

INNOVASSYNTH INVESTMENTS LIMITED

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Op. Housing Society, Khopoli, Raigarh, Maharashtra, India, 410203

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NOTICE

Notice is hereby given to the Shareholders (the "Shareholders" or the "Members") of Innovassynth Investments Limited ("Company") that an Extra-Ordinary General Meeting ("EGM") will be held on September 23, 2024 at 11.00 a.m. through Video Conferencing / Other Audio Visual Means to transact the following special business. The venue of the meeting shall be deemed to be the Registered Office of the Company and the proceedings of the meeting shall be deemed to be made there at, to transact the following special business:

SPECIAL BUSINESS

ITEM NO. 1

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

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

"RESOLVED THAT pursuant to provision of Sections 13, 61 and any other applicable provisions, if any of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and relevant rules framed there under, the consent of the Members of the Company be and is hereby accorded for increasing the existing Authorized Share Capital from INR 25,00,00,000/- (Indian Rupees Twenty-five crores only) divided into 2,50,00,000 (Two crores fifty lakhs) equity shares of INR 10/- (Indian Rupees ten only) to INR 29,00,00,000 (Indian Rupees Twenty-nine crores only) divided into 2,90,00,000 (Two crores ninety lakhs) equity shares of INR 10/- (Indian Rupees ten only) each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company with a power to reclassify, reduce, divide and / or sub-divide the share capital of the Company and attach thereto respectively such preferential, priority, deferred, qualified or special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital, distribution of assets or otherwise, as may be determined in accordance with the laws, rules and regulations from time to time and to vary, modify or abrogate such rights, privileges, conditions or restrictions in such manner as may from time to time be provided by the regulations / resolutions of the Company or are provided for in the Articles of Association of the Company and to consolidate or sub-divide or reorganize shares or issue shares of higher or lower denominations.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby, severally, authorized to do all such acts, deeds, things and matters that may be necessary, desirable and expedient for giving effect to the aforesaid resolution.”

ITEM NO. 2

ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED FURTHER THAT pursuant to Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded for altering the existing Clause V of the Memorandum of Association of the Company by substituting in its place, the following:

“(V) The Authorized Share Capital of the Company is INR 29,00,00,000 (Indian Rupees Twenty-nine crores only) divided into 2,90,00,000 (Two crores ninety lakhs) equity shares of INR 10/- (Indian Rupees ten only) each with the power to increase, consolidate, sub-divide, cancel, original or increased, with or subject to any rights or conditions as regards dividend, repayment of capital or otherwise in accordance with the Company’s regulations and the provisions of the Companies Act 2013 including any amendment thereto or re-enactment thereof and relevant rules framed there under. The Company shall have power to convert fully paid-up shares into stock and to reconvert stock into shares.”

RESOLVED FURTHER THAT any director or the Company Secretary of the Company be and are hereby severally authorized to perform all acts, deeds, things and sign all such documents and make such changes to the Memorandum of Association of the Company as may be necessary to give effect to the aforesaid resolution.”

ITEM NO. 3

ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to Section 14, 61 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder consent of the Members of the Company be and is hereby accorded for altering the existing Clause 4(a) and 4(b) of the Articles of Association of the Company by substituting in its place, the following:

“4. The Authorized Share Capital of the Company is INR 29,00,00,000 (Indian Rupees Twenty-nine crores only) divided into 2,90,00,000 (Two crores ninety lakhs) equity shares of INR 10/- (Indian Rupees ten only) each with the power to increase, consolidate, sub-divide, cancel, original or increased, with or subject to any rights or conditions as regards dividend, repayment of capital or otherwise in accordance with the Company’s regulations and the

provisions of the Companies Act 2013 including any amendment thereto or re-enactment thereof and relevant rules framed there under. The Company shall have power to convert fully paid-up shares into stock and to reconvert stock into shares.”

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to perform all acts, deeds, things and sign all such documents and make such changes to the Articles of Association of the Company as may be necessary to give effect to the aforesaid resolution.”

