

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the **7th ANNUAL GENERAL MEETING of the Members of INNOVASSYNTH INVESTMENTS LIMITED** will be held at Old Mumbai - Pune Road, Khopoli - 410203, Dist. Raigad, Maharashtra on Thursday, the 25th day of September, 2014 at 11.00 a.m. to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at and Profit & Loss Accounts for the year ended 31st March 2014 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. S.B. Ghia, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Dr. B. Sahu, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modification, the following resolution as a ordinary Resolution

RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, as amended from time to time, Mr. K. Ramasubramanian (holding DIN 01623890), Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a term of four consecutive years i.e. from the date of the 7th Annual General Meeting (2014) till the date of the 11th Annual General Meeting of the Company (2018) [both dates inclusive].

6. To consider and if thought fit, to pass, with or without modification, the following resolution as a ordinary Resolution

RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, as amended from time to time, Mrs. Rashmi Uday Singh (holding DIN 00089445), Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years i.e. from the date of the 7th Annual General Meeting (2014) till the date of the 12th Annual General Meeting of the Company (2019) [both dates inclusive].

Date : 13th August, 2014

Regd. Office :

Old Mumbai, Pune Road,
Khopoli - 410203, Dist. Raigad, Maharashtra

INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT :

As required under the Listing Agreement, the particulars of Directors, who are proposed to be appointed / reappointed are given below :

1. Name	Mr. S.B. Ghia
Age	66 years
Qualification	B.Sc. (Chemistry), MBA.
Expertise	Business Management

Directorship on the Board and Chairmanship / Membership in Committees :

Innovassynth Investments Limited-(Chairman And Managing Director), Futura Polyesters Limited(Chairman & Managing Director, Member of Investors Grievance Committee, Chairman of Transfer Sub-Committee, Common Seal Committee),Sonata Software Limited(Director, Member of Remuneration Committee and Audit Committee, Chairman of Investors Grievance Committee.) Alkyl Amines Chemicals Limited(Director, Member of Audit Sub Committee and Investors Grievance Committee, Chairman of Remuneration Committee),AVT Natural Products Ltd.(Director, Member of Audit Committee and Remuneration Committee), Innovassynth Technologies (I) Limited (Chairman & Chairman of Audit Committee.) FPL Property Developers Pvt. Ltd.(Director), Bhupati Investments & Finance Pvt. Ltd.(Member).

2. Name	Dr. B. Sahu
Age	63 Years
Qualification	M.A.,PMIR,Ph.D
Expertise	Business Administration

Directorship on the Board and Chairmanship / Membership in Committees :

Innovassynth Investments Ltd. (Director, Member Investors Grievance Committee)

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
2. Proxies should be lodged at the Company's Registered office atleast 48 hours before the commencement of the meeting.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday 19th September, 2014 to Monday 25th September, 2014 (both days inclusive).

By the order of the Board
S.B. Chatterjee
(Director and Company Secretary)

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS AND REASONS CONCERNING THE BUSINESS AS MENTIONED IN NOTICE DATED 13th AUGUST, 2014 CONVENING 7TH ANNUAL GENERAL MEETING.

Item No. 5 & 6

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. K.Ramasubramanian and Mrs. Rashmi Uday Singh as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Companies Act, 2013 which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nomination Committee has recommended the appointment of Mr. K. Ramasubramanian as Independent Director from 29th May, 2014 to 29th September, 2018 and Mrs. Rashmi Uday Singh as Independent Director from 29th May, 2014 to 29th September, 2019.

Mr. K.Ramasubramanian and Mrs. Rashmi Uday Singh, the non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act, In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

A Brief Profile of the Independent Directors to be appointed is given below :

Mr. K. Ramasubramanian, is 73 years old and is a resident of India. He holds a Master's Degree in Science from University of Kerala, a Post Graduate Diploma in Management and Diploma in Computer Science. He joined Reserve Bank of India in 1967 as a probationary officer and served in various capacities, and retired as General Manager - Foreign Exchange Department of Reserve Bank of India in 2002.

Mrs. Rashmi Uday Singh is 59 years old and a qualified lawyer and Masters in Business Management. Mrs. Rashmi Uday Singh worked for 15 years with the Indian Revenue Service and resigned as Commissioner of Income Tax in 1990. She was on the board of Barista and advised it on its growth path for several years before voluntarily resigning. She is the Director of her own company. World Gourmand award winning author of 34 Books, TV host, Rashmi represents India in several international forums. She presides as jury chairperson of several international academies. She has won several national and international awards and most recently addressed Columbia Business School in NYC in the "Inspiring India" series with Montek Singh Aluwalia.

GENERAL INFORMATION

- 1 Nature of Industry : Investment Company
- 2 Date or expected date of commencement of commercial production : Not Applicable
- 3 In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not Applicable
- 4 Financial performance based on given indicators :

	Rs. In Lacs
Turnover	00.00
Profit before Tax	(17.47)
Profit after Tax	(17.47)
Reserves	(67.75)

- 5 Foreign investment or collaboration if any : Nil

The Company's Memorandum and Articles of association are open for inspection at the Company's Registered Office on any working day during the business hours.

Regd. Address :
Old Mumbai- Pune Road,
Khopoli-410203, Dist. Raigad, Maharashtra

By Order of the Board of Directors,

S.B. Chatterjee
(Director and Company Secretary)

PROXY FORM

INNOVASSYNTH INVESTMENTS LIMITED

Registered Office : Old Mumbai-Pune Road, Dist. Raigad, Khopoli - 410203, Maharashtra

I/We _____ of _____ Member/Members of Innovassynth Investments Limited, holding shares in Folio No./ Client ID _____ hereby appoint _____ of _____ or failing him/her _____ of _____ or failing him/her _____ of _____ as my/our Proxy to attend and vote for me/us and on my/our behalf at the 7th Annual General Meeting of the Company to be held on Thursday, the 25th day of September, 2014 and at any adjournment thereof in respect of such resolutions as mentioned below :

Sr. No.	Resolution	Optional	
		For	Against
	Ordinary Business		
1	To receive, consider and adopt the audited Balance Sheet as at and Profit & Loss Accounts for the year ended 31st March, 2014 and the Reports of the Directors and Auditors thereon		
2	To appoint Mr. S.B. Ghia , Director who retires by rotation in the ensuing Annual General Meeting		
3	To appoint Dr. B. Sahu, Director who retires by rotation in the ensuing Annual General Meeting		
4	To appoint Auditors and fix their remuneration		
	Special Business		
5	To appoint Mr. K. Ramasubramanian as an Independent Director of the Company		
6	To appoint Mrs.. Rashmi Uday Singh as an Independent Director of the Company		

Signed this _____ day of September, 2014

Signature _____

NOTE :

1. The proxy form must be deposited at the registered office of the company at Old Mumbai - Pune Road, Khopoli - 410203, Dist. Raigad, Maharashtra not less than forty-eight hours before the commencement of the meeting.
2. It is optional to put the 'X' in the appropriate column against the resolutions indicated in the Box. If you leave blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Affix Revenue Stamp
