

# INTELLIVATE CAPITAL VENTURES LIMITED

CIN: L27200MH1982PLC028715

**Registered Office:** 120, SV Road, Reporters Bungalow Near Shopper's Stop Opp. Bata,  
Ground Floor, Andheri West, Mumbai-400058

**Corporate Office:** 303-304, 3<sup>rd</sup> Floor, Vipul Agora Mall, MG Road, Sector-28, Gurugram,  
Haryana-122002

Phone No: 91- 8750131314

Website: [www.intellivatecapitalventures.in](http://www.intellivatecapitalventures.in); E-mail: [amfinecompliance@gmail.com](mailto:amfinecompliance@gmail.com)

**Ref No. :** ICVL/BSE/2023-24

**Date:** 03<sup>rd</sup> January, 2024

To,  
The Manager  
**BSE Limited,**  
Corporate Relationship Department  
Phirozee Jeejee Bhoj Towers,  
Dalal Street,  
Mumbai-400001

**Scrip code: 506134**

**Subject: Notice of Extra Ordinary General Meeting ("EGM") of the Company as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

**Dear Sir / Madam,**

Pursuant to the provisions of Regulations 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations"), please take note of the following

1. Please find enclosed herewith a copy of the Notice convening the Extra Ordinary General Meeting (EGM) of the Company scheduled to be held on Saturday, 27<sup>th</sup> day of January 2024, at 11:30 A.M. through Video conferencing (VC)/ Other Audio Visual Means (OAVM), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.
2. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide the Members, facility to exercise their right to vote at the EGM by electronic means and the business mentioned in the EGM Notice may be transacted through e-voting services provided by Central Depository Services (India) Limited.
3. The Company has fixed Saturday, 20th January 2024 as the 'cut-off date' for ascertaining the names of the Members, holding shares either in physical form or in dematerialised form, who will be entitled to cast their votes electronically during 24th January, 2024 (09:00 A.M. IST) to 26th January, 2024 (05:00 P.M. IST) and also during EGM in respect of business to be transacted at the aforesaid EGM.

We request to take the above information on your records.

Thanking You  
Yours Faithfully,  
For **Intellivate Capital Ventures Limited**

Narender Kumar Sharma  
Digitally signed  
by Narender  
Kumar Sharma  
Date: 2024.01.03  
14:28:05 +05'30'

**Narender Sharma**  
**Company Secretary & Compliance Officer**

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## NOTICE

**NOTICE** is hereby given that the 02<sup>nd</sup> **Extra-ordinary General Meeting ('EGM') (2023-24)** of the Members of **Intellivate Capital Ventures Limited ("the Company")** will be held on Saturday, 27<sup>th</sup> January, 2024 at 11:30 A.M. (IST) through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**") to transact the following special business:

### ITEM 1:

#### TO CONSIDER THE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

**"RESOLVED THAT**, pursuant to Section 13, 61 and 64 and other applicable provisions, and the relevant rules framed there under and in accordance with the provisions of the Articles of Association of the Company, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the consent and approval of Members of the Company be and is hereby accorded to alter the Authorised Share Capital of Company from Rs. 15,00,00,000/- (Rupees Fifteen Crore only), comprising of 10,00,00,000 (Ten Crore) equity shares of Rs. 1/-(Rupee One) Each and 5,00,00,000 (Five Crore) Preference Shares of Rs. 1/- each to Rs. 22,00,00,000/-(Rupees Twenty Two Crore) comprising of 17,00,00,000 (Seventeen Crore) equity shares of Rs. 1/-(Rupee One) Each and 5,00,00,000 (Five Crore) Preference Shares of Rs. 1/-each, by creation of additional capital of Rs. 7,00,00,000 (Rupees Seven crore Only) divided into 7,00,00,000 ( Seven crore Only) Equity Shares of Rs. 1 (Rupees One only) each.

