

**INNOVASSYNTH  
INVESTMENTS  
LIMITED**

**10<sup>th</sup> Annual Report 2016-2017**

**Board of Directors:**

Mr. S.B. Ghia,	Chairman & Managing Director
Mr. K.Ramasubramanian,	Independent Director
Dr. B. Sahu,	Director
Ms. Rashmi Uday Singh,	Independent Director

**Audit Committee:**

Mr. K.Ramasubramanian,	Chairman
Ms. Rashmi Uday Singh,	Member
Dr. B. Sahu,	Member

**Nomination and remuneration committee:**

Ms. Rashmi Uday Singh,	Chairperson
Mr. K.Ramasubramanian,	Member
Dr. B. Sahu,	Member

**Stakeholders Relationship Committee:**

Ms. Rashmi Uday Singh,	Chairperson
Mr. K.Ramasubramanian,	Member
Dr. B. Sahu,	Member

**Risk Management Committee:**

Mr. K.Ramasubramanian,	Chairman
Mr. S.B. Ghia,	Member
Dr. B. Sahu,	Member

**Company Secretary & Chief Financial Officer:**

Mr. Ratnesh Kumar Pandey

**Statutory Auditors:**

M/s. N. M. Raiji & Co.

**Secretarial Auditors:**

M/s. Sushil Talathi & Associates

**Internal Auditors:**

M/s. Ganesh Bhoir & Associates

**Bankers:**

Axis Bank Ltd. & HDFC Bank Ltd

**Registered Office:**

Flat No. C-2/3, KMC No. 91, Innovassynth Colony,  
Khopoli – 410203  
Telephone: (02192) 260100/260224 Fax: 2192 263268  
E-mail I.D.: [secretarial@innovassynthinvestments.in](mailto:secretarial@innovassynthinvestments.in)  
Website: <http://www.innovassynthinvestments.in>

**Registrar and Share Transfer Agents:**

Satellite Corporate Services Pvt. Ltd.  
301, Sony Apartments Opp. St. Jude High School  
Off. Andheri-Kurla Road, Jarimari, Mumbai- 400 072.  
Phone: (022) 28520461, 28520462 Fax: 28511809  
E-mail I.D.: [service@satellitecorporate.com](mailto:service@satellitecorporate.com)

**Request to the Shareholders**

Members desirous of seeking any further information about the accounts and/or operations of the Company are requested to address their queries to the Secretary of the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting. Members are requested to bring this copy of the Annual Report to the meeting.

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**Innovassynth Investments Limited**

**Registered Office: Flat No. C-2/3, KMC No. 91, Innovassynth Colony, Khopoli – 410203,**

CIN: L67120MH2008PLC178923

Telephone: (02192) 260100/260224, Website: www.innovassynthinvestments.in

**NOTICE**

NOTICE is hereby given that the 10<sup>th</sup> Annual General Meeting of the Members of Innovassynth Investments Limited will be held on Friday, September 29, 2017 at 11.00 a.m. at Innovassynth Colony, Khopoli – 410203, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Dr. B. Sahu, who retires by rotation and being eligible, offer himself for reappointment.
3. To appoint of M/s. MSKA & Associates, Chartered Accountants, (Firm Registration No. 105047W), as Statutory Auditors of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, M/s. MSKA & Associates, Chartered Accountants, (Firm Registration No. 105047W) be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the fourteenth (14<sup>th</sup>) AGM to be held in 2021 (subject to ratification of their appointment at every AGM), at such remuneration plus applicable tax, out of pocket and travelling expenses, incurred in connection with the audit, as may be determined by the Audit Committee in consultation with the Auditors.”

**SPECIAL BUSINESS:**

**4. APPROVAL FOR INTER CORPORATE DEPOSIT (ICD):**

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

**“RESOLVED THAT** pursuant to provisions of Regulation 23 of the SEBI (LODR) Regulations, 2015 or any other applicable act, regulations etc. (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and are hereby accorded for taking Inter Corporate Deposit not exceeding ₹ 1,00,00,000 (Rupees One Crore) from Innovassynth Technologies (India) Limited.

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

**5. APPROVAL FOR LEASE AGREEMENT:**

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

**“RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Regulation 23 of the SEBI (LODR) Regulations, 2015 or any other applicable act, regulations etc. (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and are hereby accorded for taking on lease the premises for office use from Innovassynth Technologies (India) Limited.

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

**NOTES:****1. A Member entitled to attend and vote at the meeting is entitled to appoint one or More Proxies and vote instead of himself and Proxy or Proxies so appointed need not be a member or members of the Company.**

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.

2. The Register of members and share transfer books of the company will remain closed from September 15, 2017 to September 18, 2017 (both days inclusive).
3. Members are requested to notify immediately any change in their address / change in bank details to the Company's registered office, quoting their ledger folio number. In respect of shares held in electronic form, instructions regarding change in address/change in bank details may be furnished to their respective depository participants only.
4. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). To support this green initiative, the shareholders holding shares both in physical/demat form are requested to register/update their e-Mail addresses with the Company/depository participants. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
5. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
6. As per the provisions of the Companies Act, facility for making nominations is available to individuals holding shares in the Company. The prescribed nomination form can be obtained from the Company. As on this date, there are large numbers of shareholders who are yet to opt for the nomination facility. Shareholders, and in particular those holding shares in single name, are requested to avail of the above facility by furnishing to the Company, the particulars of their nomination. Members holding shares in electronic form may forward nomination form duly filled in to their respective depository participants only.
7. All the documents referred to in the accompanying Notice shall be open for inspection at the registered office of the Company during the normal business hours (10.00 am to 5.00 pm) on all working days except Sunday up to and including the date of the Annual General Meeting of the company.
8. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Satellite Corporate Services Pvt. Ltd. /Company.
9. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
10. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on September 23, 2017, are entitled to vote on the Resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on September 26, 2017 and will end at 5.00 p.m. on September 28, 2017. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

**The instructions for shareholders voting electronically are as under:**

- a)** The voting period begins on September 26, 2017 at 9.00 a.m. and ends on September 28, 2017 at 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b)** The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- c)** Click on Shareholders / Members
- d)** Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e)** Next enter the Image Verification as displayed and Click on Login.
- f)** If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- g)** If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

