 9.43 |



Distribution of Shareholding as on March 31, 2015

| Category | No. of Shareholders | Percentage | No. of Shares | Percentage |
|--------------------|---------------------|------------|---------------|------------|
| Upto 5,000 | 83 | 72.17 | 30,025 | 0.10 |
| 5,001-10,000 | 1 | 0.87 | 5,250 | 0.02 |
| 10,001 – 20,000 | 1 | 0.87 | 12,720 | 0.04 |
| 20,001 – 30,000 | 4 | 3.48 | 1,03,410 | 0.33 |
| 50,001 –1,00,000 | 3 | 2.61 | 2,57,250 | 0.83 |
| 1,00,001 and above | 23 | 20.00 | 3,06,46,155 | 98.68 |
| Total | 115 | 100 | 3,10,54,810 | 100.00 |

| Category | No. of Shares | Percentage |
|------------------------------------------|---------------|------------|
| Resident individuals | 15,93,274 | 5.13 |
| Corporate Promoter under same management | 3,17,000 | 1.02 |
| Bodies Corporate | 75,81,305 | 24.41 |
| Directors | 1,86,67,350 | 60.11 |
| Directors Relatives | 5,16,500 | 1.66 |
| Person acting in concern | 14,77,300 | 4.76 |
| Hindu Undivided Family | 9,02,081 | 2.90 |
| Total | 3,10,54,810 | 100.00 |

Intellivate Capital Advisors Limited

Dematerialization of shares and liquidity:

Percentage of Shares held in (as on 31/03/2015)

| | No. of Shares | Percentage of shares |
|------------------------------------------------------|---------------|----------------------|
| National Securities Depository Limited (NSDL) | 1292427 | 4.17% |
| Central Depositories Services (India) Limited (CDSL) | 29672673 | 95.55% |
| Physical | 89710 | 0.28% |

Top 10 shareholders as on 31st March, 2015 other than Promoter/ Promoter Group

| S. No. | Name of the Shareholder | No. of shares held | % of holding |
|--------|-------------------------------------------|--------------------|--------------|
| 1. | INDUS EQUICAP CONSULTANCY PRIVATE LIMITED | 6114725 | 19.69 |
| 2. | SUNIL OPTICS PRIVATE LIMITED | 1465380 | 4.71 |
| 3. | JAYSHRI PRAKASH SHAH | 401100 | 1.29 |
| 4. | HEENA TURAKHIA | 224790 | 0.72 |
| 5. | NIKUNJ MANSUKHLAL TURAKHIA | 224700 | 0.72 |
| 6. | NIKUNJ MANSUKHLAL TURAKHIA | 224700 | 0.72 |
| 7. | RAVINDRA BISHEWARLAL AGARWAL | 183750 | 0.59 |
| 8. | SANJAY POPATLAL SHAH HUF | 127990 | 0.41 |
| 9. | SUNIL POPATLAL SHAH | 127050 | 0.40 |
| 10. | DIVYAKANT CHHABILDAS MEHTA | 124420 | 0.40 |

Intellivate Capital Advisors Limited

Address for Correspondence

Compliance Officer: Mr. Nilesh Sharma
Phone: (022)2403 4235
E-mail ID- secretarial@intellivatecapital.com

Purva Sharegistry (India) Pvt. Ltd.: Unit: Intellivate Capital Advisors Limited
9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (E), Mumbai- 400011

E-mail: busicomp@vsnl.com

Tel.: 022 23018261

Correspondence with the Company: Intellivate Capital Advisors Limited

66/1, Hansa Villa, Bhaudaji Cross Road, Matunga (CR), Mumbai, PIN 400 019

Phone: (022)2403 4235 Fax: 24031691

E-mail ID- secretarial@intellivatecapital.com

COMPLIANCE CERTIFICATE OF THE STATUTORY AUDITORS

The Statutory Auditors have certified that the Company has complied with the Corporate Governance as stipulated in Clause 49 of the Listing agreement with the Stock Exchange and the same is annexed to this report.

DECLARATION

Compliance with the code of Business Conduct and Ethics

As provided under Clause 49 of the Listing Agreement with the stock Exchanges, all the Board members and senior management personnel have affirmed compliance with Company's Code of Business Conduct and ethics for the year ended March 31, 2015.

For Intellivate Capital Advisors Limited

Place: Mumbai
Date: 12th August 2015

**Sd/-
Vipul Modi
Director**

CEO/CFO CERTIFICATION

Since there was no CEO & CFO appointed during the year under consideration, Mr. Vipul Modi, Director and Promoter, has certified to the Board in accordance with Clause 49(IX) of the Listing Agreement pertaining to CEO/CFO certification for the financial year ended March 31, 2015.