**RESOLVED FURTHER THAT**, pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V:

**"V. The Authorised Share Capital of the Company is Rs. 22,00,00,000/-(Rupees Twenty Two Crore) comprising of 17,00,00,000 (Seventeen Crore) equity shares of Rs. 1/-(Rupee One) Each and 5,00,00,000 (Five Crore) Preference Shares of Rs. 1/-each."**

**RESOLVED FURTHER THAT**, any of the Directors of the Company be and is hereby authorised to sign and execute all the necessary documents, as may be required and to do all such things and acts as may be necessary for giving effect to the said resolution and file this resolution with the concerned authorities on behalf of the Company."

## **ITEM NO. 2:**

### **TO CONSIDER AND APPROVE THE ISSUE OF BONUS SHARES**

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

**“RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 ( “the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements ) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI, Reserve Bank of India (“RBI”) and any other statutory authority from time to time ,the enabling provisions of the Articles of Association of the Company and such other approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, approval of the members be and is hereby accorded to the Board of Directors of the Company (‘the Board’), which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of a sum not exceeding Rs 8,95,12,902 (Rupees Eight Crore Ninety Five Lakhs Twelve Thousand Nine Hundred and Two only) from and out of the Securities Premium account/retained earnings/ free reserves and / or any other permitted reserves/surplus of the Company as per the audited financial statements of the Company for the financial year ended on March 31, 2023 as may be considered necessary, for the purpose of issue of Bonus Equity Shares of 8,95,12,902, as fully paid to the eligible members of the Company whose name(s) appear in the Register of Members on ‘Record Date’ to be determined by the Company for this purpose, in proportion of 2 (Two) new fully paid-up equity share of Re. 1/- (Rupee One Only) each for every 1 (One) fully paid-up Equity Shares of Re. 1/- (Rupee one only) and that the new Bonus equity Shares so issued and allotted shall, for all purposes, be treated as an increase in the paid- up capital of the Company held by each such member;

**RESOLVED FURTHER THAT** the Board of Directors of the Company to reserve Rs. 1,49,37,420/- ((Rupees One Crore Forty Nine Lakhs Thirty Seven Hundred Four hundred and twenty Rupees only) for the warrant holders holding 74,68,710 (Seventy Four Lacs Sixty Eight Thousand Seven Hundred Ten only) Warrants convertible into Equity Shares and Rs. 53,30,484 (Rupees Fifty Three Lacs Thirty Thousand Four Hundred Eighty Four only) for the CCPS holders holding 26,65,242 (Twenty Six Lacs Sixty Five Thousand Two Hundred forty Two only), 10 % Compulsorily Convertible Preference Shares (CCPS) for the purpose of bonus issue of equity shares, by capitalisation of Securities Premium account/retained earnings/ free reserves and / or any other permitted reserves/surplus of the Company.

**RESOLVED FURTHER THAT:**

- a) the bonus issue of shares will be made in the ratio of 2:1 i.e. 2 (Two) fully paid up Equity Shares for every 1 (One) Equity Shares held to the shareholders on such date (Record Date) as may be determined by the Board of Directors after approval of this resolution by shareholders in General Meeting.
- b) the bonus equity shares so allotted shall rank paripassu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date;
- c) the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;
- d) No member shall be entitled to a fraction of an Equity Shares as a result of implementation of this resolution & no certificate or coupon or cash shall be issued for fraction of equity shares

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for the purpose of giving effect to this resolution, the Board of Director of the Company be and is hereby authorised to do all acts, deeds, matters and things necessary, proper or desirable and to sign and execute all necessary documents, authority letters, applications and returns with Stock Exchange, SEBI, Superintendent of Stamps, NSDL, CDSL, RTA or any other authority.

**RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary.

**RESOLVED FURTHER THAT** the bonus equity shares shall be issued to eligible shareholders in dematerialised form as per the relevant provisions of Companies Act, 2013, SEBI Regulations and other relevant provisions in this regard and the requirement for issue of allotment letters is dispensed with.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolutions, Board be and is hereby authorized to delegate such powers and/or authority to any one or more of the, Director, Chief Financial Officer, Company Secretary or any other person / official to make listing and/or trading application to the Stock Exchanges and to deal with Depositories and any other authorities as may be required for the aforesaid shares and to sign and execute all necessary forms, paper, writings, agreements and documents as may be deemed necessary and expedient in the aforesaid matters and to do such other acts and deeds required to give effect to the aforesaid resolutions.”