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

- i)** Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j)** For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k)** Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- l)** On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m)** Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n)** After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- o)** Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p)** You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- q)** If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r)** Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- s)** Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- t)** In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**11. Details of the Director seeking Re-appointment in the forthcoming Annual General Meeting in pursuance of SEBI (LODR) Regulations, 2015:**

As required under the SEBI (LODR) Regulations, 2015, the particulars of Directors, who are proposed to be appointed / reappointed, are as given below:

Name	Dr. B. Sahu
Date of Appointment	15/02/2008
Age	66 Years
Qualification	Doctorate in Management
Expertise in specific functional areas	He has more than 3 decades of experience in business management and administration in various leading companies in India like TATAs, Indian Oil, Ashok Leyland etc. He has been also associated with leading management Institutes in India as a faculty member.  Currently he is serving as a Chief Executive Officer of Innovassynth Technologies (India) Limited.
Directorships held in other companies	Nil
Membership(s)/ Chairmanship (s) of Board Committees in other Companies (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil
Number of shares held in the Company	10

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

**Ratnesh K. Pandey**  
Company Secretary  
ACS: 33772

**Mumbai, August 13, 2017**



**Explanatory statement pursuant to section 102(1) of the Companies Act, 2013:**

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying Notice:

**Item No. 4:**

As per regulations 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 any material transaction entered into between related parties to be approved by members. Innovassynth Technologies (India) Limited being an associate company is related party of the Company.

Company has already taken around ₹ 36,67,000 up to July, 24, 2017 as Inter Corporate deposit from Innovassynth Technologies (India) Limited to meet the operating expenses of the Company. Company may in future also require ICD to meet operating expenses.

The particulars of transactions are given as under:

<b>Sr. No.</b>	<b>Nature of transactions as per Regulation 23 of SEBI (Listing Obligations &amp; Disclosure Requirements) Regulations, 2015</b>	<b>Name of director/KMP who is a related and nature of relationship</b>	<b>Name of related party</b>	<b>Amount</b>
1	Inter Corporate Deposit received from Innovassynth Technologies (India) Limited	Mr. S.B. Ghia and Mr. K. Ramasubramanian	Innovassynth Technologies (India) Limited	ICD of ₹ 1,00,00,000 out of that ₹ 36,67,000 already received up to July 24,2017 .

None of promoter, directors, Key Managerial Personnel or their relatives, either directly or indirectly are any way concerned or interested in the above resolution except Mr. S.B. Ghia and Mr. K. Ramasubramanian.

**Item No. 5:**

Members of the company requested to note that Section 188(1) of the Companies act, 2013 read with relevant Rules made thereunder and pursuant to Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 requires any material transaction entered into between related parties for leasing of any kind of property to be approved by members. Innovassynth Technologies (India) Limited being an associate company is related party of the Company.

The third proviso to section 188(1) of the Companies Act, 2013 section 188(1) shall not apply to any transaction entered into by the company in its ordinary course of business and at arm’s length basis.

Accordingly, even though the proposed transaction of leasing is to be entered with ITIL on an arm’s length basis, since this transaction could be construed as being outside the ordinary course of business, the approval of members of the Company under section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is being sought.

The particulars of transaction which is proposed to be entered into by the Company are provided in brief, herein below:

<b>Sr. No.</b>	<b>Nature of transactions as per section 188 of the Companies Act, 2013</b>	<b>Name of director/KMP who is a related and nature of relationship</b>	<b>Name of related party</b>	<b>Amount</b>
1	The contract envisages taking on lease the premises for office use.	Mr. S.B. Ghia and Mr. K. Ramasubramanian	Innovassynth Technologies (India) Limited	Rent of ₹ 3,000 per month and Interest free Security deposit of ₹ 5,000.

None of promoter, directors, Key Managerial Personnel or their relatives, either directly or indirectly are any way concerned or interested in the above resolution except Mr. S.B. Ghia and Mr. K. Ramasubramanian.

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

**Ratnesh K. Pandey**  
 Company Secretary  
 ACS: 33772

Mumbai, 13<sup>th</sup> August, 2017

**DIRECTOR'S REPORT**

To,  
The Members,

Your Directors have pleasure in presenting the 10<sup>th</sup> Annual Report of the Company with the Audited Balance Sheet as at 31<sup>st</sup> March, 2017 and the Profit & Loss Accounts for the year ended 31<sup>st</sup> March, 2017.

**1. FINANCIAL RESULT:**

The Company has posted a net loss of ₹ 34,20,990 /- as against the net loss of ₹ 31,82,221/- during the last year and the same amount is carried forward to the Balance Sheet. Except the holding of equity shares in Innovassynth Technologies (India) Limited, the Company has not carried out any other business activity.

**2. DIVIDEND:**

In view of the accumulated losses, Directors do not recommend any dividend for the year ended 31<sup>st</sup> March 2017.

**3. PERFORMANCE REVIEW:**

The Company's turnover including service income for 2016-17 was Nil as compared with Nil during the previous year. The year has resulted in a net loss after tax of ₹ 34,20,990 /- compared with ₹ 31,82,221/- during the last year.

**4. SHARE CAPITAL:**

There was no change in the Company's share capital during the year under review. The paid up equity share capital as on 31<sup>st</sup> March, 2017 was ₹ 24,27,80,350.

**5. MANAGEMENT DISCUSSION AND ANALYSIS:**

A detailed report on Management Discussion and Analysis (MDA) Report is included in this Report as "**Annexure A**".

**6. DISCLOSURES UNDER THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER:****A. EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in form MGT 9 as required under section 92 of the Companies Act, 2013 is included in this Report as "**Annexure B**".

**B. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS AND ITS COMMITTEES:**

During the year four Board Meetings, four Audit Committee Meetings, one Nomination and Remuneration Committee Meetings, one Risk Management Committee Meeting, one Stakeholder Relationship Committee Meeting and one Independent Directors Meeting were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

**C. COMPOSITION OF AUDIT COMMITTEE:**

The composition of the Audit Committee is provided in Corporate Governance Report and forms a part of this Annual Report. There have been no instances of non acceptance of any recommendations of the Audit Committee by the Board during the financial year under review.

