

INTELLIVATE CAPITAL ADVISORS LIMITED

**10TH ANNUAL REPORT
2020-21**

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BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mrs. Leena Modi	: Managing Director (<i>w.e.f. 04th March, 2011 upto 31st August, 2021</i>)
Mr. Sukumar Reddy Garlapati	: Executive Director (<i>w.e.f. 06th September, 2021</i>)
Mr. Sampath Rao Nemmani	: Executive Director (<i>w.e.f. 06th September, 2021</i>)
Mr. Vipul Modi	: Non-Executive Director
Mr. Venkateswara Rao	: Independent Director (<i>w.e.f. 04th March, 2011 upto 11th February, 2021</i>)
Mr. Siddharth Shah	: Independent Director (<i>w.e.f. 27th January, 2012 upto 11th February, 2021</i>)
Mr. Anil Popat	: Independent Director (<i>w.e.f. 10th February 2021</i>)
Mr. Paresh Vora	: Independent Director (<i>w.e.f. 10th February 2021</i>)
Ms. Varsha Choithani	: Company Secretary & Compliance Officer
Ms. Arlene D'souza	: Chief Financial Officer

STATUTORY AUDITORS

M/s. K. J. Shah & Associates (*Resign w.e.f. 1st September, 2021*)
Chartered Accountants, Mumbai

SECRETARIAL AUDITORS

M/s. Maurya & Associates
Company Secretaries, Mumbai

INTERNAL AUDITORS

M/s. I.P. Mehta & Co.,
Chartered Accountants, Mumbai

BANKERS

IndusInd Bank, Mumbai

Registered Office: 1104, A Wing, Naman
Midtown 11th Floor Senapati Bapat Marg,
Prabhadevi, Mumbai MH 400013 IN
Phone: (022) 2439 1933
Fax: (022) 2403 1691
Website: www.intellivatecapitaladvisors.in
E-mail: secretarial@intellivatecapital.com

REGISTRAR & SHARE TRANSFER AGENTS:

PURVA SHAREGISTRY (INDIA) PVT. LTD.
Address: No-9, Shiv Shakti Industrial Estate,
Ground Floor, J. R. Boricha Marg,
Opp. Kasturba Hospital, Lower Parel,
Mumbai - 400 011
Phone: 022-2301 6761 / 2301 8261
Fax: 022-2301 2517
Website: www.purvashare.com
E-mail: purvashr@gmail.com

INTELLIVATE CAPITAL ADVISORS LIMITED

CIN: L67190MH2011PLC214318

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

Phone: (022) 2439 1933 **Fax:** (022) 2403 1691

Website: www.intellivatecapitaladvisors.in **E-mail:** secretarial@intellivatecapital.com

NOTICE OF 10TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF INTELLIVATE CAPITAL ADVISORS LIMITED WILL BE HELD ON THURSDAY, SEPTEMBER 30, 2021 AT 03:30 P.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:**Item No. 1 – Adoption of Audited Financial Statements**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 – Re-appointment of a Director

To appoint a Director in the place of Mr. Vipul Modi (DIN: 00796116), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

“**RESOLVED THAT**, pursuant to the provisions of Section 152 of the Companies Act, 2013, Vipul Modi (DIN: 00796116), who retires by rotation, at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby reappointed as Non-Executive Director of the company, liable to retire by rotation.

RESOLVED FURTHER THAT, the Board of Directors and the Company Secretary of the company be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No.3- Appointment of M/s. MAAK & Associates, Chartered Accountants as Statutory Auditors of the Company

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

“**RESOLVED THAT**, pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee, **MAAK & Associates, Chartered Accountants** Ahmedabad having ICAI Firm Registration No. 135024W, who have confirmed their eligibility to be appointed as Auditors, in terms of the provisions of Section 141 of the Act and Rules related thereto, be and are hereby appointed as the Statutory Auditors of the Company due to the casual vacancy caused by the resignation of M/s K. J. Shah & Associates, Chartered Accountants, from the conclusion of this Meeting to hold such office for a period of five years commencing from F.Y 2021-22 till the conclusion of 15th AGM to be held in the year 2026 on such remuneration as may be fixed by the Board of Directors of the Company, in consultation with Auditor based on recommendations of the Audit Committee, in addition to reimbursement of out-of-pocket expenses as may be incurred in connection with audit of accounts of the Company;

“RESOLVED FURTHER THAT, directors of the company be and are hereby authorized to do all such acts, deeds and things as deem necessary, proper or desirable and to sign and execute such documents and file such forms with Registrar of Companies for the purpose of giving effect to the aforesaid resolution.”