### **ITEM NO. 3**

#### **TO APPROVE CHANGE IN DESIGNATION AND APPOINTMENT OF MRS. AARTI JAIN FROM 'NON-EXECUTIVE DIRECTOR TO 'MANAGING DIRECTOR' OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT**, in supersession of the resolutions passed and pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 (“Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory amendment(s) or modification(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force), and pursuant to the approval and recommendation of the Nomination and Remuneration Committee & the Board of Directors vide their resolutions dated November 10, 2023, consent of the Members be and is hereby accorded for the Re-designation and Appointment of Mrs. Aarti Jain (DIN No: 00143244) in the category of a Managing Director, liable to retire by rotation, for a fresh term of five (5) years, commencing from November 10, 2023 to November 09, 2028 from her earlier designation as the Non-Executive Director of the Company, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, the remuneration by way of salary, performance evaluation payment, perquisites and other allowances payable to Mrs. Aarti Jain as Managing Director of the Company shall not exceed the limits prescribed under Schedule V of the Companies Act, 2013 (as may be amended from time to time) and the Rules made there under or any statutory modification or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) and/or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

### **ITEM NO. 04:**

#### **TO APPROVE THE CHANGE OF NAME OF THE COMPANY AND CONSEQUENT AMENDMENT IN MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13(2), Section 14 read with Rule 29 of Companies (Incorporation) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to approval of Central Government (Registrar of Companies), consent of the Shareholders by way of Special Resolution be and is hereby accorded to change the name of the Company from **'INTELLIVATE CAPITAL VENTURES LIMITED'** to **'GOURMET GATEWAY INDIA LIMITED'** and consequently the Memorandum of Association of the Company be and is hereby altered by substituting the following Clause for existing Clause I thereof:

“The name of the Company is “**GOURMET GATEWAY INDIA LIMITED**”.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 14 and any other applicable provisions or rules of the Companies Act, 2013, the Articles of Association of the Company be amended as follows: 2

- i) The interpretation of “The Company” contained in the existing Article 2 be replaced with the following new interpretation: “Company” means **GOURMET GATEWAY INDIA LIMITED**.

**RESOLVED FURTHER THAT** the name ‘**INTELLIVATE CAPITAL VENTURES LIMITED**’ wherever appearing in the Memorandum and Articles of Association, other documents and papers etc. of the Company be substituted by the new name ‘**GOURMET GATEWAY INDIA LIMITED**’ upon approval of the same by the Central Government (Registrar of Companies).

**RESOLVED FURTHER THAT** Mr. Anubhav Dham, Director , Mr. Manish Makhija , Chief Financial Officer and Mr. Narendra Kumar Sharma , Company Secretary of the Company be and is hereby authorized Individually to make application to the Central Government (Registrar of Companies) for obtaining approval for change in name of the Company and to sign and file forms and other documents with the Central Government (Registrar of Companies) and do all other acts, deeds, things and matters as are necessary to give effect to the above said resolution and to agree to such modifications, terms & conditions as me be directed by the Registrar of Companies and to modify the same accordingly as are necessary or expedient in this regard.”

**RESOLVED FURTHER THAT** Mr Anubhav Dham, Director, Mr. Manish Makhija , Chief Financial Officer and Mr. Narendra Kumar Sharma , Company Secretary of the Company of the Company be and is hereby authorized to issue a certified copy of resolution to the concerned parties including the Central Government (Registrar of Companies).