**D. RELATED PARTY TRANSACTIONS:**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. All Related Party Transactions are placed before the Audit Committee as also the Board of Directors for approval. Particulars are being provided in Form AOC – 2 is enclosed as "**Annexure C**".

**E. CORPORATE GOVERNANCE:**

Your company has complied with the various requirements of the Corporate Governance Code under the provisions of the Companies Act, 2013 and as stipulated under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

A detailed report on Corporate Governance forms part of this Annual Report.

**F. RISK MANAGEMENT:**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

**G. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

In accordance with the provisions of section 152 of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Dr. B. Sahu, retire by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for re-appointment.

**H. A STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS:**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and as per SEBI (LODR) Regulations, 2015.

**I. BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Board of Directors has carried out an annual performance evaluation of its own performance and that of the Directors and Committees.

During the year, the Evaluation cycle was completed by the Company internally which included the evaluation of the Board as a whole, Board Committees and Directors. The Evaluation process focused on various aspects of the Board and Committees functioning such as composition of the Board and Committees, experience, performance of duties and governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors on parameters such as contribution, independent judgement and guidance and support provided to the management.

The results of the evaluation were shared with the Board, Chairman of respective Committees and individual Directors.

**J. REMUNERATION POLICY**

The Board of Directors on the recommendation of the Nomination & Remuneration Committee has framed a Policy for Directors, Key Managerial Personnel and other Senior Managerial Personnel of the Company, in accordance with the requirements of the provisions of Section 178 of the Companies Act, 2013 and SEBI(LODR)Regulations, 2015. The policy attached to this report as “**Annexure D**”.

**K. AUDITORS:****a. Statutory Auditor’s:**

The Company’s Statutory Auditor M/s. N. M. Raiji & Company having ICAI Registration No. 108296W retire at the ensuing Annual General Meeting.

The Board, based on recommendation of the Audit Committee, proposes the appointment of M/s. MSKA & Associates, Chartered Accountants, (Firm Registration No. 105047W) as the Statutory Auditor of the Company at the ensuing Annual General Meeting. M/s. MSKA & Associates, Chartered Accountants, have confirmed their eligibility and willingness to accept office, if appointed by the members of your company.

Your directors proposes appointment of M/s. MSKA & Associates, Chartered Accountants, as the Statutory Auditors of your company.

**b. Secretarial Auditor:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Sushil Talathi & Associates, Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is included as “**Annexure E**”.

With reference to the observation in the Auditor’s Certificate on Corporate Governance, Board has noted the same.

**L. DISCLOSURE UNDER SCHEDULE V(F) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

Your Company does not have any unclaimed shares issued in physical form pursuant to Public issue/Right issue except dues to fractional shareholders of ₹ 86,101/-.

**M. SUBSIDIARY AND ASSOCIATE COMPANIES:**

The Company has one associate company namely M/s. Innovassynth Technologies (India) Limited in which Company holds 31.79% stake. There has been no material change in the nature of the business of the associate company.

**N. DEPOSITS:**

During the period under review, the Company had not accepted any fixed deposits with the meaning of Section 73 to 76 of the Companies Act, 2013.

**O. LOANS, GUARANTEES OR INVESTMENTS:**

The Company has not given any loan to or provided any guarantee or security in favour of other parties. The Company has also not made any investment of its fund with any other party.

**P. MATERIAL CHANGES AND COMMITMENTS BETWEEN THE DATE OF THE BALANCE SHEET AND THE DATE OF REPORT:**

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of the report.

**Q. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:**

There are no any significant and material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

**R. ENERGY CONSERVATION, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The Company has no particulars to report regarding conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134(3)(m) of the Companies Act, 2013, read with Rules thereunder.

**S. STATEMENT PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

There are no employees drawing remuneration in excess of the limits set out under section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in the Annual Report as **Annexure "F"** which forms a part of this Report.

**T. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarise with the Company's procedures and practices.

**U. INTERNAL FINANCIAL CONTROLS:**

The Company has put in place an adequate system of internal financial controls with respect to the financial statement and commensurate with its size and nature of business which helps in ensuring the orderly and efficient conduct of business. No reportable material weakness in the operation was observed.

**V. VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act and as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**W. RESERVES**

The Company does not have any profit during the year under review hence no amount is required to transfer to the reserves.

**X. LISTING OF EQUITY SHARES:**

Your Company's shares are listed with BSE Limited (BSE), Mumbai. Listing fees have been paid for the financial year 2017-18.

**Y. OBLIGATION OF YOUR COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

As there is only one male employee of the company, the provisions of the Act are not applicable to the Company.

**Z. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- a.** in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b.** they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c.** they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d.** they have prepared the annual accounts on a going concern basis;
- e.** they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f.** they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**7. ACKNOWLEDGEMENT:**

We thank our employees, investors and bankers for their continued support during the year. We are grateful to the various authorities for their continued co operation. We place on record our appreciation of the contribution made by our employees at all levels.

On behalf of the Board  
**For Innovassynth Investments Limited**

**S.B. Ghia**  
Chairman and Managing Director  
(DIN: 00005264)

Mumbai, 13<sup>th</sup> August, 2017

## ANNEXURE A

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT 2016-17

**1. INDUSTRY STRUCTURE AND DEVELOPMENTS:**

The Company is in investment business and your Company is one of the major Investor in Innovassynth Technologies (India) Limited. Company is holding 31.79% in Innovassynth Technologies (India) Limited.

**2. OPPORTUNITIES AND THREATS:**

Your Company has invested in Innovassynth Technologies (India) Limited and Innovassynth Technologies (India) Limited has been recognized Internationally as one of the few companies in development and manufacture of nucleosides and amides. Your Company has invested in Innovassynth Technologies (India) Limited only and it has not diversified its investment hence company's fortune tide with the performance of Innovassynth Technologies (India) Limited.

**3. OUTLOOK:**

Your Company has only invested in Innovassynth Technologies (India) Limited hence future growth of your company depend upon the performance of Innovassynth Technologies (India) Limited.

**4. RISK & CONCERNS:**

Your Company has nil turnover and Company has not diversified its investment except Innovassynth Technologies (India) Limited.