ITEM NO. 4

ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 (1)(c) and other relevant provisions, if any, of the Companies Act, 2013 (“the Act”), and the relevant rules made thereunder, including, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (each including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company; the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”); the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”); the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover Code) Regulations 2011 (“SEBI Takeover Code”); the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 (“SEBI PIT Regulations”); and such other applicable law, statutes, rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Securities and Exchange Board of India (“SEBI”), BSE Limited, and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the “Appropriate Authorities”) to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”), the consent of the Members be and is hereby accorded to create, offer, issue and allot upto 37,06,250 (Thirty seven lakhs six thousand two hundred and fifty) fully paid-up Equity Shares of the Company, having face value of INR 10/- each (Rupee Ten only) at a Premium of INR 19.39/- (Rupees Nineteen and thirty nine paise only) per share [i.e., Issue Price INR 29.39/- per Share] for consideration other than cash determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, and subsequent amendment thereto, with the terms as set out herein, and in the explanatory statement annexed to this Notice calling EGM, subject to applicable laws and regulations,(i.e., in lieu of the acquisition of shares of Innovassynth Technologies (India) Limited from Chanakya Corporate Services Pvt. Ltd. and Mr. Kalpesh Morbia (“Proposed Allotees”) by way of Preferential Allotment in such manner and on such other terms and conditions, as the Board

may, in its absolute discretion, think fit to the below mentioned Proposed Allottees from the 'Non-Promoter' category as follows:.

Sr. No.	Name of Proposed Allottee	Status	Number of equity shares proposed to be allotted
1	Chanakya Corporate Services Pvt. Ltd.	Non-Promoter	34,06,250
2	Mr. Kalpesh Morbia	Non-Promoter	3,00,000
	Total		37,06,250

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution: a) the equity shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and b) the equity shares to be created, offered, issued and allotted in terms of this resolution, shall rank pari passu in all respects with the existing securities of the Company.

RESOLVED FURTHER THAT, for giving effect to this resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as the Board and their authorised representatives in their absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question including, but not limited to, approving PAS-4 along with application form, approving the issue opening and closing, allotment of the said Equity Shares, authorising payment of necessary applicable stamp duty, filings with Registrar of Companies, return of allotment and to remove any difficulty or doubt that may arise from time to time in relation to the offer, issue, allotment of the said Equity Shares, to prescribe the forms of application, enter into an agreement or other instruments and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission, sanction which may be necessary or desirable, as they may deem fit and to pay fees, remuneration, expenses relating thereto, with power to settle all questions, difficulties that may arise in regard to such issue and allotment as it may in its discretion deem fit in best interest of the Company.

RESOLVED FURTHER THAT the aforesaid issue of equity shares shall be subject to the following terms and conditions apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- a) The equity shares issued to Proposed Allottees is for consideration other than cash i.e, in lieu of the acquisition of shares of Innovassynth Technologies (India) Limited from the Proposed Allotees;
- b) The preferential issue shall not result in a change in control on allotment.
- c) The preferential issue is of more than five percent of the post issue fully diluted share capital of the Company;
- d) The equity shares to be allotted shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;

- e) The equity shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, except to the extent and in the manner permitted thereunder;
- f) Allotment of equity shares shall only be made in dematerialized form within a period of 15(fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission; and
- g) The equity shares after allotment shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/ Committee(s) (if any) of the Board and any authorized Key Managerial personnel by the Board in this behalf, be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s), filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions/difficulties that may arise in the proposed issue, of the said equity shares, including making an offer to the proposed allottee through private placement offer letter, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) (if any) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 5

To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-

enactment thereof for the time being in force), and the rules framed thereunder, the consent of the Members of the Company be and is hereby accorded to the Board of Directors to, inter alia, (a) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches; (b) give any loan to any person(s) or other body corporate(s); and (c) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) as the Board of Directors, in their absolute discretion, deem beneficial and in the interest of the Company, however, that the aggregate of the investments and loans so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time INR 75,00,00,000 (Rupees Seventy Five Crores Only) over and above the limit of sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more.