**By order of the Board  
For Intellivate Capital Ventures  
Limited**

Sd/-

**Narender Kumar Sharma  
Company Secretary  
M. No. A30675**

**Place:** Gurugram  
**Date:** 29/12/2023

## NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular No. 3/2022 dated 5th May, 2022, read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 03/2022 dated 5th May, 2022 and General Circular No. 11/2022 dated 28th December, 2022 (collectively referred to as ‘MCA Circulars’), the Company is being permitted for convening the Extra-ordinary General Meeting (“EGM”/ “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company situated at 120, SV Road, Reporters Bungalow Near Shopper’s Stop Opp. Bata, Ground Floor, Andheri West, Mumbai-400058
2. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended (‘Act’) setting out material facts concerning the special business with respect to Item No. 1, 2, 3 and 4 forms part of this Notice.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
5. Dispatch of EGM Notice through Electronic Mode:

In compliance with the MCA Circulars and SEBI Circular, Notice of the EGM along with Annexures is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants. Members may note that the EGM Notice will also be available on the Company’s website [www.intellivatecapitalventures.in](http://www.intellivatecapitalventures.in), websites of the Stock Exchange, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com), CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and on the website of Company’s Registrar and Transfer Agent, Purva Sharegistry (India) Private Limited at [www.purvashare.com](http://www.purvashare.com).

6. To support ‘Green Initiative’ for receiving all communication (including EGM Notice) from the Company electronically:

- a. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [support@purvashare.com](mailto:support@purvashare.com).
- b. Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.
7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [amfinecompliance@gmail.com](mailto:amfinecompliance@gmail.com). However, the Body Corporate are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
8. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. When a pre-registered speaker is invited to speak at the EGM but does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to be connected to a device with a video/ camera along with good internet speed.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.
11. All documents referred to in the Notice and explanatory statement will be available electronically for inspection without any fee by the members during the EGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to [amfinecompliance@gmail.com](mailto:amfinecompliance@gmail.com).
12. The Company has fixed **Saturday, 20th January, 2024 as the "Cut-Off Date"** for remote e-voting. The remote e-voting/voting rights of the shareholders/beneficial owners shall be reckoned on the paid up value of shares registered in their name as at close of business hours on the Cut-Off date. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.
13. The Company has appointed M/s AASK & Associates LLP, Company Secretaries as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.



14. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting and shall within 2 working days of conclusion of the EGM shall submit a consolidated Scrutinizer's report of the total votes cast in favour of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.
15. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at [www.intellivitecapitalventures.in](http://www.intellivitecapitalventures.in) and the website of CDSL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of EGM subject to receipt of the requisite number of votes in favour of the resolutions.
16. The Company's Registrar and Transfer Agent for its share registry work (Physical and Electronic) is Purva Sharegistry (India) Private Limited (herein after referred to as "RTA"). All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below:
- Purva Sharegistry (India) Private Limited**  
**Unit no. 9, Shiv Shakti Ind. Estt, J .R. Boricha Marg,**  
**Lower Parel (E), Mumbai 400 011**  
**Email: [support@purvashare.com](mailto:support@purvashare.com)**
17. As directed by SEBI, members are requested to-
- (i) Intimate to the DP, changes if any, in their registered addresses and/or changes in their bank account details, if the shares are held in dematerialized form.
  - (ii) Intimate to the Company's RTA, changes if any, in their registered addresses, in their bank account details, if the shares are held in physical form (share certificates).
  - (iii) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
  - (iv) Dematerialize the Physical Shares to Electronic Form (Demat) to eliminate all risks associated with Physical Shares. Our Registrar and Transfer Agents viz **Purva Sharegistry (India) Private Limited (Email: [support@purvashare.com](mailto:support@purvashare.com))** may be contacted for assistance, if any, in this regard. Further, as per amendment to Regulation 40 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, requests for effecting transfer, transmission or transposition of securities of securities shall not be processed unless the securities are held in the dematerialized form. Members are advised to Dematerialize the shares held by them in physical form.
18. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form who have not done so are requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA.

19. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the EGM, 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.
20. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.intellivatecapitalventures.in](http://www.intellivatecapitalventures.in) under the section "Investors" and on the website of CDSL <https://www.evotingindia.com>, immediately. The Company shall simultaneously forward the results to the BSE Limited, where the shares of the Company is listed.