For Intellivate Capital Advisors Limited

Place: Mumbai
Date: 12th August 2015

**Sd/-
Vipul Modi
Director**

Intellivate Capital Advisors Limited

AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members of
Intellivate Capital Advisors Limited

We have examined the compliance of conditions of Corporate Governance by Intellivate Capital Advisors Limited ("the Company"), for the year ended 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For J. B. Dudhela & Co.
Chartered Accountants
(Firm Registration No 102777W)

Sd/-
J. B. Dudhela
Proprietor
(Membership No. 035354)

Place: Mumbai
Date: 12th August 2015

Intellivate Capital Advisors Limited

INDEPENDENT AUDITORS' REPORT

To,
The Members of Intellivate Capital Advisors Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Intellivate Capital Advisors Limited ("the Company") which comprise the balance sheet as at 31 March 2015, the statement of profit and loss, the Cash Flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Management and Board of Directors of company are responsible for the matters stated in section 134(5) of the Companies Act 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and Cash Flow of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the company and for preventing and detecting the frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statement, that give true & fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Management and Board of Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2015
- (ii) in the case of the statement of Profit and Loss, of the profit for the year ended on that date
- (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, and Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014.
 - e. on the basis of written representations received from the directors as on 31 March 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015, from being appointed as a director in terms of section 164(2) of the Act.

Intellivate Capital Advisors Limited

- f. in our opinion and to the best of our information and according to the explanations given to us , we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 :
- i. The company does not have any pending litigations which would impact its financial position.
 - ii. The company did not have any long term contract including derivative contract , as such the question of commenting on any material foreseeable losses thereon does not arise .
 - iii. There has not been an occasion in case of the company during the year under report to transfer any sums to the Investor Education and Protection Fund . The question of delay in transferring such sums does not arise

For J. B. Dudhela & Co.
Chartered Accountants
(Firm Registration No 102777W)

Sd/-
J. B. Dudhela
Proprietor
(Membership No. 035354)

Place: Mumbai
Date: 30th May 2015

Intellivate Capital Advisors Limited

ANNEXURE TO THE AUDITORS' REPORT

Referred to our Report of even date on the accounts of **Intellivate Capital Advisors Limited** for the year ended 31st March, 2015.

On basis of such checks as we considered and appropriate and according to the information and explanation given to us during the course of our audit we report that :

- 1.(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- (b) As explained to us ,the Fixed Assets have been physically verified by the management at regular interval , as informed to us no material discrepancies were noticed on such physical verification.
- (c) In our opinion, the Company has not disposed off substantial part of Fixed Assets, during the year, which will affect the going concern status of the Company.
2. The Company is engaged in the business of providing Advisory, Consultancy, and Investment Services. Accordingly, it does not hold any Physical inventories. Thus paragraph 3 of the order is not applicable.
3. The company has neither granted nor taken any loans, secured or unsecured to/from the companies ,firms and other parties covered in the register maintained under section 189 of the Act. Thus sub clause (a) and (b) are not applicable to the company .
4. In our opinion and according to the information and explanation given to us, there is an adequate internal control system commensurate with the size of the company and nature of its business , for the purchase of Fixed Assets and for Sale of Services. Further , on the basis of our examination of the books and records of the company and according to the information and explanation given to us , no major weakness has not been noticed or reported
5. In our opinion and according to the information and explanation given to us the company has not accepted any deposits from the public covered under sections 73 to 76 of the Companies Act 2013 .
6. As informed to us the maintenance of cost records has not been prescribed by the Central Government U/s 148 (1) (d) of the Act,
- 7.(a) According to the information and explanation given to us , and on the basis of our examination of the records of the company. The company is regular in depositing the undisputed statutory dues including Investor Education and Protection Fund , Provident Fund , Employees ' State Insurance , Income Tax, Wealth Tax , Sales Tax , Service Tax, Custom Duty, Excise duty and other material Statutory dues as applicable , with the appropriate authorities in India.
- (b) According to the information and explanation given to us , there is no undisputed amount payable in respect of Investor Education and Protection Fund , Provident Fund , Employees ' State Insurance , Income Tax, Wealth Tax , Sales Tax , Service Tax, Custom Duty, Excise duty and other material Statutory dues were outstanding , at the year end , for a period of more than 6 months from the date of they became payable .
8. According to the information and explanation given to us the company does not have any accumulated losses at the end of the financial Year, and has not incurred cash losses in the financial year and in the immediately preceding financial year.
9. According to the records of the company examined by us and as per the information and explanations given to us , the company has not availed any loans from any financial institution or banks and has not issued any debentures .
10. According to the information and explanation given to us , the Company has not given any guarantees for loans taken by others from a bank or financial institutions during the year .
11. The Company has not obtained any term loan during the financial year.
12. Based on the audit procedures performed and the information and explanation given to us, we report that no fraud on or by the company has been noticed or reported during the year, nor have we been informed of such case by the management.