“**RESOLVED FURTHER THAT** the Board or any Committee (if any) thereof (with further powers to delegate) or Company Secretary is authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, and to settle any question or doubt that may arise in relation thereto.”

**By order of the Board of Directors
For Innovassynth Investments Limited**

Sameer Pakhali
Company Secretary & Compliance Officer
ACS: 55746

August 26, 2024

Registered Office:

Shop No. 17, C-Wing, S. No. 55, C.T.S. No. -1655,
Leena Heritage Co.Op. Housing Society,
Khopoli, Raigarh (MH), Khopoli,
Maharashtra, India - 410203
CIN: L67120MH2008PLC178923
E-mail: secretarial@innovassynthinvestments.in
website: www.innovassynthinvestments.in

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest

being 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of annual general meeting (AGM)/ Extra-Ordinary General Meeting(EGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the Extra-Ordinary General Meeting (“EGM”) through VC/OAVM, without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India (‘SEBI’), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, and October 7, 2023 (‘SEBI Circulars’) and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’). In compliance with the MCA Circulars, the EGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the EGM.

2. 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 the EGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the Members will not be available and hence, Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. A Statement pursuant to Section 102 of the Act in respect of business under item Nos. 1 to 5 of the Notice of the meeting is annexed hereto.
4. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by Securities Exchange Board of India (collectively referred to as “SEBI Circulars”), the Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company’s website www.innovassynthinvestments.in website of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively. The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e., www.evoting.nsdl.com.
5. Participation of Members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
6. Since this EGM is being held pursuant to the aforesaid 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 Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
7. Pursuant to the provisions of Section 113 of the Companies Act, Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to miket@miketsbahuva.com with a copy marked to secretarial@innovassynthinvestments.in and evoting@nsdl.com. Institutional shareholders

(i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, and May 05, 2020, the Company is providing the 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
9. The Board has appointed Mr. Miket Shashikant Bahuva (Membership No. FCS 7651), of Miket S. Bahuva and Co., as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
10. Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 Members on a 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.
11. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the Members at the Registered Office of the Company during business hours on all working days (that is, except Saturday, Sundays and Public Holidays) and will also be made available on the Company's website and will be accessible at link: www.innovassynthinvestments.in
12. **General Instructions for Members are as under:**
 - i. The Company has always encouraged the Members to register their email ID and phone numbers for ease of communication between the Company and the Members. The Members who have not yet registered their email addresses are requested to do so with their Depository Participants (DPs) in case the shares are held by them in electronic form, and with the Registrar & Transfer Agent, M/s Satellite Corporate Services Private Limited in case the shares are held by them in physical form.
 - ii. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

- iii. As per the Listing Regulations, the securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019. Given the above, Members are advised to dematerialize shares held by them in physical form.
- iv. If your address or bank details have changed, the Members who hold their shares in physical form are requested to inform the Company's Registered Office immediately of the change along with their ledger folio number. The Members who hold shares in electronic form are requested to update their DPs.
- v. During the EGM, Members may access the scanned copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon request made to Company Secretary at secretarial@innovassynthinvestments.in.
- vi. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. The Members holding shares in physical form can submit their PAN details to M/s Satellite Corporate Services Pvt Ltd. or Company. The Members holding shares in dematerialized form are requested to submit their PAN details to their DPs with whom they are maintaining their Demat accounts.
- vii. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.innovassynthinvestments.in and on the website of M/s Satellite Corporate Services Pvt Ltd at RTA <https://www.satellitecorporate.com/formproducure.php>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
- viii. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Company available at the weblink: www.innovassynthinvestments.in. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to scs_pl@yahoo.co.in in case the shares are held in physical form.
- ix. Members may kindly note that in accordance with SEBI Master Circular for Online Dispute Resolution dated July 31, 2023 (updated as on December 20, 2023), the Company has registered on the newly launched SMART ODR Portal (Securities

Market Approach for Resolution through Online Disputes Resolution Portal). This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution Institutions for addressing complaints. Members can access the SMART ODR Portal via the following link: <https://smartodr.in/login>. Members may feel free to utilize this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA).