SPECIAL BUSINESS:

Item No. 4 - Appointment of Mr. Sukumar Reddy Garlapati (DIN: 00966068) as Managing Director of the Company

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

“RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (‘Act’) and the rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force], and based on the recommendations of the Nomination and Remuneration Committee, the consent of the Members, be and is hereby accorded to appoint Mr. Sukumar Reddy Garlapati (DIN: 00966068), who was appointed as an Additional (Executive) Director of the Company by the Board of Directors with effect from September 6, 2021 and in respect of whom the board of directors have recommended to propose his candidature for being appointed, as the Managing Director of the company for a period of Five years with effect from October 1, 2021, to September 30, 2026, not liable to retire by rotation, upon the terms and conditions including remuneration as agreed between board of directors and Mr. Mr. Sukumar Reddy Garlapati, with liberty and power to the Board of Directors (hereinafter referred to as the ‘Board’, which expression shall also include the ‘Nomination and Remuneration Committee’ of the Board) to alter and vary from time to time, the terms and conditions of the said appointment, including remuneration, within the overall limits prescribed under the Companies Act 2013 as it may deem fit and in such manners, as may be agreed to between the Board and Mr. Sukumar Reddy Garlapati;

RESOLVED FURTHER THAT, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, things and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.

Item No. 5 - Regularisation of Additional Director, Mr. Sampath Rao Nemmani (DIN: 07999868) by appointing him as an Executive Director of the Company

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

“RESOLVED THAT, pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any modification or re-enactment thereof), Mr. Sampath Rao Nemmani (DIN: 07999868), who was appointed as an Additional Director of the company by the Board on 6th September, 2021 and who holds office upto the date of this Annual General Meeting be and is hereby appointed as an Executive Director of the Company liable to retire by rotation;

“RESOLVED FURTHER THAT, the Board of Directors of the company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 6- CHANGE IN THE NAME OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, including any statutory modification(s) amendments or re-enactment(s) thereof, the circulars,

notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), and applicable laws for the time being in force and as per the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Registrar of Companies and other regulatory authorities, consent of the members of the company be and is hereby accorded to change the name of the Company to "CASPAIN SERVICES LIMITED" or such other names as approved by Registrar of Companies and consequent alteration in the Memorandum and Articles of Association of the Company.

“RESOLVED FURTHER THAT, the Board of Directors of the company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority in respect of any matter(s) arising from or incidental to the said amendment.

Item No. 7- Amendment in the Object Clause of the Company

To consider and, if thought fit, to pass the following resolution as Special Resolution:

RESOLVED THAT, pursuant to the provisions of section 13, 15 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification, amendments thereto or re-enactment thereof the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), and applicable laws and subject to the approval of the Registrar of Companies - Maharashtra, (“ROC Mumbai”) the consent of the members of the company be and is hereby accorded for amendment of the Main object clause III of the Memorandum of Association of the Company by replacing the following;

A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY

1. To carry on the business as management and industrial consultants, including consultancy and advisory services in relation to industrial relations, personnel training, employment services, man power supply services, House Keeping services, mechanised housekeeping, business systems and processes and data processing, finance and leasing, town planning, taxation, insurance, public relations and tariffs and generally concerning the production, storage, distribution, marketing and sale of goods or the provision of services.
2. To provide all types of Vocational Training, imparting Educational Programs in the areas of Soft Skills Languages, Medical Assistance, Information Technology, and Hardware & Networking. Employability Training, Job Readiness Training Program (JRTP) and all other allied activities.
3. To carry on the activity of Consultancy Services in Managing the entire HR process right from recruitment, Interviewing and selection, placement, payroll, compliance, training till providing detailed management reports and develop human capital by better manpower planning, competency profiling of roles and role holders, enhance the support to the Companies/Organizations as an agency by on-boarding of trained staff under its name or its Clients to the various levels of the organization whether temporary or permanent on commission basis and other related ancillary services in connection therewith.
4. To carry on the business of providing services/solutions of information technology, information systems, Hardware and Software development, mobile application development, system networking and satellite communications, protocols, call centers, medical transcription, medical billing, system development, computer training in software and networking, and also providing infrastructure for above in India and outside India if required.