For J. B. Dudhela & Co.
Chartered Accountants
(Firm Registration No 102777W)

Sd/-
J. B. Dudhela
Proprietor
(Membership No. 035354)

Place: Mumbai
Date: 30th May 2015

Intellivate Capital Advisors Limited

CIN: L67190MH2011PLC214318

Balance Sheet as at 31st March, 2015

| Particulars | Note No | AS AT 31 ST MARCH, 2015 Rupees | AS AT 31 ST MARCH, 2014 Rupees |
|-----------------------------------|---------|--------------------------------------|--------------------------------------|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholders' Funds | | | |
| (a) Share Capital | 1 | 31,054,810 | 31,054,810 |
| (b) Reserves and Surplus | 2 | 261,179 | 223,681 |
| (2) Current Liabilities | | | |
| (a) Other current liabilities | 3 | 61,919 | 31,732 |
| (b) Short-term provisions | 3 | 94,861 | - |
| Total | | 31,472,769 | 31,310,223 |
| II. Assets | | | |
| (1) Non-current assets | | | |
| (a) Fixed assets | 4 | | |
| (i) In Tangible assets | | 33,660 | 33,660 |
| (b) Non current Investment | 5 | 2,979,310 | - |
| (c) Long term loans and advances | 6 | 189,877 | 336,778 |
| (d) Other Non Current Assets | 7 | 74,738 | 222,818 |
| (2) Current assets | | | |
| (a) Trade receivables | 8 | 2,232,537 | 1,616,523 |
| (b) Cash and cash equivalents | 9 | 677,979 | 375,154 |
| (c) Short-term loans and advances | 10 | 25,136,588 | 28,577,210 |
| (d) Other current assets | 11 | 148,080 | 148,080 |
| Total | | 31,472,769 | 31,310,223 |

The Notes referred to above form an integral part of the Financial Statements

As per our report of even date
For J. B. Dudhela & Co.
 Chartered Accountants
 Firm Regn. - 102777W

Sd/-
J. B. Dudhela
 Proprietor
 M.Ship No. - 035354

Place : Mumbai
 Date : 30th May 2015

**For and on behalf of the Board of Directors of
 Intellivate Capital Advisors Limited**

Sd/-
Vipul Modi
 DIN : 00796116
 Director

Place : Mumbai
 Date : 30th May 2015

Sd/-
Leena Modi
 DIN : 00796382
 Director

Intellivate Capital Advisors Limited

CIN: L67190MH2011PLC214318

Statement of Profit and Loss for the year ended 31st March, 2015

| | Particulars | Note No | FOR THE YEAR | FOR THE YEAR |
|------|---------------------------------------------------------------------|---------|----------------------------------|----------------------------------|
| | | | ENDED ON 31.03.2015 Rupees | ENDED ON 31.03.2014 Rupees |
| I | Revenue from operations (Gross) | 12 | 1,350,000 | 1,503,000 |
| | Other Income | 13 | 19,071 | 11,993 |
| | Total Revenue (I) | | 1,369,071 | 1,514,993 |
| II | Expenses: | | | |
| | Purchase of Stock-in-Trade | | - | - |
| | Employee benefit expense | 14 | 602,695 | 510,667 |
| | Depreciation and amortization expense | 15 | 148,080 | 148,080 |
| | Other expenses | 16 | 562,798 | 552,952 |
| | Total Expenses(II) | | 1,313,573 | 1,211,699 |
| III | Profit before exceptional and extraordinary items and tax (I - II) | | 55,498 | 303,294 |
| IV | Exceptional Items | | - | - |
| V | Profit before extraordinary items and tax (III-IV) | | 55,498 | 303,294 |
| VI | Extraordinary Items | | - | - |
| VII | Profit before tax (V - VI) | | 55,498 | 303,294 |
| VIII | Tax expense: | | | |
| | (1) Current tax | | 18,000 | 91,000 |
| | (2) MAT Credit Entitlement | | - | 2,901 |
| IX | Profit/(Loss) from the period from continuing operations (VII-VIII) | | 37,498 | 209,393 |
| | Less : Expenses of previous year | | - | - |
| | Profit/(Loss) for the year ended | | 37,498 | 209,393 |
| | Earning per equity share: | | | |
| | (1) Basic | | 0.0012 | 0.0067 |
| | (2) Diluted | | 0.0012 | 0.0067 |

The Notes referred to above form an integral part of the Financial Statements

As per our report of even date
For J. B. Dudhela & Co.
Chartered Accountants
Firm Regn. - 102777W