**21. CDSL e-Voting System – For e-voting and Joining Virtual meetings.**

- a. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 3/2022 dated 5<sup>th</sup> May, 2022, read with General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021, General Circular No. 03/2022 dated 5<sup>th</sup> May, 2022 and General Circular No. 11/2022 dated 28<sup>th</sup> December, 2022 (collectively referred to as 'MCA Circulars') The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
- b. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
- c. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- d. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

- e. Pursuant to MCA Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
- f. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.intellivitecapitalventures.in](http://www.intellivitecapitalventures.in). The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
- g. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars as stated above.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE ASUNDER:**

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The e-voting period begins on **24<sup>th</sup> January, 2024 (09:00 A.M. IST)** and ends on **26<sup>th</sup> January, 2024 (05:00 P.M. IST)**. 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 **Saturday, 20<sup>th</sup> January, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of Shareholders	Login Method
Individual Shareholders Holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able</p>

	to directly access the system of all e-Voting Service Provider
<p>Individual Shareholders holding securities in D-mat mode With NSDL Depository</p> <p>Individual Shareholders (holding Securities in demat mode) login through their Depository Participants (DP)</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e- Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL:**

<b><u>Login type</u></b>	<b><u>Helpdesk details</u></b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800224430

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

2) Click on “Shareholders” module.

3) 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) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

- a. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- b. If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

5) After entering these details appropriately, click on “**SUBMIT**” tab.

- 6) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- 7) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 8) Click on the EVSN for the relevant <Company Name> (in our case, select "Intellivate Capital Ventures Limited") on which you choose to vote.

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.

- 9) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 10) 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.
- 11) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 12) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 13) If a demat account holder has forgotten the login password then Enter the User ID and the image verificationcode and click on Forgot Password & enter the details as prompted by the system.
- 14) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [amfinecompliance@gmail.com](mailto:amfinecompliance@gmail.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- I. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
- II. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- III. Shareholders who have voted through Remote e-Voting will also be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- IV. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- V. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- VI. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- VII. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- VIII. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- IX. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**



If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013, Maharashtra or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800225533.

**By order of the Board  
For Intellivate Capital Ventures  
Limited**

**Sd/-**

**Narender Kumar Sharma  
Company Secretary**

**Place: Gurugram  
Date: 29/12/2023**

**EXPLANATORY STATEMENT**  
**[PURSUANT TO SEC. 102 OF THE COMPANIES ACT, 2013]**

The following statements sets out all material facts relating to the Special Business mentioned in the accompanying notice:

**ITEM NO. 1:**

**TO INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION**

The Current Authorized Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore only), comprising of 10,00,00,000 (Ten Crore) equity shares of Rs. 1/-(Rupee One) Each and 5,00,00,000 (Five Crore) Preference Shares of Rs. 1/-each.

The Company proposes to issue Bonus Shares in the proportion of 2:1 i.e. 2 (Two) new fully paid-up equity share of Rs. 1/- (Rupees One) each for every 1 (One) existing fully paid-up equity share of Rs. 1/- (Rupees One) each, subject to approval of the Members. Post the allotment of Bonus Shares, the Company will exhaust majority of its authorized share capital of the Company. Hence, in order to meet the future fund requirements, the Board of Directors in its Meeting held on 29<sup>th</sup> December, 2023 proposed to the Members of the Company for its approval, increase in authorized share capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crore only), comprising of 10,00,00,000 (Ten Crore) equity shares of Rs. 1/-(Rupee One) Each and 5,00,00,000 (Five Crore) Preference Shares of Rs. 1/-each to Rs. 22,00,00,000/- (Rupees Twenty Two Crore) comprising of 17,00,00,000 (Seventeen Crore) equity shares of Rs. 1/-(Rupee One) Each and 5,00,00,000 (Five Crore) Preference Shares of Rs. 1/-each.

Consequently, the increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No. 1 of this Notice for the approval of the Members by way of passing an Ordinary Resolution.