On behalf of the Board  
**For Innovassynth Investments Limited**

**S.B. Ghia**  
Chairman and Managing Director  
(DIN: 00005264)

Mumbai, 13<sup>th</sup> August, 2017



**ANNEXURE B:  
FORM NO. MGT-9**

**EXTRACT OF ANNUAL RETURN**

As on financial year ended 31.03.2016  
[Pursuant to Section 92(3) of the Companies act, 2013 read with  
[The Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

CIN	L67120MH2008PLC178923
Registration date	15/02/2008
Name of the Company	Innovassynth Investments Limited
Category/Sub-Category of the Company	Company limited by shares
Address of the Registered office and contact details:	Flat No. C-2/3, KMC No. 91, Innovassynth Colony, Khopoli – 410203 Tel: (02192) 260224 Email: secretarial@innovassynthinvestments.in
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Satellite Corporate Services Pvt. Ltd. 301, Sony Apartments, Opp. St. Jude High School, Off. Andheri-Kurla Road, Jarimari, Mumbai-400 072. Phone: 28520461, 28520462 Fax: 28511809 E-mail : service@satellitecorporate.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10% or more of total turnover of the company as stated below.

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service to total turnover of the company	% to total turnover of the company
1	Investment in group companies	-	-

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sr. No.	Name and address of the company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held
1	Innovassynth Technologies (India) Limited	U24110MH2001PLC134105	Associate	31.79

IV. SHARE HOLDING PATTERN:

(i). Category -wise Share Holding

Category of Shareholders	No. of Shares held at the end of the year [As on 01-4-2016]				No. of Shares held at the end of the year [As on 31-03-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter Shareholding</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	0	0	0	0	0	0	0	0	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	88,38,067	0	88,38,067	36.40	88,38,067	0	88,38,067	36.40	0.00
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A)(1)</b>	88,38,067	0	88,38,067	36.40	88,38,067	0	88,38,067	36.40	0.00
<b>(2) Foreign</b>	0	0	0	0	0	0	0	0	0
a) NRIs Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A)(2)</b>	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A)(1) +(A)(2)</b>	88,38,067	0	88,38,067	36.40	88,38,067	0	88,38,067	36.40	0.00
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>	0	0	0	0	0	0	0	0	0
a) Mutual Funds	399	71,893	72,292	0.30	399	71,893	72,292	0.30	0.00
b) Banks / FI	3,708	8,283	11,991	0.05	4,185	7,806	11,991	0.05	0.00
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	13,16,653	216	13,16,869	5.42	13,16,653	216	13,16,869	5.42	0.00
g) FIs	0	3,276	3,276	0.01	0	3,276	3,276	0.01	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(1):-</b>	13,20,760	83,668	14,04,428	5.78	13,21,237	83,191	14,04,428	5.78	0.00

<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	1239652	42054	1281706	5.28	1143506	41805	1185311	4.88	-0.40
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals	0	0	0	0.00	0	0	0	0.00	0.00
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	4842744	1037650	5880394	24.22	4517544	1022343	5539887	22.82	-1.40
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	4744219	0	4744219	19.54	5155780	0	5155780	21.24	1.70
c) Others-									
Non Resident Indians	525063	2173	527236	2.17	522220	2173	524393	2.16	-0.01
Overseas Corporate Bodies	0	1042584	1042584	4.29	0	1042584	1042584	4.29	0.00
Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Members	736	0	736	0.00	6077	0	6077	0.03	0.02
Trusts	1747	7010	8757	0.04	1784	7010	8794	0.04	0.00
Hindu Undivided Family	516358	871	517229	2.13	571265	871	572136	2.36	0.23
Directors & Relatives	32669	10	32679	0.13	568	10	578	0.00	-0.13
Foreign Bodies - D R	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(2):-</b>	11903188	2132352	14035540	57.81	11918744	2116796	14035540	57.81	0.00
<b>Total Public Shareholding (B)=(B)(1) + (B)(2)</b>	13223948	2216020	15439968	63.60	13239981	2199987	15439968	63.60	0.00
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	22062015	2216020	24278035	100	22078048	2199987	24278035	100	0.00

**(ii) Shareholding of Promoters:**

Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the Year			% change in shareholding during the year
	No. of Shares	% of total Shares of the company	% of Shares pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares pledged / encumbered to total shares	
Bhupati Investments & Finance Pvt Ltd	41,41,070	17.06	0	41,41,070	17.06	0	0.00
Bloomingdale Investment & Finance Private Limited	24,12,414	9.94	0	24,12,414	9.94	0	0.00
Futura Polyesters Limited	49,940	0.21	0	49,940	0.21	0	0
Matsyagandha Investment And Finance Private Limited	22,34,643	9.20	0	22,34,643	9.20	0	0

(iii) Change in Promoters' Shareholding (please specify, if there is no change):

Sr. No.	Particulars	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	<b>At the beginning of the year</b>	88,38,076	36.40		
	<b>At the end of the year</b>			88,38,076	36.40

(iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDR and ADRs):

Sr. No.	Name of Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	<b>At the beginning of the year</b>				
1	Life Insurance Corporation Of India	10,95,613	4.51		
2	Persiphone Investments Ltd	7,65,280	3.15		
3	R Raheja Properties Private Limited	6,81,854	2.81		
4	Sudhir Keshavji Sampat	3,53,966	1.46		
5	Rajendra Y Shah	3,00,025	1.24		
6	Kadambari Rajendra Shah	3,00,025	1.24		
7	Dipak Kanayalal Shah	3,00,000	1.24		
8	Sadhana Balkrishna Patil	2,16,933	0.89		
9	Devesh R Jaykrishna	1,94,915	0.80		
10	Hafeez Sorab Contractor	1,52,272	0.63		
	<b>At the end of the year :</b>				
1	Life Insurance Corporation Of India			10,95,613	4.51
2	Persiphone Investments Ltd			7,65,280	3.15
3	R Raheja Properties Private Limited			6,81,854	2.81
4	Rajendra Y Shah			6,00,050	2.47
5	Sudhir Keshavji Sampat			3,53,966	1.46
6	Dipak Kanayalal Shah			2,45,000	1.01
7	Jagat Lodha			2,09,822	0.86
8	Sadhana Balkrishna Patil			2,07,243	0.85
9	Devesh R Jaykrishna			2,02,020	0.83
10.	Rahul Duleray Shah			1,55,000	0.64

Note:

1. In case of joint holding, the names of first holder is considered.
2. The shareholding details given above are based on the legal ownership and not beneficial ownership and is derived on the folio number listing provided by the Registrar and share Transfer agent of the Company.
3. Since the shareholding of top ten shareholders are held in electronic form, it is not feasible to provide date-wise increase or decrease in the shareholding pattern of top ten shareholders during the Financial Year.