**For and on behalf of the Board of Directors of
Intellivate Capital Advisors Limited**

Sd/-
J. B. Dudhela
Proprietor
M.Ship No. - 035354

Sd/-
Vipul Modi
DIN : 00796116
Director

Sd/-
Leena Modi
DIN : 00796382
Director

Place : Mumbai
Date : 30th May 2015

Place : Mumbai
Date : 30th May 2015

Intellivate Capital Advisors Limited

CIN: L67190MH2011PLC214318

Cash Flow Statement Pursuant to clause 32 of the Listing Agreement for the year ended 31st MARCH , 2015

| | PARTICULARS | For Year Ended March 31, 2015 | For Year Ended March 31, 2014 |
|----------|-----------------------------------------------------------------------------|----------------------------------|----------------------------------|
| 1 | CASH FLOW FROM OPERATING ACTIVITIES | | |
| | Net Profit / (Loss) before taxes | 55,498 | 303,294 |
| | Adjustment for: | | |
| | Depreciation and Amortisation Expenses | 148,080 | 148,081 |
| | Interest & Finance charges | - | - |
| | (Profit) / Loss on sales of fixed assets | - | - |
| | (Profit) / Loss on sales of investments | - | - |
| | Proceeds from sale of investments (Net) | | |
| | Interest Income | (19,071) | (11,993) |
| | Operating Profit before working capital changes | 184,507 | 439,382 |
| | Changes in Working Capital: | | |
| | Change in Trade & Other Receivables | 2,824,608 | (1,144,329) |
| | Change in Trade Payables | 125,048 | (8,717) |
| | Cash generated from operations | 3,134,163 | (713,664) |
| | Taxes paid | 128,901 | 80,686 |
| | Cash provided by operating activities before prior period adjustment | 3,263,064 | (632,978) |
| | Prior period Adjustment | - | - |
| | Net Cash generated / (used) by operating activities | 3,263,064 | (632,978) |
| 2 | CASH FLOW FROM INVESTING ACTIVITIES | | |
| | Purchase / Sale of fixed assets | - | - |
| | Purchase of Bonds | - | - |
| | (Purchase)Sale of Investment | (2,979,310) | - |
| | Interest Received | 19,071 | 11,993 |
| | Non Current Assets - Increase in Preliminary Expenses | - | - |
| | Net Cash Generated / (used) in investing activities | (2,960,239) | 11,993 |
| 3 | CASH FLOW FROM FINANCING ACTIVITIES | | |
| | Transfer of Cash to Resulting Companies Pursuant to Scheme of Arrangement | - | - |
| | Net Cash Generated / (used) in financing activities | - | - |
| | Net increase / (decrease) in Cash and Cash equivalents | 302,825 | (620,985) |
| | Add: Cash and cash equivalents at the beginning of the year | 375,154 | 996,139 |
| | Cash and cash equivalents at the end of year | 677,979 | 375,154 |

The Notes referred to above form an integral part of the Financial Statements

As per our report of even date

For J. B. Dudhela & Co.

Chartered Accountants

Firm Regn. - 102777W

Sd/-

J. B. Dudhela

Proprietor

M.Ship No. - 035354

Place : Mumbai

Date : 30th May 2015

For and on behalf of the Board of Directors of
Intellivate Capital Advisors Limited

Sd/-

Vipul Modi

DIN : 00796116

Director

Place : Mumbai

Date : 30th May 2015

Sd/-

Leena Modi

DIN : 00796382

Director

Intellivate Capital Advisors Limited

Notes forming part of the on financial statements as on 31.3.2015

Note 1. (a) Share Capital

| Particulars | As at 31 March, 2015 | As at 31 March, 2014 |
|-------------------------------------------------------------------|-------------------------|-------------------------|
| Authorised Share Capital | | |
| 3,50,00,000 Equity shares of Rs.1/- each | 35,000,000 | 35,000,000 |
| | 35,000,000 | 35,000,000 |
| Issued, Subscribed and paid up | | |
| 3,10,54,810 (31054810) Equity shares of Rs.1/- each fully paid up | 31,054,810 | 31,054,810 |
| Total | 31,054,810 | 31,054,810 |

Additional Disclosure 1(A) :

- i) During the Financial year 2013-14 Equity shares of Rs. 10/- each subdivided into 10 shares of Rs 1/- each with effect from 1/10/2013 accordingly total number of equity shares are 31,054,810
- ii) 30,55,481 Shares were allotted in the last 5 years pursuant to the Scheme of arrangement between Intellivete Capital Ventures Ltd, the demerged Company and Intellivate Capital Advisors Ltd, the First resulting Company and ICVL Chemicals Ltd, the Second resulting company and ICVL Steels Ltd, the Third resulting company and their respective shareholders became effective on 20th January, 2012.