## **ITEM NO. 2:**

### **TO APPROVE THE ISSUANCE OF BONUS SHARES**

Considering the strong reserves and financial position of the Company and with a view to enhance the liquidity of the Company's equity shares and to encourage the participation of small potential investors by making such shares more affordable to invest, the Board at its meeting held on 29th December, 2023 considered, approved and recommended issue of fully paid-up Equity Shares as Bonus shares in the ratio 2:1 by capitalization of a sum not exceeding 8,95,12,902 (Rupees Eight Crore Ninety Lakhs Twelve Thousand Nine Hundred and Two only) from and out of the Securities Premium account/retained earnings/ free reserves and / or any other permitted reserves/surplus of the Company, as may be considered appropriate for the purpose of issue of Bonus Equity Shares of 8,95,12,902 as fully paid to the eligible members of the Company whose name(s) appear in the Register of Members on 'Record Date' to be determined by the Board. The bonus shares upon their issue and allotment will rank pari-passu in all respects with the existing shares including dividend, if any declared.

Pursuant to proviso to Regulation 294 of SEBI ICDR (Issue of Capital and Disclosure Requirements) Regulations, 2018, the company has reserve Rs. 1,49,37,420/- ((Rupees One Crore Forty Nine Lakhs Thirty Seven Hundred Four hundred and twenty Rupees only) for the warrant holders holding 74,68,710 (Seventy Four Lacs Sixty Eight Thousand Seven Hundred Ten only) Warrants convertible into Equity Shares and Rs. 53,30,484 (Rupees Fifty Three Lacs Thirty Thousand Four Hundred Eighty Four only) for the CCPS holders holding 26,65,242 (Twenty Six Lacs Sixty Five Thousand Two Hundred forty Two only), 10 % Compulsorily Convertible Preference Shares (CCPS) for the purpose of bonus issue of equity shares, by capitalisation of Securities Premium account/retained earnings/ free reserves and / or any other permitted reserves/surplus of the Company.

The proposed issue of Bonus Shares will be made in accordance with the provisions of Section 63 of the Companies Act 2013, Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, subject to approvals, if any, from the other appropriate authorities. As per Articles of association of the Company, the Company can issue Bonus Shares by capitalization of reserves after obtaining approval of the members.

The Record Date for the aforesaid issue of bonus shares shall be fixed by the Board (including any Committee thereof) after the approval of the Members is obtained. Pursuant to proviso to Regulation 295 of SEBI ICDR (Issue of Capital and Disclosure Requirements) Regulations, 2018 the bonus issue shall be implemented within two months from the date of the meeting of Board of Directors wherein the decision to announce the bonus issue was taken subject to shareholders' approval.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 2 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No. 2 of this Notice for the approval of the Members by way of passing an Special Resolution.

### **ITEM NO. 03**

#### **TO APPROVE CHANGE IN DESIGNATION AND APPOINTMENT OF MRS. AARTI JAIN FROM 'NON-EXECUTIVE DIRECTOR TO 'MANAGING DIRECTOR' OF THE COMPANY**

The Board of Directors on the recommendation of Nomination and Remuneration Committee, in their meeting held on November 10, 2023 decided to re-designate Mrs. Aarti Jain by appointing her as the Managing Director of the Company from her earlier position of Non- Executive Director for a period of five (5) years commencing from November 10, 2023.

Mrs. Aarti Jain (DIN - 00143244), aged 51 years, possesses the expertise, knowledge, and business acumen necessary for effectively managing the overall business of the company. Her appointment as Managing Director would prove beneficial for the company. Additionally, she brings valuable experience in planning, profit center operations, marketing strategy, and project management to the role.

Mrs. Aarti Jain has no pecuniary relationship directly or indirectly with the Company. However, she is paternal aunt to Mr. Anubhav Dham and Ms. Anamika Dham (Directors) of the Company.

Given Mrs. Aarti Jain's credentials and experience, the Board of Directors deemed her suitable for the role of Managing Director of your Company. Consequently, they recommended her appointment as Managing Director for approval by the shareholders.