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Shareholding at the end the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	<b>At the beginning of the year:</b>				
1	S. B. Ghia	470	0.002		
2	B. Sahu	10	0.000		
3	Rashmi Uday Singh	0	0.000		
4	K. Ramasubramanian	0	0.000		
5	Ratnesh Kumar Pandey	0	0.000		
	<b>At the end of the year:</b>				
1	S. B. Ghia			470	0.002
2	B. Sahu			10	0.000
3	Rashmi Uday Singh			0	0.000
4	K. Ramasubramanian			0	0.000
5	Ratnesh Kumar Pandey			0	0.000

**V. INDEBTEDNESS**

**Indebtedness of the Company including interest outstanding / accrued but not due for payment:**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	-	65,00,000	-	65,00,000
ii) Interest due but not paid	-	8,63,868	-	8,63,868
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	73,63,868	-	73,63,868
Change in Indebtedness during the financial year				
Additions	-	35,83,741	-	35,83,741
Reduction	-	-	-	-
Net Change	-	35,83,741	-	35,83,741

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	27,55,000	-	27,55,000
ii) Interest due but not paid	-	8,28,741	-	8,28,741
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	35,83,741	-	35,83,741

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration of Managing Director, Whole-time Directors and / or Manager:**

No remuneration has been paid to Managing Director during the financial year 2015-16.

**B. Remuneration to other directors**

Particulars of Remuneration	Name of Directors		Total Amount
	Rashmi Uday Singh	K. Ramsubramanian	
Independent Directors			
Fee for attending board/ committee meetings	60,000	60,000	1,20,000
Commission			
Others, please specify			
<b>Total (1)</b>	60,000	60,000	1,20,000
Other Non-Executive Directors		<b>B. Sahu</b>	
Fee for attending board / committee meetings	0		
Commission	0		
Others, please specify	0		
<b>Total (2)</b>	<b>0</b>		<b>0</b>
<b>Total (B) = (1 + 2)</b>	<b>0</b>		
<b>Total Managerial Remuneration</b>			<b>1,20,000</b>

**C. Remuneration To Key Managerial Personnel Other Than Managing Director / Manager / Whole Time Director:**

<b>Sr. No.</b>	<b>Particulars of Remuneration</b>	<b>Company Secretary</b>
<b>1.</b>	Gross Salary	4,85,004
<b>a)</b>	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	
<b>b)</b>	Value of perquisites under Section 17 (2) of the Income Tax Act, 1961	
<b>c)</b>	Profits in lieu of salary under Section 17 (3) of the Income Tax Act, 1961	
<b>2.</b>	Stock Option	
<b>3.</b>	Sweat Equity	
<b>4.</b>	Commission - as % of profit - others, specify	
<b>5.</b>	Others, please specify (Company's contribution towards Provident Fund and Superannuation)	
	<b>Total</b>	<b>4,85,004</b>

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

1. Company – None
2. Directors – None
3. Other officers in Default – None

On behalf of the Board  
**For Innovassynth Investments Limited**

**S.B. Ghia**  
Chairman and Managing Director  
(DIN: 00005264)

Mumbai, August 13, 2017

**ANNEXURE C:  
FORM NO. AOC.2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

**1. Details of contracts or arrangements or transactions not at arm’s length basis**

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2017, which were not arm’s length basis.

**2. Details of material contracts or arrangement or transactions at arm’s length basis:**

The details of material contracts or arrangements or transactions at arm’s length basis for the year ended March 31,2017 are as follows:

<b>Sr. No.</b>	<b>Name(s) of the related party and nature of relationship</b>	<b>Nature of contracts/ arrangements/ transactions</b>	<b>Duration of the contracts/ arrangements/ transactions</b>	<b>Date(s) of approval by the Board, if any</b>	<b>Amount</b>
1	Innovassynth Technologies (India) Limited (Associate Company)	Lease Agreement	February 10, 2015 to February 9, 2018	February 3, 2015	Rent of ₹ 3,000 per month and Interest free Security deposit of ₹ 5,000.
2	Innovassynth Technologies (India) Limited (Associate Company)	Inter Corporate Deposit	2016-17	February 2, 2016 & October 22, 2016	₹ 27,55,000

**For Innovassynth Investments Limited**

S.B. Ghia  
Chairman and Managing Director  
(DIN: 00005264)

Mumbai, August 13, 2017



**ANNEXURE D:  
THE NOMINATION AND REMUNERATION POLICY**

**I. PHILOSOPHY:**

The Company strongly believes that the system of Corporate Governance protects the interest of all the stakeholders by inculcating transparent business operations and accountability from management towards fulfilling the consistently high standard of Corporate Governance in all facets of the Company's operations.

The Company is committed to provide employment to all eligible applicants on the principles of equality without any discrimination. The employees have to strictly follow code of ethics and the management practices a zero tolerance for the same.

**II. OBJECTIVE:**

- a) To strike the right balance in the composition of the Board of Directors by ensuring experts from different spectrum of the existing and/or future business environment are co-opted on the Board to help the Company achieve its objectives, aspirations and growth potential.
- b) To implement a transparent process of determining remuneration at Board and Senior Management level of the Company that would strengthen confidence of stakeholders in the Company and its management and help in creation of long - term value for them.
- c) To strike appropriate balance between the elements comprising the remuneration so as to attract and retain potential high performing candidates for critical position in the Company for attaining continual growth in business.
- d) To ensure a direct relationship with the Key Result Areas and individual achievements considering short as well as long term performance objectives appropriate to the working of the Company and its goals.

**III. COVERAGE:**

**A. Policy on Board Diversity and Term of Appointment of Independent Directors:**

The Board of Directors shall comprise of persons who have expertise in the areas of business that the Company operates in and of such persons having expertise to help the Company to diversify its business at the appropriate times.