- x. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Monday, September 16, 2024, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the cut-off date, shall treat this Notice as intimation only.
- xi. A person who has acquired shares and has become a member of the Company after the dispatch of the Notice of the EGM but prior to the cut-off date i.e. Monday, September 16, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The remote e-voting period begins on Friday September 20, 2024 at 09.00 a.m. (IST) and ends on Sunday September 22, 2024 at 5.00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the cut-off date i.e. Monday September 16, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday September 16, 2024.
- ii. Voting rights through e-voting cannot be exercised by a proxy.





How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A. Login method for e-Voting for Individual shareholders holding securities in demat mode. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & 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 abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join EGM on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and general meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the general meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to miket@miketsbahuva.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 scs_pl@yahoo.co.in and secretarial@innovassynthinvestments.in.
2. In case shares are held in Demat mode, please provide DPID-CLID (16 digits DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement,

PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to scs_pl@yahoo.co.in and secretarial@innovassynthinvestments.in. If you are Individual shareholders holding securities in Demat mode, you are requested to refer to the login method explained in step 1 (A) i.e., Login method for e-Voting for Individual shareholders holding securities in Demat mode.

3. Alternatively, shareholders/members may send a request to evoting@nsdl.co.in for procuring a user id and password for e-voting by providing above mentioned documents.
4. In terms of the SEBI circular dated December 9, 2020, on the 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 required to update their mobile number and email ID correctly in their Demat account to access the e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@innovassynthinvestments.in. The same will be replied by the company suitably.

Other Instructions:

1. 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 48 hours of conclusion of the EGM, a consolidated Scrutinizer's

Report of the total votes cast in favor or against, if any, shall be submitted to the Chairman or Company Secretary.

2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.innovassynthinvestments.in and on the website of NSDL secretarial@innovassynthinvestments.in immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

**By order of the Board of Directors
For Innovassynth Investments Limited**

Sameer Pakhali
Company Secretary & Compliance Officer
ACS: 55746

Khopoli, August 26, 2024

Registered Office:

Shop No. 17, C-Wing, S. No. 55, C.T.S. No. -1655,
Leena Heritage Co.Op. Housing Society,
Khopoli, Raigarh (MH), Khopoli
CIN: L67120MH2008PLC178923
E-mail: secretarial@innovassynthinvestments.in
website: www.innovassynthinvestments.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE ACT

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

ITEM NO. 1

In order to broad base the Capital Structure and to enable the Company to issue further shares under the proposed preferential issue of equity shares, it is proposed to increase the authorised share capital of the Company from INR 25,00,00,000/- (Indian Rupees twenty-five crores only) divided into 2,50,00,000 (two crores fifty lakhs) equity shares of INR 10/- (Indian Rupees ten only) to INR 29,00,00,000 (Indian Rupees Twenty-nine crores only) divided into 2,90,00,000 (two crores ninety lakhs) equity shares of INR 10/- (Indian Rupees ten only) each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company with a power to reclassify, reduce, divide and / or sub-divide the share capital of the Company and attach thereto respectively such preferential, priority, deferred, qualified or special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital, distribution of assets or otherwise, as may be determined in accordance with the laws, rules and regulations from time to time and to vary, modify or abrogate such rights, privileges, conditions or restrictions in such manner as may from time to time be provided by the regulations / resolutions of the Company or are provided for in the Articles of Association of the Company and to consolidate or sub-divide or reorganize shares or issue shares of higher or lower denominations.

The Board of Directors recommends the above ordinary resolution for your approval. None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

ITEM NO. 2

As a consequence of increase of authorised share capital of the Company, the existing authorised share capital clause in Memorandum of Association of the Company be altered accordingly. The proposed increase of authorised share capital requires the approval of members in general meeting u/s 13 and 61 of the Companies Act, 2013.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

The Board of Directors recommends the above ordinary resolution for your approval. None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

ITEM NO. 3

As a consequence of increase of authorised share capital of the Company, the existing authorised share capital clause in Articles of Association of the Company be altered

accordingly. The proposed increase of authorised share capital requires the approval of members in general meeting u/s 14 of the Companies Act, 2013.