The Remuneration Committee as constituted by the Board and the Board of Directors have duly considered and recommended the terms, conditions of appointment and remuneration payable to Mrs. Aarti Jain. The main terms and conditions of Re-designation and re-appointment of Mrs. Aarti Jain , Managing Director are furnished below:

a) Term of appointment: - Five years (10-11-2023 to 09-11-2028)

b) Nature of Duties:

Mrs. Aarti Jain , Managing Director, shall devote sufficient time and attention towards the business of the Company. She shall have full control and executive responsibility for the general conduct and management of business and affairs of the Company. She shall exercise all such powers as may be granted and entrusted to or required by her for the proper discharge of her duties.

c) Remuneration:

Mrs. Aarti Jain, shall be entitled to following emoluments, benefits and perquisites during the period of her employment subject to the ceiling limit laid down in Section 197 and Schedule V of the Companies Act, 2013

d) Salary:

Salary not exceeding Rs. 5,00,000/- per month to be fixed by the Board of Directors from time to time.

e) Perquisites :

Mrs. Aarti Jain, shall be entitled to following perquisites and allowances.

**Category – A**

- Rent Free Furnished Accommodations or house rent allowance of 60% of salary in lieu thereof;
- Medical reimbursement and medical insurance for the said employee and her family in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the said employee
- Club Fee (Subject to a Maximum of 3 Clubs and not including admission and life membership fee) ;
- Insurance and any other general allowance and perquisites in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the said employee ;
- For the above purpose “family” means the spouse and dependent children of the managerial person

**Category –B**

- Contribution to Provident Fund to the extent these singly or put together are not taxable under the Income Tax Act, 1961;
- Gratuity payable at a rate not exceeding half month’s salary for each completed year of service;
- Encashment of leave at the end of the tenure.

**Category – C**

- The Company shall provide and make available to the said employee a car of such horse power, as may from time to time be determined by the Company, along with driver, and shall bear all garage rent, repairs, maintenance, running and other costs and charges whatsoever, in connection with the use of such car by the said employee.

- The Company shall provide the said employee with a telephone facility at her residence.
  - Provision of a car for use on Company's business and telephone at residence will not be considered perquisites.
  - The amount of the aforesaid perquisites and allowances will be restricted to an amount equal to the annual salary of the said employee.
- f) In the event of any increase in the limits of the emoluments, benefits and perquisites payable in accordance with the laws, policies, rules, regulations or guidelines in force from time to time, the Company may, in its discretion.
- g) Other Terms: She shall be entitled to reimbursement of all actual entertainment and travelling expenses incurred in the course of the company's business. The appointment may be terminated by Mrs. Aarti Jain or the Company by giving not less than three months prior notice in writing.

Except Mrs. Aarti Jain and her relatives, including Mr. Anubhav Dham and Ms. Anamika Dham (to the extent of their shareholding), none of other Directors and/or KMP's or their relatives are concerned or interested, financially or otherwise, in the Item No. 3 set out in this AGM Notice.

The Board recommends the resolutions set forth at Item No. 3 for approval of the members by way of an Ordinary Resolution.

The disclosures as required in terms of Regulation 36 of the SEBI Listing Regulations and Secretarial Standards-2 including her brief profile are provided at **Annexure A** to this Notice.

#### **ITEM NO. 4:**

#### **TO APPROVE THE CHANGE OF NAME OF THE COMPANY AND CONSEQUENT AMENDMENT IN MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**

The Board meeting held on 29<sup>th</sup> day of December 2023, the Directors of the Company approved the proposal to change the name of the Company to "**GOURMET GATEWAY INDIA LIMITED**". The name "**GOURMET GATEWAY INDIA LIMITED**" would enable the Company to expand its Global business opportunities. The change of name is proposed in the backdrop of the Company philosophy towards simplification, professionalization and giving a new identity to the Company.