The Nomination and Remuneration Committee of the Board shall recommend persons with the requisite expertise to the Board of Directors for co-option on the Board, at its discretion. The Independent Directors shall be appointed for two terms.

**B. Guidelines of determining remuneration of:**

- i. Executive Directors
- ii. Non Executive Directors
- iii. Key Managerial Personnel
- iv. Senior Management Personnel

**IV. REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL:****A. DIRECTORS****i. Managing/Executive Directors:**

The Board of Directors of the Company shall decide the remuneration of Managing/Executive Directors on the basis of recommendation from Nomination and Remuneration Committee (N&RC) subject to the overall limits provided under the Companies Act, 2013 and Rules made thereunder, including any amendments, modifications and re-enactments thereto ('the Act') as applicable from time to time. The remuneration shall be approved by the shareholders of the Company, as and when required.

The Company shall enter into a contract with every Managing/Executive Director, which will set out the terms and conditions of the appointment. The contract shall be recommended by the N&RC approved by the Board.

The contract shall be maximum for such tenure as may be provided in the Act subject to such approvals as may be required. The Board may vary any terms and conditions of the contract subject to such approvals, as may be required under the Act.

Every notice sent to the shareholder for seeking their approval for appointment / re-appointment / remuneration of the Managing/Executive Directors shall contain the gist of terms and conditions of the contract.

The remuneration components shall include inter alia:

**a. Fixed salary:**

Each Managing/Executive Director shall be paid fixed salary consisting of basic salary and such allowances and perquisites as may be decided by Board on the recommendation of the N&RC.

OPTION 1: The revision in the salary may be annually done and shall be determined by the Board as per the appraisal of the performance of each Executive Director by the Board, subject to overall limit approved by the shareholders.

OPTION 2: The salary shall remain fixed for the term of the Managing/Executive Director.

**b. Commission:**

The Board may approve payment of commission subject to the provisions of the Act. The amount of commission to be paid to each of the Managing/Executive Director(s), shall be as recommended by the N&RC on the basis of performance evaluation carried out in respect of such Executive Director(s) under Section 178 of the Act, 2013.

**c. Non-monetary benefits:**

Managing/Executive Directors may be entitled to club membership, company vehicle with driver, petrol reimbursement, vehicle maintenance, telephone, fax, internet at residence, reimbursement of mobile phone bill, fully furnished accommodation (in case of use of own residential property for accommodation, house rent allowance shall be paid), furnishings, reimbursement of house maintenance expenditure, reimbursement of gas, electricity bill, water and other utilities and repairs at residence, reimbursement of medical expenditure, including domestic hospitalization expenses for self and family and leave travel assistance.

The Managing/Executive Directors may also be entitled to personal accident insurance, group accident insurance coverage, medical insurance coverage, term insurance etc. or any other benefit as per Company policy.

d. Compensation for loss of office may be paid as may be approved by the Board subject to the provisions of Section 202 of the Act.

e. Separation / Retirement benefits:

Managing/Executive Director shall be eligible to the following perquisites which shall be included in the computation of the ceiling on remuneration provided in the Act:

- i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961 or any amendment thereof;
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
- iii. Encashment of leave at the end of the tenure.

In case of loss or inadequacy of profits of the Company, the aforesaid perquisites shall not be included in computation of the ceiling on remuneration provided in the Act.

**ii. Non-Executive Directors:**

The Company shall issue a letter of engagement or appointment to every Non-Executive Director.

The components of payment of remuneration to Non-Executive Directors shall include:

a. Sitting fees:

Sitting fees shall be paid for Board and / or any Committee attended by the Directors. Different amount of sitting fees may be paid for different types of meetings.

Sitting fees shall be over and above the limits prescribed in the Act for payment of remuneration but shall not exceed the amount as may be prescribed in the Rules for independent and non-independent directors.

The disclosure of the payment of sitting fees for all types of meetings shall be made in the Annual Report of the Company.

Committees shall include Audit Committee, Nomination and Remuneration Committee, Share Transfer cum Shareholders'/ Investors' Grievance and Stakeholders' Relationship Committee or such other committees as may be constituted by the Board from time to time.

b. Commission

The Board may approve payment of commission subject to the provisions of the Act. The amount of commission to be paid to each of the Non-Executive Director(s), shall be as recommended by the N&RC on the basis of performance evaluation carried out in respect of such Non-Executive Director(s) under Section 178 of the Act 2013.

c. Stock Options:

Independent Directors and Promoter Directors shall not be entitled for stock options of the Company. N&RC may recommend issue of stock options to other Directors which may be granted by the Board subject to the compliance of the provisions of relevant laws.

d. Professional fees:

Non Independent Directors may be paid fees for services of professional nature, if in the opinion of N&RC, the Director possesses the requisite qualification for the practice of the profession.

**EXCESS REMUNERATION:**

The Board of Directors may decide to remunerate the Director/s beyond the overall limits provided under the Act, subject to compliance of provisions in this regard including obtaining approval of Central Government, if required, owing to loss incurred by the Company or inadequacy of profits and situation entails providing such remuneration.

**WAIVING OF EXCESS REMUNERATION:**

Any remuneration or sitting fees paid, whether directly or indirectly, to any Director whether Executive or not beyond the limits prescribed under the Act and for which approval of the shareholders or Central Government is not obtained, if required to be obtained, the same shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company.

Company shall not, in any case, waive the recovery of any such sum unless specific permission is obtained from Central Government for waiving such excess payment.

**B. KEY MANAGERIAL PERSONNEL (KMP)**

Key Managerial Personnel (KMP) means Chief Executive Officer, Chief Financial Officer and Company Secretary.

The Company shall issue an appointment letter to every KMP to be signed by the reporting Managing Director. The letter shall detail the expectation from the role, remuneration package and other terms and conditions.

The remuneration components payable to KMP / SMP may be:

a. Fixed salary:

Each KMP shall be paid fixed salary consisting of basic salary and such allowances and perquisites as per service rules of the Company. The band of the salary shall be determined according to the industry standards, market conditions, scale of Company's business relating to the position, educational qualification parameters and personal experience in the industry as detailed in the service rules of the Company and such other factors as may be prescribed therein.

