

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018 including any amendment/ modification thereof)

To,

The Board of Directors of

Innovassynth Investments Limited

Shop No 17, C Wing, S No 55 CTS No 1655

Leena Heritage Co Op Hsg, Khopoli, Raigarh, 410203

Subject: Certificate of Practicing Company Secretary in respect of Compliance of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations') for issue and allotment of 37,06,250 equity shares (Thirty Seven Lakhs Six Thousand Two Hundred and Fifty) of the face value INR 10/- each (Rupees Ten) at an issue price of INR 29.39 (Indian Rupees Twenty Nine and Thirty Nine paise) on preferential basis under Regulations 28(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

We, Sushil Talathi & Associates, Practicing Company Secretaries (having Certificate of Practice No. 9781 and Peer Review No. 2712/2022) have been engaged vide Letter dated August 20, 2024 by Innovassynth Investments Limited (hereinafter referred to as 'Company'), having CIN: L67120MH2008PLC178923 and Registered Office at Shop No.17, C-Wing, S.No-55, CT.S.No.-1655, Leena Heritage Co Op. Housing Society, Khopoli, Raigarh(MH), Khopoli, Maharashtra, India, 410203 to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of Securities and Exchange Board of India (Issue of Capital

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and Disclosure Requirements), Regulations, 2018 as amended from time to time (hereinafter referred to as "Regulations") and the Companies Act 2013 (hereinafter referred to as "Act") and rules framed thereunder. In accordance with the Regulations, the Company has proposed issue of 37,06,250 Equity Shares of face value of Rs. 10 each, on a preferential basis with an issue price of Rs. 29.39/- (Rupees Twenty-Nine and Thirty-Nine paise only) each ('Proposed Preferential Issue'). The Proposed Preferential Issue is approved at the meeting of the Board of Directors of the Company held on August 23, 2024.

As per the requirements of Regulation 163(2) of SEBI ICDR Regulations, this certificate shall be placed before the general meeting of the shareholders of the Company considering the proposed preferential issue. Since the resolution is being proposed to be passed through extra ordinary general meeting exercise, this certificate shall be open for inspection at the registered office of the Company during business hours on all working days, except of Saturday/Sunday and other public holidays, between 11.00 A.M to 3.00 P.M and shall also be available on website of the Company at link specified in the notice of extra ordinary general meeting.

Managements' Responsibility

The compliance with the relevant provision of SEBI ICDR Regulations and Act for the proposed preferential issue of the equity shares and preparation of Notice of general meeting of the members, including content is the responsibility of the management of the Company.

The responsibility includes the design, implementation, maintenance of and adherence to the internal controls relevant to the preparation and maintenance of the relevant records and providing all relevant information. Also, this responsibility includes ensuring that the relevant records provided to me for my examination are correct and complete.

The management is also responsible for providing all relevant information to Securities Exchange Board of India (SEBI) and/or stock exchange (s).

The management of the Company has also obtained a pricing certificate from the undersigned in terms of Regulation 164 (1) of the SEBI ICDR Regulations.



Practicing Company Secretary's Responsibility

Pursuant to the requirements of Regulation 163(2) of Chapter V of SEBI (ICDR) Regulations, as amended, it is my responsibility to provide limited assurance that the proposed preferential issue of equity shares to the proposed allottees mentioned below, are being made in accordance with the requirements of "Chapter V Preferential Issue" of the SEBI (ICDR) Regulations to the extent applicable thereunder.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the Management of the Company and its officers, as required under the aforesaid Regulations, we have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue, and more specifically, the following documents have been reviewed:

- I. Memorandum of Association and Articles of Association of the Company;
- II. The Present Share Capital structure including the details of the Authorised, Subscribed, Issued and Paid-up Share Capital of the Company along with the shareholding pattern;
- III. Resolutions passed at the meeting of the Board of Directors;
- IV. List of Proposed Allottee(s);

Sr No	Name of Proposed Allottee	Category	Type of Securities	No of Equity Shares
1	Chanakya Corporate Services Private Limited	Non-Promoter	Equity	3406250
2	Kalpesh Morbia	Non-Promoter	Equity	300000

- V. Noted the relevant date in accordance with Regulation 161 of the Regulations. The relevant date for the purpose of said issue price is August 23, 2024;
- VI. The statutory registers of the Company & List of shareholders of the Company issued by Registrar and Transfer Agent (RTA) to note that the equity shares are fully paid up;



- VII. We certify that none of the proposed allottee(s), Promoter and promoter group has/have sold equity shares of the Company during 90 trading days preceding relevant date.;
- VIII. Verified that the Company has obtained Permanent Account Number of the proposed allottee;
- IX. Verified the draft Notice of Extra Ordinary General Meeting along with Explanatory Statement inter alia seeking approval of the shareholders of the Company for the preferential issue of above said equity shares:
- a. to verify the disclosures in Explanatory Statement as required under Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Regulations.
 - b. to verify the lock-in period as required under Regulation 167 of the Regulations.
 - c. to verify the terms for payment of consideration and allotment as required under Regulation 169 of the Regulations.
- X. Computation of Issue Price of the Equity Shares to be allotted in preferential issue in accordance with Regulations. The issue price for the proposed preferential issue of the Company based on the pricing formula prescribed under these Regulations has been worked out at INR 29.39/- per equity share;
- XI. Valuation Report of the Independent Registered Valuer for determining the price of the issue, which may result in change in control or allotment of more than five percent of the post issue fully diluted share capital;
- XII. Valuation Report of the Independent Registered Valuer for issuance of securities for consideration other than cash as per Regulation 163(3) of SEBI ICDR Regulations;
- XIII. Verified the relevant statutory records of the company to confirm that:
- a. it has no outstanding dues to the SEBI, the stock exchanges or the Depositories,
 - b. it is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.



Conclusion

Based on examination, as above and the information, explanations and written representation provided to us by the management and employees of the Company as well as proposed allottee (s), I hereby state that proposed preferential issue of equity shares is being made in accordance with the requirements of SEBI ICDR Regulation to the extent applicable and applicable provision of the Act and rules framed thereunder.

Restriction to Use

This Certificate is issued solely for the information and use of the Board of Directors of the Company in connection with the proposed preferential issue of shares and listing thereof and should not be used by any person or for any other purpose. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hand it may come without my prior consent in writing.

For SUSHIL TALATHI & ASSOCIATES

Practicing Company Secretary



Sushil Talathi

Proprietor

Membership No. F8506

PR No: 2712/2022

C.P.No. 9781



Place: Mumbai

Date: August 26, 2024

UDIN: F008506F001044079