The new set of Articles of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

The Board of Directors recommends the above special resolution for your approval. None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

ITEM NO. 4

In terms of Section 102 of the Companies Act 2013, the following Explanatory Statement sets out all the material facts relating to the Item No. 4 – Issuance of 37,06,250 (Thirty seven lakhs six thousand two hundred and fifty) equity shares through Preferential Allotment. In terms of the Chapter V of SEBI ICDR Regulations the following disclosures are required to be made in the Explanatory Statement to the Notice of the Extraordinary General Meeting:

Particulars of the offer including details of Board Resolution passed:

The Board of Directors (hereinafter called the “**Board**”) at its meeting held on August 23, 2024 has considered acquiring 37,06,250 equity shares (constituting 4.94% of equity share capital) of Innovassynth Technologies (India) Limited from its present shareholders viz. Chanakya Corporate Services Pvt. Ltd. and Mr. Kalpesh Morbia (“**Sellers**”/ “**Proposed Allottees**”) subject to shareholders’ approval. The said acquisition is by way of a swap of shares wherein the Company will issue equity shares to the Sellers, by way of a preferential issue, as consideration towards the Sellers transferring their stake in Innovassynth Technologies (India) Limited to the Company (“**Proposed Acquisition**”).

The **Board** at its meeting held on August 23, 2024, subject to the approval of the members of the Company, by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, has also approved issuance of equity shares in one or more tranches, upto 37,06,250 (Thirty seven lakhs six thousand two hundred and fifty) fully paid-up Equity Shares of the Company, having face value of INR 10/- each (Rupee Ten only) at a Premium of INR 19.39/- per share [i.e., Issue Price INR 29.39/- per Share] for consideration other than cash (i.e., in lieu of the acquisition of shares of Innovassynth Technologies (India) Limited from Chanakya Corporate Services Pvt. Ltd. and Mr. Kalpesh Morbia [“**Proposed Allottees**”]) by way of Preferential Allotment to the Proposed Allottees in compliance with the Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 (“**the Act**”) and Rules made there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (“**SEBI ICDR Regulations**”).

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations and the Act, are set out below:

i. Objects of the preferential issue:

The object of the proposed preferential issue is to fully discharge the Purchase Consideration payable for the Proposed Acquisition.

ii. Maximum number of specified securities to be issued:

This Special Resolution authorizes the Board to issue and allot, by way of Preferential Allotment on a private placement basis, in compliance with SEBI ICDR Regulations, up to an aggregate of 37,06,250 (Thirty seven lakhs six thousand two hundred and fifty) equity shares of a face value of ₹ 10 (Rupees Ten only) each of the Company for consideration other than cash.

iii. Amount which the company intends to raise by way of preferential issue:

Not Applicable, the preferential issue is for a consideration other than cash.

iv. The price or price band at/within which the allotment is proposed

The price of the proposed preferential issue is based on the minimum price determined as per Chapter V of SEBI (ICDR) Regulations and is fixed at INR 29.39/- (including premium of INR 19.39/-) per equity share for a consideration other than cash.

v. Basis on which the price has been arrived at along with report of the registered valuer

The equity shares of the Company are listed and frequently traded on the BSE Limited. Further, the preferential issue is being made for a consideration other than cash (i.e., share swap).

Regulations 163(3), Regulation 164 and Regulation 166A of SEBI ICDR prescribe the mechanism for determining the minimum price at which preferential issue may be made in a case where the preferential issue is being done for a consideration other than cash and where the allotment results in more than 5% being allotted to the proposed allottees.