Note 1. (b) Reconciliation of Shares Outstanding

| Particulars | No of Shares | Amt. Rs. Lacs | No of Shares | Amt. Rs. Lacs |
|------------------------------------------------------|-----------------|------------------|-----------------|------------------|
| Balance at the beginning of the year | 31054810 | 310.54 | 3105481 | 310.54 |
| Issued during the year for cash | ---- | ---- | ---- | ---- |
| Balance at the end of the year (Refer Note No. 1(A)) | 31054810 | 310.54 | 31054810 | 310.54 |

Note 1. © Details of Shareholders holding more than 5% shares in the Company :

| Particulars | No of Shares | % of Shares | No of Shares | % of Shares |
|-----------------------------------------|-----------------|----------------|-----------------|----------------|
| 1. Vipul Jayantilal Modi | 10191800 | 32.82 | 10191800 | 32.82 |
| 2. Leena Vipul Modi | 8475550 | 27.29 | 8475550 | 27.29 |
| 3. Olumpus Construction Private Limited | 0 | | 4990030 | 16.07 |
| 4. Indus Equicap Consultancy Pvt Ltd | 6114725 | 19.69 | 0 | |

Note 1. (d) Rights, Preferences & Restrictions attach to equity shares

The Company has one class of Equity shares having par value of Rs 1/- per Share (Previous Year Rs.10/- per share). Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing Annul General Meeting, except in case of interim dividend. In the event of liquidation, the Equity Shareholder are eligible to receive the remaining assest of the company after distribution to all preferential amounts, in proportion to their shareholding.

Note 2. Reserves and Surplus

| Particulars | As at 31 March, 2015 | As at 31 March, 2014 |
|--------------------------------------|-------------------------|-------------------------|
| Profit & Loss A/c | | |
| As per Last year Balance sheet | 223,681 | 14,287 |
| Add: Profit / (Loss) for the year | 37,498 | 209,393 |
| Less: Appropriations and allocations | - | - |
| Balance at the end of year | 261,179 | 223,681 |

Intellivate Capital Advisors Limited

Notes forming part of the on financial statements as on 31.3.2015

Note 3. Current Liabilities :

| Particulars | As at 31 March, 2015 | As at 31 March, 2014 |
|----------------------------------|-------------------------|-------------------------|
| Other current liabilities | | |
| Other Liabilities | 31,732 | 31,732 |
| Short-term provisions | | |
| Duties & Taxes | 94,861 | - |
| Total | 156,780 | 31,732 |

Note 5. Non Current Investment

| Particulars | As at 31 March, 2015 | As at 31 March, 2014 |
|--------------------------------------------------------------------------------------------------|-------------------------|-------------------------|
| Quoted shares: | | |
| 31000 fully paid Equity shares of Essar Oil Ltd (Market Value as on 31/03/2015 Rs. 3369700/=) | 2,979,310 | - |
| Total | 2,979,310 | - |

Note 6. Long Term loans and advances

| Particulars | As at 31 March, 2015 | As at 31 March, 2014 |
|---------------------------------------|-------------------------|-------------------------|
| Advance Tax & TDS (Net of Provisions) | 189,877 | 336,778 |
| Total | 189,877 | 336,778 |

Note 7. Other Non current assets

| Particulars | As at 31 March, 2015 | As at 31 March, 2014 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------|
| Preliminary Expenses and ROC Fees | 222,818 | 370,898 |
| Less: To be written off within 12 months | 148,080 | 148,080 |
| Preliminary expenses to be written off equally over a period of five years- Due within 12 months shown as other current assets and remaining non current assets | | |
| Total | 74,738 | 222,818 |

Note 8. Trade receivables

| Particulars | As at 31 March, 2015 | As at 31 March, 2014 |
|-------------------------------------------------------------------------------|-------------------------|-------------------------|
| Unsecured and Considered good Debts Outstanding for more than Six months : | 2,232,537 | 1,080,987 |
| Others : Considered Good | - | 535,536 |
| Total | 2,232,537 | 1,616,523 |

Note 9. Cash and Cash equivalents

| Particulars | As at 31 March, 2015 | As at 31 March, 2014 |
|-------------------------------------|-------------------------|-------------------------|
| Balances with banks Current Account | | |
| Indusind Bank Ltd. | 575,479 | 272,654 |
| Cash on hand | 102,500 | 102,500 |
| Total | 677,979 | 375,154 |

Intellivate Capital Advisors Limited

Notes forming part of the on financial statements as on 31.3.2015

Note 10. Short term loans and advances

| Particulars | As at 31 March, 2015 | As at 31 March, 2014 |
|---------------------------------------------------------------------|-------------------------|-------------------------|
| Advances recoverable in cash or in kind or for value to be received | 25,136,588 | 28,577,210 |
| Total | 25,136,588 | 28,577,210 |

Note 11. Other Current Assets

| Particulars | As at 31 March, 2015 | As at 31 March, 2014 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------|
| Preliminary Expenses and ROC Fees | 148,080 | 148,080 |
| Preliminary expenses to be written off equally over a period of five years- To be w/f within 12 months shown as other current assets and remaining non current assets | 148,080 | 148,080 |