B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS

5. To acquire by purchase, lease, license, mortgage, rent, hire, or otherwise, and to own, hold, use, develop, operate sell, assign, lease, transfer, convey, create security interests in, take options over, of any kind over or in respect of any property for the purpose of business of the Company, and to construct, develop, maintain, lease, rebuild, or improve any building or other structure, now or hereafter erected on any such property, including setting up offices, flats, houses, factories, shops.
6. To carry on leasing structured or furnished laboratories for research purpose, and conducting in house research also for own products, dealing in laboratory related products and services, buying and selling of warehouses, godowns, leasing of ware houses and godowns, buying and selling of agricultural lands, open plots, trading of agri products, conducting business in civil contracts, work contracts relating to real estate like construction of residential complexes, commercial complexes, Operating Government works contracts in Roads, Canals, Bridges and water works, under line cabling works and other related activities. The parties hereto may start new businesses as may be mutually agreed upon by them from time to time.
7. To carry on the business, whether within or outside India, of collection, segregation, transportation, trading, processing, composting, recycling, treatment and disposal of all types of waste (whether solid, liquid or gaseous substances) and including municipal solid waste, electronic waste (e waste), construction and demolition debris, bio-medical waste, hazardous waste, sewage, waste water etc. undertake use, sale, marketing and/or distribution of all products and by-products that are generated in the process of treatment or disposal of waste and waste products (such as compost, energy and refuse derived fuel generated from waste to energy processes such as bio-methanation etc. methane gas from landfill, processing, electronic products suitable for re-use with or without re-furbishing paper, metals and other materials including chemicals obtained from treatment of wastes) and to develop, construct, operate and/or maintain/manage processing facilities for all types of waste and waste products including composting plants, landfills and sewages treatment plants, waste water treatment plants, incinerators, refuse derived field plants, electronic waste processing plants and to also undertake development, marketing, purchase, sale and/or trading of financial instruments that would enable the financing of waste collection, treatment or processing projects (including carbon emission receipts (CERS)) and any other related activities.
8. To promote own, acquire, construct, erect, maintain, improve, manage, operate, alter, carry on, control, take on lease, advise and render assistance in the construction, erection and maintenance, improvement or working of any industry, company, venture and system or scheme in the area of collection, transportation, processing and disposal of municipal waste, electronic waste, bio medical waste, hazardous waste, sewage and waste water by processes such as composting, bio-methanation, aerobic/anaerobic treatment, waste to energy process including producing of refuse derived fuel and any other processes/technologies available and also take advantage of the benefits available under the Clean Development Mechanism.
9. To carry on the business of manufacturers, producers, importers, exporters, buyers, sellers, dealers, stockists, suppliers, wholesalers, distributors, retailers, and jobbers of solid fuel briquettes, pellets, cubes, charcoal fine and briquette activated carbon from agriculture, forest produce and compost from Municipal Solid Waste and operate power plants, solar water heating system, photovoltaic system working on conventional and non-conventional sources of energy.
10. To act as consultant on turnkey basis and/or part thereof for development projects connected with the dealing in alternative sources of energy, energy efficiency, pollution control, resource recovery, waste minimization, waste avoidance, carbon dioxide, emissions abatement, fuel switching mechanism and sustainable power and other related areas and To carry on the business as engineers and consultants for operation and maintenance of power and energy systems.
11. To carry on the business in India or abroad in the field of e-waste management treatment like electronic waste management, electronic disposal and recycle management system includes

electronics, electrical, cyber waste, web waste and such other as to provide, commercialize, control, develop, establish, handle, operate, hold, pack, organize, promote, service, supervise, represent and to act as agent, concessionaires, consultants, booking agents or deal in all types either electronically or physically, reusable materials through recycling operations, remediation services for decontaminating contaminating electronics, electrical, steel, chemicals, buildings, mine sites, soil, groundwater, dispose of garbage, remediation and clean-up services focused on contaminated or polluted environments, asbestos removal contractors, lead paint abatement services, oil spill clean-up services, soil remediation and toxic material removal and mine reclamation, disposal facilities that specialize in hazardous wastes and other waste materials.