The same shall be reviewed annually based on the Company's annual appraisal policy.

b. Variable pay:

Variable pay, if any, to every KMP shall be as per the responsibility of the position, organization and individual performance.

The variable pay shall be payable at the end of financial year based on absolute and relative performance evaluation of the Company as well as individual. The weightage of the same will be decided by the N&RC in each case before the beginning of the each financial year.

c. Non-monetary benefits:

Non-monetary benefits to KMP may include club membership, company vehicle with driver, petrol reimbursement, vehicle maintenance, telephone, fax, internet at residence, reimbursement of mobile phone bill, fully furnished accommodation (in case of use of own residential property for accommodation, house rent allowance shall be paid), furnishings, reimbursement of house maintenance expenditure, reimbursement of gas, electricity bill, water and other utilities and repairs at residence, reimbursement of medical expenditure for self and family and leave travel assistance.

KMP may be entitled to personal accident insurance, group accident insurance coverage, medical insurance coverage, term insurance etc. as per Company policy.

d. Stock options:

To motivate executives to pursue long term growth and objectives of the Company, the Executive Directors may nominate KMP for receiving stock options on the basis of the eligibility criterion of any scheme of stock options declared by the Company.

e. Separation / Retirement benefits:

Separation/retirement benefits as per Company policy which shall include contribution to provident fund, superannuation, gratuity and leave encashment.

**DIRECTORS AND OFFICERS LIABILITY INSURANCE**

The Company may take Directors and Officers liability insurance or such insurance of like nature for indemnifying any of the Directors or its KMP against any liability in respect of any negligence, default, misfeasance, breach of duty or trust for which they may be guilty in relation to the Company, the premium paid on such insurance shall not be treated as part of remuneration payable to such personnel. Provided that if such person is proved to be guilty, the premium paid shall be treated as part of remuneration.

**CONSULTANTS AND ADVISORS**

The N&RC may take services of such consultants and advisors as may be required to assist in determination of optimum remuneration structure and evaluation of the same for the Company's Directors and senior management and shall have the authority to approve the fees payable to such consultants and advisors.

The N&RC shall have access to data of the Company relating to annual operating plan, management and leadership programs, employee survey, initiatives, operational reviews for purpose of undertaking their terms of reference and providing such recommendations as are required under the policy and take such assistance from Executive Director as may be required for assessing the effectiveness and performance of any employee covered under the policy.

**For Innovassynth Investments Limited**

**S.B. Ghia**  
**Chairman and Managing Director**  
**(DIN: 00005264)**

**ANNEXURE E:**  
**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31STMARCH 2017**

[Pursuant to section 204(1) of the Companies Act, 2013 and the Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**To,**  
**The Members,**  
**INNOVASSYNTH INVESTMENTS LIMITED**

CIN :L67120MH2008PLC178923

Flat No C-2/3, KMC No 91

Old Mumbai-Pune Road,

Khopoli – 410203

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **INNOVASSYNTH INVESTMENTS LIMITED** (hereinafter called “the Company”). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officer, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment and External Commercial Borrowings (ECB);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
  - d. The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014 notified on 28<sup>th</sup> October, 2014;(not applicable to the company during the audit period);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(not applicable to the company during the audit period);
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (not applicable to the company during the audit period); and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;(not applicable to the company during the audit period);
- (vi) Having regard to the compliance system prevailing in the Company, on the basis of report of Internal as well as the Statutory Auditors of the Company and on the examination of the relevant documents, forms, records, in pursuance thereof, on test check basis, the Company has generally complied following laws, being specifically applicable to the Company and identified by the Company:
- a. Maharashtra Shops and Establishments Act 1948.
- We have also examined compliance with applicable clauses of the following:
- i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - ii) Secretarial Standards with respect to Board & General Meetings of The Institute of Company Secretaries of India.

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, standards, etc. mentioned above.

Our report of compliance of other laws would be limited to the Company’s reporting in system & submissions of documents and subject to the observations and comments made by them in their report, if any.

We further report that we have relied on the report of Internal as well as the Statutory Auditors of the Company for compliance system relating to direct tax, indirect tax and other tax law.

We further report that:

The Board of Directors of the company is duly constituted with proper balance of the Executive Directors, Non-Executive Directors and Independent Directors. The composition of the Board of Directors is unchanged during the period under review. We have noticed one delay in filing forms with Registrar of Companies (ROC) which were filed with additional fees.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in and a system exists for seeking and obtaining further for meaningful participation at the meeting.

Decisions of the Board are taken unanimously. As per the records provided by the company, none of the Directors or members dissented on any resolution passed at the meeting.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. The company is generally regular in depositing with appropriate authorities undisputed applicable statutory dues.

We further report that during the audit period there were no specific events / actions having a major bearing on the Company’s affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc.

**For SUSHIL TALATHI & ASSOCIATES**

Practicing Company Secretary

Sushil Talathi  
Proprietor

Membership No.F8506  
C.P.No. 9781

Place: Mumbai

Date: 13<sup>th</sup> August, 2017

Note: This report is to be read with our letter of even date which is annexed as ‘ANNEXURE A’ and forms an integral part of this report.

**ANNEXURE A OF SECRETARIAL AUDIT REPORT:**

To,  
The Members,  
INNOVASSYNTH INVESTMENTS LIMITED  
CIN :L67120MH2008PLC178923  
Flat No C-2/3, KMC No 91  
Old Mumbai-Pune Road,  
Khopoli – 410 203

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For SUSHIL TALATHI & ASSOCIATES**