Note 12. Revenue from Operations

| Particulars | As at 31 March, 2015 | As at 31 March, 2014 |
|------------------|-------------------------|-------------------------|
| Consultancy Fees | 1,350,000 | 1,503,000 |
| Total | 1,350,000 | 1,503,000 |

Note 13. Other Income

| Particulars | As at 31 March, 2015 | As at 31 March, 2014 |
|---------------------------------------------|-------------------------|-------------------------|
| Interest on Income Tax Refund - (A/Y-13-14) | 19,071 | 11,993 |
| Total | 19,071 | 11,993 |

Note 14. Employee Benefits Expense

| Particulars | As at 31 March, 2015 | As at 31 March, 2014 |
|-------------------------------|-------------------------|-------------------------|
| Salaries, Allowances to Staff | 602,695 | 510,667 |
| Total | 602,695 | 510,667 |

Note 15. Depreciation and amortization expense

| Particulars | As at 31 March, 2015 | As at 31 March, 2014 |
|--------------------------------------|-------------------------|-------------------------|
| Amortisation of Preliminary Expenses | 148,080 | 148,080 |
| Total | 148,080 | 148,080 |

Note 16. Other Expenses :

| Particulars | As at 31 March, 2015 | As at 31 March, 2014 |
|----------------------------------------------|-------------------------|-------------------------|
| Administration & Other expenses : | | |
| Advertisement Expenses | 75,646 | 67,646 |
| <u>Auditors Remuneration :</u> | | |
| Audit Fees | 22,000 | 22,000 |
| For Other Services | 18,000 | 18,000 |
| Professional Fess | 199,516 | 344,562 |
| Travelling Expenses | - | 27,109 |
| Electricity Expenses | 101,142 | 16,557 |
| Other Miscellaneous Expenses | 146,494 | 57,078 |
| Total | 562,798 | 552,952 |

Intellivate Capital Advisors Limited
Notes forming part of the on financial statements as on 31.3.2015

Note 4 : Fixed Assets

| Particulars | Gross block | | | Depreciation | | | | Net block | | |
|--------------------------------|--------------------------------|-----------------------------|------------------------------|-----------------------|-----------------|-----------------------|------------------------------|-----------------------|------------------|------------------|
| | Cost of Acqui As on 01-04-2014 | Additions during the period | Deductions during the period | Cost as on 31-03-2015 | Upto 31-03-2014 | Change for the period | Deductions during the period | Total Upto 31-03-2015 | As on 31-03-2015 | As on 31-03-2014 |
| INTANGIBLE FIXED ASSETS | | | | | | | | | | |
| 1. Goodwill | 33,660 | - | - | 33,660 | - | - | - | - | 33,660 | 33,660 |
| Total | 33,660 | - | - | 33,660 | - | - | - | - | 33,660 | 33,660 |
| Previous year | 33,660 | 0 | - | 33,660 | - | - | - | - | 33,660 | 33,660 |

Intellivate Capital Advisors Limited

Notes forming part of the on financial statements as on 31.3.2015

Corporate information

Intellivate Capital Advisors Limited (the Company) is a Public Company and is incorporated under the provisions of The Companies Act, 1956. The company is engaged in the Business of Consultancy and Advisory Services.

Note 17.

Significant accounting policies

17.1 Basis of accounting and preparation of financial statements

The financial statements are prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 (as amended) issued by the Central Govt. in terms of section 211 (3C) of the Companies Act, 1956 (the Act) (which continue to be applicable in respect of section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13 September of the Ministry of Corporate Affairs). The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year and comply with the mandatory accounting standards and statements issued by Institute of Chartered Accountants of India (ICAI).

Assets and Liabilities are classified as current if it is expected to realise or settle within 12 months after Balance Sheet date.

17.2 Use of estimates

The preparation of the financial statements in conformity with Indian Generally Accepted Accounting Principles (Indian GAAP) requires the Management to make judgements, estimates and assumptions that affect the application of Accounting Policies and reported amounts of Assets and Liabilities, Income and Expenses and disclosure of Contingent Liabilities at the end of Financial Statements. The Management believes that the estimates made in the preparation of the financial statements are prudent and reasonable. Actual results could differ from those estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

17.3 Tangible fixed assets

Fixed assets, are stated at cost less accumulated depreciation / amortisation and impairment loss if any.

cost comprises the purchase price and any attributable cost of bringing the assets to its working conditions for its intended use.

Intangible assets

Intangible assets are recognised in the year it is put to use at cost. Intangible assets are carried at cost less accumulated amortisation and accumulated impairment loss if any.