As per the computation made in accordance with the above regulations by CA Harsh Chandrakant Ruparelia, Registered Valuer – Securities or Financial Assets (IBBI Registration No. IBBI/RV/05/2019/11106 and Membership No. ICMAI RVO/S&FA/00054), the minimum specified price as determined in accordance with SEBI ICDR regulations is INR 29.39/- per equity share and the price at which the preferential issue is being made is INR 29.39/- per equity share which is the minimum specified price per equity share.

vi. Relevant date with reference to which the price has been arrived at

The relevant date for the offer, issue and allotment of equity shares by way of a preferential issue, as per SEBI (ICDR) Regulations for determination of minimum price for the issue of the Equity shares shall be August 23, 2024, being the date 30 (thirty) days prior to the date on which this resolution is deemed to have been passed i.e., the last date specified for receipt of duly completed Postal Ballot Forms / e-voting.

vii. The class or classes of persons to whom the allotment is proposed to be made

The equity shares are proposed to be issued to non-promoters as under:

Sr. No.	Name	Promoter / Non-promoter	PAN
1.	Chanakya Corporate Services Pvt. Ltd.	Non-promoter	AACCC5709K
2.	Mr. Kalpesh Morbia	Non-promoter	AKVPM2506J

viii. Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer;

None of the Promoters / PAC / Directors / Key Managerial Personnel or Senior Management of the Company shall be subscribing to the preferential issue.

ix. Time frame within which the preferential issue shall be completed

In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential allotment of equity shares to Proposed Allottees pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolution.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

x. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them

Sr. No.	Name of the Proposed Allottee	Category	Ultimate Beneficial Owner	Pre issue shareholding		Number of equity shares to be issued	Post Issue capital	% of holding
				No. of shares	% of holding			
1	Chanakya Corporate Services Ltd.	Public	Mr. Utpal Sheth – 50% Ms. Nipa Sheth – 50%	Nil	Nil	34,06,250	34,06,250	12.17
2	Mr. Kalpesh Morbia	Public	Not Applicable	Nil	Nil	3,00,000	3,00,000	1.07

xi. The change in control, if any, in the company that would occur consequent to the preferential offer

Consequent to the issue of equity shares, there shall not be any change in control or change in management of the Company. The preferential issue shall not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

xii. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any other issue or allotment of securities on preferential basis during the year.

xiii. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

It is proposed to acquire 37,06,250 equity shares (constituting 4.94% of equity share capital) of Innovassynth Technologies (India) Limited from its present shareholders viz. Chanakya Corporate Services Pvt. Ltd. and Mr. Kalpesh Morbia (“Sellers” / “Proposed Allottees”) subject to shareholders’ approval. The said acquisition is by way of a swap of shares wherein the Company will issue equity shares to the Sellers, by way of a preferential issue, as consideration towards the Sellers transferring their stake in Innovassynth Technologies (India) Limited to the Company (“Proposed Acquisition”).

Valuation report of the registered valuer has been obtained in line with Regulation 163(3), Regulation 164 and Regulation 166A of SEBI ICDR (attached as Annexure A)

xiv. Shareholding pattern of the issue before and after the preferential issue;

Serial number	Category	Pre-issue		Post-issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters’ holding				
1	Indian				
	Individual				
	Bodies Corporate	88,03,738	36.26	88,03,738	31.46
	Sub-total	88,03,738	36.26	88,03,738	31.46
2	Foreign promoters				
	Sub-total (A)	88,03,738	36.26	88,03,738	31.46
B	Non-promoters’ holding				
1	Institutional Investors	9,01,403	3.71	9,01,403	3.22
2	Non-institutional Investors				

	Private corporate bodies	4,78,148	1.97	38,84,398	13.88
	Director and relatives				
	Indian public	1,19,02,971	49.03	12202971	43.61
	Others [including Non-Resident Indians (NRIs)]	21,91,775	9.03	21,91,775	7.83
	Sub-total (B)	1,54,74,297	63.74	1,91,80,547	68.54
	Grand Total (A+B)	2,42,78,035	100	2,79,84,285	100

xv. Lock in Requirement

The equity shares allotted pursuant to the preferential issue shall be subject to lock-in for such period as specified under the provisions of relevant Regulation(s) of SEBI (ICDR) Regulations.