12. To acquire, and take over the whole or any part of the business, rights, goodwill, trademark, property and liabilities of any other person or person(s), firm, corporation or undertaking, either existing or newly engaged in or carrying on and conducting any business which this company is authorized to carry on and to pay for the same either in cash or shares or partly in cash and partly in shares.
13. To apply for, purchase or otherwise, acquire any patent rights, copy rights, trademarks, formulae, licenses, lease concessions, conferring any exclusive or limited right to use, or any secret or to otherwise information about as to any invention which may seem capable of being used for any of the purposes of the company or the acquisition of which may directly or indirectly for the benefit of the company and to use, exercise, develop or grant licenses in respect of or otherwise turn into account the property or information so required.
14. To enter into any arrangement with any Government or authority whether municipal, local or otherwise or any person, that may seem conducive to the company objects or any of them, and to obtain from any such Government of authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply may think it desirable to obtain, and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions.
15. To conduct, modify, refine, and organize investigations into seed research and seed development, seed production, seed processing, seed packing and seed marketing technology with a view to enhance qualitative and quantitative traits to ensure/sustain supply of good quality seed to the end user, be it the farmer or the consumer and to undertake and carry on the business of scientific research to lay greater emphasis on the genetic improvement and development of transgenic in paddy and all kinds of agricultural produce includes cereals, pulses, oilseeds, fibers producing plants, vegetables, medicinal and aromatic plants, ornamentals, flowers and other cultivated plants species.
16. To procure the registration of the company in any country or place in any part of the world.
17. To carry on the activity of Electrical, electronics, e- charging.
18. To borrow, raise or secure the payment of money, or to receive money on deposit other than public deposits, at interest or otherwise, for any of the purposes of the Company and, at such time and, from time to time, and, in such manner, as may be thought fit and, in particular, by the issue of debentures, or debenture-stocks convertible into shares of this or any other company or perpetual annuities, and as security for any such money so borrowed raised or received for any such debentures or debenture stocks so issued to mortgage, pledge or charge the whole or any part of the properties, assets, revenue and/or profits of the Company, present or future, including its uncalled capital, by special assignments or otherwise, or to transfer or convey the same absolutely or in trust, and to give the lenders powers of sale and other powers, as may seem expedient, and to purchase, redeem, or pay-off any such securities, and also by a similar mortgage, charge or lien to secure and guarantee the performance by this Company or any other person, firm or company, as the case may be, provided that the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.