17.4 Depreciation and amortisation

Pursuant to the enactment of the Companies Act, 2013 ('the Act'), becoming effective from 1st April, 2014, the Company has applied the estimated useful life as specified in the schedule II, accordingly depreciation is Provided on Revised Carrying Amount of the Assets over its remaining useful life on WDV Method.

Depreciation in respect of Assets acquired / Purchased / sold / discarded during the year has been provided on pro-rata basis.

Intangible assets are amortised over useful life of the assets.

17.5 Investments

Long term investments are stated at cost less provision, for diminution which is other than temporary in nature. Current investments stated at lower of cost or market value.

17.6 Revenue recognition

Revenue from services rendered is recognized as and when services are rendered and related costs are incurred in accordance with the terms of the contractual agreement.

Interest, as and when applicable, on refunds from statutory authorities is recognized when such interest is determinable, based on completed proceedings. Other interest income is recognized using time proportion method, based on interest rate implicit in the transactions. Profit on sale of investments is recognized on completion of transactions.

17.7 Expenses

All materials known expenses and liabilities are provided for according to mercantile system on the basis of available information or estimates.

17.8 Foreign currency transaction

Transactions denominated in foreign currency are recorded at the exchange rates prevailing on the date of transactions. Exchange difference arising on foreign exchange transactions settled during the year are recognized in the Statement of profit and loss accounts of the year.

17.9 Employee benefits

Short term employee benefits are recognized as expenses at the undiscounted amounts in the year in which the related service is rendered.

Intellivate Capital Advisors Limited

Notes forming part of the on financial statements as on 31.3.2015

Post employment and other long term employee benefits are recognized as an expense in the Profit and Loss Account of the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable, determined as per Actuarial Valuations. Actuarial gains and losses in respect of post employment and long term employee benefits are recognized in the Profit and Loss Account.

17.10 Taxes on income

Tax expense comprises both current tax & deferred tax. Current tax is the amount of tax payable on the assessable income for the year determined in accordance with the provisions of Income Tax Act 1961.

Deferred tax is recognised on timing differences, being the difference between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets on unabsorbed tax losses and tax depreciation are recognised only when there is virtual certainty of their realisation and other items when there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. The tax effect is calculated and recognised at the rate of Income Tax prevailing at the Balance Sheet date or at the substantively enacted tax rate, subject to the consideration of purdane as per the Accounting Standards - 22 "Accounting for Taxes on Income".

17.11 Provisions and contingencies

A provision is recognised when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably may not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made. Loss contingencies arising from claims, litigations, assessments, fines, penalties etc. are recorded when it is probable that the liability has been incurred and the amount can be reasonably estimated.

17.12 Payment to Auditors

| Particulars | 31.03. 2015 | 31.03. 2014 |
|--------------------|-------------|-------------|
| Audit Fees | Rs. 22000 | Rs. 22000 |
| For other services | Rs. 18000 | Rs. 18000 |

17.13 'As regards compliance of Provision as per the requirement of Sec 22 of the Micro, Small and Medium enterprises act 2006 relating to dues to the Micro, Small and Medium enterprises. The company has not received from any parties claim to be small scale industries and the said information is not given.

17.14 Segment Information

The company is operating only in one segment.

17.15 Related party disclosures under Accounting Standard - 18

List of Related Parties where Control exists:

Samco Securities Limited (formerly- Samruddhi Stock Brokers Ltd)
Samco Ventures Private Limited
Samco Commodities Limited (formerly-Samruddhi Tradecom India Ltd)
Samruddhi Finstock Ltd
Bombay Exim Pvt Ltd
Jinal Finvest Pvt Ltd
Jimeet Developers Pvt Ltd
Ashwa Realty (India) Pvt Ltd
Galaxy Realty Pvt Ltd
Niralee Properties Pvt Ltd
High Rise Realty Pvt Ltd
Anish Properties Pvt Ltd
Saria Builders & Developers Pvt Ltd
Piyali Builders & developers Pvt Ltd
Rock Builders & Developers Pvt Ltd
Win Sure Trade Invest Private Limited
Hansa Villa Realty Private Limited
ICVL Steels Ltd
Intellivate Capital Ventures Ltd.

Intellivate Capital Advisors Limited
Notes forming part of the on financial statements as on 31.3.2015

17.16 Transactions with Related Parties during the year :

| Name of Party | Nature of | 31.03. 2015 | 31.03. 2014 |
|------------------------------------------------|--------------------|--------------------|--------------------|
| Samco Securities Ltd | Demat charges | 899 | 1,798 |
| Samco Securities Ltd | Purchase of shares | 2,979,310 | - |
| Outstanding Receivable / Payable as on: | | | |
| Name of Party | | 31.03. 2015 | 31.03. 2014 |
| Samco Securities Ltd | | Nil | Nil |

17.17 Earnings Per Share

| Particulars | 31.03. 2015 | 31.03. 2014 |
|-------------------------------------------------|-------------|-------------|
| Net profit after Tax | 37,498 | 209,393 |
| Number of equity share [Nos.] | 31,054,810 | 31,054,810 |
| Weighted Average number of equity shares | 31,054,810 | 31,054,810 |
| Nominal value per share | 1 | 1 |
| Earnings per share – Basic and diluted [Rupees] | 0.0012 | 0.0067 |

17.18 Retirement Benefits

'Long Term Employee Benefits are not provided because no employee has completed full year of service.