The Company had made application for reservation of name to Central Registration Centre, Registrar of Companies and Central Registration Centre, Registrar of Companies, Subject to approval of Shareholders of the Company vide **its SRN NO AA6497466 dated 29<sup>th</sup> December, 2023**. As a result of change in the name, the **Clause I of the Memorandum of Association and Article of Association** interpretation of "The Company" contained in the existing Article 2 be replaced with the following new interpretation: "Company" means **GOURMET GATEWAY INDIA LIMITED** is also required to be suitably amended. In compliance with the provisions of Section 108 of the Companies Act, 2013 and other applicable provisions, the Company is offering facility of e-voting to all Shareholders to enable

them to cast their votes electronically. Shareholders are requested to follow the procedure as stated in the notes for casting of votes by e-voting.

Necessary documents in this regard are available for inspection by the Shareholders in electronic mode on the website of the Company at <https://www.intellivatecapitalventures.in/investors-information/>.

None of the Directors or KMP of the Company and their respective relatives are concerned or interested in the resolution set out at Item No. 4 of the accompanying Notice.

The proposed change in name would be subject to the necessary approvals in terms of Section 4 and 13 of the Companies Act, 2013. Since the aforesaid sections requires approval of the Shareholders of the Company by way of passing Special Resolution, The Board recommends the said Resolution at Item No. 4 of the accompanying Notice as a Special Resolution for approval by the Members of the Company.

**By order of the Board  
For Intellivate Capital Ventures  
Limited**

**Sd/-**

**Narender Kumar Sharma  
Company Secretary  
M. No. A30675**

**Place: Gurugram  
Date: 29/12/2023**

## Annexure A

**Brief Profile of Directors pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2) are as mentioned below:**

<b>Name of the Directors</b>	<b>Mrs. Aarti Jain</b>
<b>Date of Birth/Age</b>	30-08-1972 /51 Years
<b>DIN</b>	00143244
<b>Nationality</b>	Indian
<b>Date of the first appointment on the Board</b>	14, February, 2022
<b>Terms and Conditions of Appointment</b>	<p>The Re-designation and appointment of Mrs. Aarti Jain, as the Managing Director of the Company shall be effective from January 02, 2024, for a fresh term of five (5) years.</p> <p>The office of Mrs. Aarti Jain shall be liable to retire by rotation.</p>
<b>Remuneration last draw (including sitting fees, if any) /Remuneration proposed to be paid</b>	As decided by the Board of Directors.
<b>Relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>	Paternal aunt to Mr. Anubhav Dham and Ms. Anamika Dham (Directors) of the Company
<b>Qualification(s)</b>	She is MBA (Marketing) from Manchester Business School, Post Graduate Diploma in Garment Manufacturing Technology from NIFT by qualification.
<b>Nature of Expertise</b>	Mrs. Aarti Jain has good rich experience in planning, profit center operations, marketing strategy and project management.
<b>Directorship of other Boards as on 29<sup>th</sup> December, 2023</b>	<ol style="list-style-type: none"><li>1. Rollatainers Limited</li><li>2. Kamakshi Silk Mills Pvt Ltd</li><li>3. Ganpati Realty Private Limited</li><li>4. Cross Connection Impex Private Limited</li><li>5. Viaan Technologies Private Limited</li><li>6. Sophisticated Realtors Private Limited</li><li>7. Dexterous Developers Private Limited</li><li>8. Garima Buildprop Private Limited</li><li>9. Kaizen Restaurants Private Limited</li><li>10. LTPL Travels Private Limited</li></ol>



<b>Membership / Chairmanship of Committees of the other Boards (Includes only Audit &amp; Stakeholders' Relationship Committee) as on 29th December, 2023</b>	NIL
<b>Number of equity shares held in the Company</b>	NIL
<b>Listed entities from which the Director has resigned in the past three years</b>	NIL
<b>Number of meetings of the Board attended during the Financial year</b>	FY - 2022-23 : Seven (out of Seven) FY - 2023-24 : 10 (out of Ten) (held till the date of this notice)
<b>Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 National Stock Exchange of India Ltd. with ref. no. NSE/CML/2018/24 dated 20th June, 2018.</b>	Mrs. Aarti Jain is not debarred from holding the office of director by virtue of any SEBI order or any other such authority