19. To procure the recognition to the Company in any country, state or place outside India, and to establish and maintain local registers at any branch or place of business in any part of the world.
20. The company may at any time invite and receive or without any such invitation receive any gifts or immovable or movable property and offerings or voluntary donations or bequest and legacies either from the shareholders or from any other person or give gifts or immovable or movable property and offerings or voluntary donations, bequest and legacies either to the shareholders or to any other person or any of the objects of the company with or without any special conditions provided such gifts received or gifts made or the conditions attached are not inconsistent with or derogatory to any of the objects of the company.
21. To form, establish, promote, assist, acquire, subsidies or concur in establishing or promoting any company, LLP, companies or firms, for the purpose of acquiring all or any of the properties, rights and liabilities of the Company, and to place or guarantee the placing, subscribe for or, otherwise acquire all or any of part of the shares and/or business capable of being conducted so as directly or indirectly to benefit the Company, and further to pay for the preliminary, formation or incorporation expenses in respect of the same.
22. To operate branch of a business, which this Company is authorized to carry on, by means or through the agency of any firm or subsidiary or group company or companies and, to do all such acts, deeds or things necessary or required to give effect to such transactions, in the interests of the Company.
23. To incur debts and obligations for the conduct of any or all of the businesses of the Company, and to purchase or hire goods, material or materials or machinery on credit or otherwise, for any business or purpose of this Company, and give credit to any person, firm or company, on such terms and conditions, as may seem expedient, and to guarantee the performance of any contract or obligation and the payment of money and further to give guarantee and indemnities, for any other person, firm or company.
24. To hold conferences, workshops or seminars for the promotion of business of the Company or any other person, firm or company, in which this company may be interested or concerned.
25. To acquire, register and secure membership, seat or privilege, either in name of the Company or its nominee, in and of any association, exchange, market, club or other institution, whether in India or any part of the world, for furtherance of business of the Company.
26. To refer or agree to refer any claim, demand, dispute or any other question, by or against the Company, or in which the Company is interested or concerned, to arbitration, in India or at any place outside India, and to observe and perform, and to do all acts, deeds, matters and things to carry out the enforcement of the awards.
27. To carry on the business of an investment company and to invest in and acquire and hold and otherwise deal in shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any company constituted or private industrial enterprises carrying on business in India or elsewhere and shares, debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any Government, State, Dominion, Sovereign, Public body or authority, Supreme, Municipal local or otherwise whether in India or elsewhere.
28. To act as agents, brokers and trustees and to undertake, perform, sub-contracts, to act through or by means of agents, brokers, sub-contractors or others, to carry on the business of agency and manufacturers' representatives to execute and to carry out agreements and sole agency or other similar agreements and may appoint subagents or distributing agents with relation to business of any type or kind.
29. To provide for the welfare of directors, ex-directors, employees or ex-employees of the Company or its predecessors in business and the wives, widows, and families or the dependents or connections of such persons by building or contributing to, the buildings, quarters, houses or dwellings, or by grants of money, pensions, gratuities, allowances, bonuses, profit sharing, bonuses, benefits, gifts, donations, or any other payments, or by creating and, from time to time,

subscribing or contributing to provident and other funds or schemes, societies, trusts, associations, institutions or conveniences, and by providing, subscribing or contributing towards places of instruction, recreation, hospitals and dispensaries, medical and other attendance and assistance, as the Company shall think fit, or making payments to or towards the insurance of any such persons as aforesaid.

30. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
31. To employ experts to investigate and examine into the conditions, prospects, value, charter and circumstances of any business concerns and undertakings, and of any assets, property or rights.
32. To appoint any directors or managers of any subsidiary company or of any other company in which this Company is or may be deemed to be interested or concerned.
33. To take part in the management, supervision and control of the business or operations of any other company or undertaking, having similar or compatible objects and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts.
34. To draw, make, accept, endorse, discount, execute and issue, negotiate, assign and otherwise deal with cheques, drafts, bills of exchange, promissory notes, hundies, debentures, bonds, bills of lading, railway receipts, warrants and all other negotiable or transferable instruments, and to undertake financial obligations, transactions and operations, of all kinds, which the Company is authorised to undertake or transact, in relation to and in furtherance of the objects of the Company.
35. To enter into partnership or into any arrangements for sharing or pooling of profits, amalgamation, Joint Venture, union of interest, reciprocal concession or co-operation, collaboration, trade agreements, with any person, firm or company, whether in India or elsewhere.
36. To operate branch of a business, which this Company is authorized to carry on, by means or through the agency of any firm or subsidiary or group company or companies and, to do all such acts, deeds or things necessary or required to give effect to such transactions, in the interests of the Company.
37. To insure the property, rights, interests, benefits and profits of the Company with any other company or person, against losses, costs, expenses, damages, risks and liabilities of all kinds which may affect this Company.
38. To institute, conduct, defend or compound any legal proceedings by or against, as the case may be, the Company, its officers or otherwise, concerning the affairs of the Company, and to pay, satisfy or compromise any claims made against the Company or any of its officers, notwithstanding that the claim may not be valid at law.

“RESOLVED FURTHER THAT, the Board of Directors of the company be and are hereby authorised to do all such acts, deeds, and matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority in respect of any matter(s) arising from or incidental to the said amendment.”

ITEM NO: 8 SHIFTING OF REGISTERED OFFICE FROM ONE STATE TO ANOTHER

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 sections 12 and 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and subject to the confirmation by the Central Government (Regional Director, Western Region, Maharashtra), consent of the members of the company be and is hereby accorded to shift the registered office of the Company from 1104, A Wing, Naman Midtown 11th Floor Senapati Bapat Marg, Prabhadevi Mumbai City- 400013 in the State of Maharashtra