17.19 Provision for Taxes

Provision for current tax has been made as per the provisions of the Income Tax Act 1961.

17.20 'In the opinion of Management, the Current Assets, Loans and Advances are approximately of the value as stated if realised in the ordinary course of business.

17.21 'Balances standing to the debit/credit of parties is subject to confirmation by them and reviews by the Company.

17.22 The figures of the previous year have been regrouped, rearranged and reclassified wherever necessary to conform to current year's classification.

The figures of the previous year have been regrouped, rearranged and reclassified wherever necessary to conform to current year's classification.

As per our report of even date

For J. B. Dudhela & Co.

Chartered Accountants

Firm Regn. - 102777W

Sd/-

J. B. Dudhela

Proprietor

M.Ship No. - 035354

Place : Mumbai

Date : 30th May 2015

For and on behalf of the Board of Directors of

Intellivate Capital Advisors Limited

Sd/-

Vipul Modi

DIN : 00796116

Director

Place : Mumbai

Date : 30th May 2015

Sd/-

Leena Modi

DIN : 00796382

Director

INTELLIVATE CAPITAL ADVISORS LIMITED

PROXY FORM

CIN L67190MH2011PLC214318

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

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

E-mail ID - secretarial@intellivatecapital.com

FORM OF PROXY

| | |
|------------------------|--|
| Name of the Member(s): | |
| Registered Address: | |
| E-Mail ID: | |
| Folio No./Client ID | |
| DP ID | |

I/ we being the member(s) of _____ shares of the above named company, hereby appoint:

- (1) Name..... Address.....
E-mail id..... Signature..... or failing him/her
- (2) Name..... Address.....
E-mail id..... Signature..... or failing him/her
- (3) Name..... Address.....
E-mail id..... Signature..... or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 04th Annual General Meeting of the Company, to be held on Monday, 21st September 2015 at 10.00 a.m. at the registered office of the Company at 66/1, Hansa Villa, Opp. Indian Gymkhana, Bhaudaji Cross Road, Matunga (CR), Mumbai, PIN 400 019 and at any adjournments thereof in respect of such resolutions as are indicated below:

| S. No. | Resolutions | For | Against |
|--------|------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---------|
| 1 | Adoption of Directors Report, Audited Financial Statements for the year ended 31 st March 2015 and Auditor's Reports thereon | | |
| 2 | Re-appointment of Mr. Venkateshwara Suram Rao (Holding DIN 03138031), who retires by rotation and being eligible, offers himself for re-appointment. | | |
| 3 | Re-appointment of Auditors and fixing their remuneration | | |

Signed thisday of..... 2015

Signature of member:.....

Signature of Proxy holder(s).....

Affix
Revenue
Stamp

Note: Proxies in order to be valid must be duly filled in, stamped, signed and deposited at the Registered Office of the company not less than 48 hours before the time of commencement of the meeting.

INTELLIVATE CAPITAL ADVISORS LIMITED

CIN L67190MH2011PLC214318

Name of the Company: Intellivate Capital Advisors Limited

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

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

E-mail ID - secretarial@intellivatecapital.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. Joint shareholders may obtain additional attendance slips on request.

| Shareholder | DP ID* | Client ID* | Folio | No. of Shares held | Default PAN |
|-------------|--------|------------|-------|-----------------------|-------------|
| | | | | | |

I hereby record my presence at the 04th Annual General Meeting of the Company to be held on Monday, 21st September 2015 at 10.00 a.m. at the registered 66/1, Hansa Villa, Opp. Indian Gymkhana, Bhaudaji Cross Road, Matunga (CR), Mumbai, PIN 400 019

Signature of Shareholder or Proxy

NOTES:

(1) Shareholders / Proxy holders are requested to bring the Attendance Slip with them when they come to the Meeting and hand it over at the gate after affixing their signature on it.

(2) Shareholders are requested to advice, indicating their Folio Nos. DP ID*, Client ID*, the change in their address, if any, to the Registrar & Share Transfer Agents, at Purva Sharegistry (India) Pvt. Ltd. No-9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai - 400 011.

*Applicable for investors holding shares in Electronic (Demat) Form.

4th Annual Report - 2014-2015

To,

If undelivered, please return to :

Registered Office:

INTELLIVATE CAPITAL ADVISORS LIMITED

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