There are no pre-preferential holdings of the proposed allottees and therefore, the question of the same being locked in as per the requirement of lock in of pre preferential holding under Regulation 167(6) of the SEBI (ICDR) Regulations does not arise.

xvi. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees

The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees is as mentioned in point (x).

xvii. Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

xviii. Dues toward SEBI, Stock Exchange(s) or Depositories

There are no outstanding dues of the Company payable towards SEBI, Stock Exchange or Depositories.

xix. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower

Neither the Company nor its Promoters or Directors have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Promoters or Directors are a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

xx. Certificate of Practicing Company Secretary

A certificate from M/s Sushil Talathi & Associates, Practicing Company Secretaries, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations. The copy of the certificate shall be placed in the meeting and Company's website at www.innovassynthinvestments.in.

xxi. Valuation report from a Registered valuer :

CA Harsh Chandrakant Ruparelia, Registered Valuer Securities or Financial Assets, (IBBI Registration No. IBBI/RV/05/2019/11106 and Membership No. ICAI RVO/S&FA/00054) has issued the valuation report for the issue.

The copy of the report has been uploaded on the Company's website, link for which is www.innovassynthinvestments.in

xxii. Undertakings

1. The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations.
2. As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable.
3. None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India and as defined under the SEBI ICDR Regulations.
4. None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
5. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended and circulars and notifications issued by SEBI thereunder;

xxiii. Inspection:

The following documents will be available for inspection by the Members of the Company at its registered office at Shop No. 17, C-Wing, S. No. 55, C.T.S. No. -1655, Leena Heritage Co.Op. Housing Society, Khopoli, Raigarh (MH), Khopoli, Maharashtra, India – 410203:

- a) Copy of Valuation Report dated August 23, 2024, issued by CA Harsh Chandrakant Ruparelia;

- b) Copy of certificate from M/s Sushil Talathi & Associates, Practicing Company Secretaries, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations

Other disclosures:

The Board of Directors shall, simultaneously with the resolution for preferential allotment, also approved merger of Innovassynth Technologies (India) Limited ('the Transferor Company') into the Company ('the Transferee Company') and adopt the Scheme of Merger by Absorption between the Transferor Company, the Transferee Company and its shareholders.

The proposed merger by absorption and vesting of the Transferor Company with the Transferee Company, is in the interest of the members, creditors, stakeholders and employees, as it would enable a focused business approach for the maximization of benefits to all stakeholders and for the purposes of synergies of business.

Upon the Scheme of Merger by Absorption coming into effect, the Transferee Company shall without any further act or deed, issue and allot to the Shareholders of the Transferor Company, Equity Shares in the Transferee Company, on a date to be fixed by the Board of Directors of the Transferee Company in accordance with the swap ratio determined basis the valuation report obtained from independent valuers in accordance with all Applicable Laws. The terms and conditions of the Merger by Absorption will be set out in full detail in the Scheme of Merger by Absorption.

The Scheme of merger and all relevant documents shall be uploaded on the website of the Company and stock exchange as per the applicable disclosure norms.

Accordingly, the Board recommends the proposed resolution set out at Item No. 4 for the approval of members by way of special resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their directorship and shareholding in the Company.

ITEM NO. 5

To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

It was thought expedient by the Board that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, the said

limits specified under Section 186 be increased to INR 75,00,00,000 (Rupees Seventy-Five Crores Only) with the approval of shareholders.

The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher. It is proposed that the investment activities of the Company shall be carried on in accordance with the Investment Policy of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of resolution.

The Board of Directors of you Company recommends the same to the shareholders for passing of Special Resolution.

**By order of the Board of Directors
For Innovassynth Investments Limited**

Sameer Pakhali
Company Secretary & Compliance Officer
ACS: 55746

August 26, 2024

Registered Office:

Shop No. 17, C-Wing, S. No. 55, C.T.S. No. -1655,
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