Practicing Company Secretary

Sushil Talathi  
Proprietor  
Membership No.F8506  
C.P.No. 9781

Place: Mumbai  
Date: 13<sup>th</sup> August, 2017



**ANNEXURE F:**

**INFORMATION FORMING PART OF THE DIRECTORS' REPORT PURSUANT TO RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Name of Director</b>	<b>Ratio</b>	
1	The ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year	S. B. Ghia	Not Applicable	
		B. Sahu	Not Applicable	
		Rashmi Uday Singh	Not Applicable	
		K. Ramasubramanian	Not Applicable	
2	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	S. B. Ghia	Not Applicable	
		B. Sahu	Not Applicable	
		Rashmi Uday Singh	Nil	
		K. Ramasubramanian	Nil	
		Ratnesh K. Pandey	30.66%	
3	The percentage increase in the median remuneration of employees in the financial year	30.66%		
4	The number of permanent employees on the rolls of Company	1		
5	The Explanation on the relationship between average increase in remuneration and company performance	The remuneration is not solely based on company performance but also includes various other factors like individual performance, industry trends, economic situation, future growth prospects, etc.		
6	Comparison on the remuneration of the Key Managerial Personnel against the performance of the Company	The remuneration is not solely based on company performance but also includes various other factors like individual performance, industry trends, economic situation, future growth prospects, etc.		
7	Variation in the market capitalizations of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies		As on March 31,	
			2017	2016
		Market Capitalisation (in lakhs)	3423.20	1689.75
		Price earnings ratio –	-0.14	-0.13
		The Company had not made any public offer.		
8	Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and	Not Applicable		
	its comparison with the percentile increase in the managerial remuneration and	Not Applicable		
	justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Not Applicable		

9	Comparison of the each remuneration of the KMP against the performance of the Company	The remuneration is not solely based on company performance but also includes various other factors like individual performance, industry trends, economic situation, future growth prospects, etc.
10	The key parameters for any variable component of remuneration availed by the Directors	Not Applicable
11	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Not Applicable
12	Affirmation	The Board affirms that the remuneration is as per the Nomination and Remuneration policy of the Company.

On behalf of the Board  
**For Innovassynth Investments Limited**

**S.B. Ghia**  
Chairman and Managing Director  
(DIN: 00005264)

Mumbai, August 13, 2017

**CORPORATE GOVERNANCE REPORT**

[Pursuant to Schedule V (c) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015{SEBI (LODR) Regulations, 2015}]

**1. Company’s philosophy on code of Corporate Governance:**

Our Company is committed to achieving high standards of corporate governance recognizing the fact that management is accountable to all stakeholders for good governance. Some of the essential elements of good governance are fairness, ethics, transparency, accountability and responsibility. Consistent with this commitment, our company’s practices and policies continue to meet the above attributes in all spheres of Production, operations and services. World over corporate governance structure are dynamic, evolve over a period of time and keep changing in the light of new developments. Ours too is an ever-evolving process. We will make every effort in raising the standards of corporate governance and will constantly review systems and procedures in order to keep pace with the changing economic environment.

**2. Board of Director:**

**2.1: Composition and Category of Directors:**

As at 31 March 2017, the Board comprised of four Directors. The Composition of the Board is as under:

Category of Directors	No. of Directors
Executive	1
Non-Executive and Independent	2
Non-Executive and Non-Independent	1
<b>Total</b>	<b>4</b>

**2.2: Director’s attendance record and directorships held:**

The information on composition and category of the Board of Directors as on 31 March 2017, attendance of each Director at Board Meetings held during the Financial Year 2016-17 and the Annual General Meeting (AGM) held on 28<sup>th</sup> September 2016, Directorships and Committee positions in other public companies of which the Director is a Member/Chairman and the shareholding of Non-Executive Directors is as follows:

Sr. No.	Name of Director	No. of shares held by Directors	No. of Directorships in other public companies*	No. of Committee positions held in other public companies**		Attendance at the meetings	
				Chairman	Member	Board	AGM
1	Mr. S. B. Ghia	470	4	1	5	4	Yes
2	Dr. B. Sahu	10	0	0	0	3	No
3	Ms. Rashmi Uday Singh	0	0	0	0	4	No
4	Mr. K. Ramasubramanian	0	7	1	2	4	Yes

\* Other Directorships excludes directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013.

\*\* Represents Chairmanships / Memberships of Audit Committee and Stakeholders Relationship Committee in listed as well as unlisted public limited companies.

**2.3: Number of Board Meetings:**

During the Financial Year under review, four Board Meetings were held on May 24, 2016, August 13, 2016, October 22, 2016 and February 1, 2017.

**2.4: Meeting of Independent Directors:**

The meeting of Independent Directors' was held on February 1, 2017 to discuss the performance of Non-Independent Directors, the Board as a whole and the performance of the Chairman of the Company, taking into account the views of Managing Director and Non-Executive Directors.

**2.5: Familiarisation program for Independent Directors:**

Pursuant to Regulations 25(7) of the SEBI (LODR) Regulations, 2015, familiarization programme to Independent Directors of the Company, on the nature of the Industry and the business model of the Company, role, rights and responsibility of the Independent Directors and other relevant information were conducted periodically. Details regarding familiarization are provided in Company's website [www.innovassynthinvestments.in](http://www.innovassynthinvestments.in).

**2.6: Disclosure of relationships between Directors inter-se:**

None of the Directors is related to any other Directors/ Key Managerial Personnel of the Company.

**3. Audit Committee****3.1: Terms of Reference**

The terms of reference of the Audit Committee include the matters specified under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the stock exchanges as well as those in Section 177 of the Companies Act, 2013 and inter-alia includes the following:

1. Oversight of the Company's financial reporting process and the disclosures of its financial information to ensure that the Financial Statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the Annual Financial Statements and Auditor's Report thereon before submission to the board, for approval, with particular reference to:
  - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Clause (c) of Sub - Section 3 of Section 134 of the Companies Act, 2013;
  - b) Changes to any accounting policies and practices;
  - c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - d) Significant adjustments made in the financial statements arising out of audit findings;
  - e) Compliance with listing and other legal requirements relating to Financial Statements;
  - f) Disclosure of any related party transactions;
  - g) Modify opinion(s) in the draft Audit Report.
5. Reviewing, with the management, the quarterly Financial Statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of fund utilized for purposes other than those stated in the offer documents/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of

- proceeds of a public or right issue, and making appropriate recommendations to the board to take up step in this matter;
7. Reviewing and monitoring the auditor’s independence and performance, and effectiveness of audit process;
  8. Approval of any subsequent modification of transactions of the company with related parties;
  9. Scrutiny of inter-corporate loans and investments;
  10. Valuation of undertakings or assets of the Company, wherever it is necessary;
  11. Evaluation of internal financial controls and risk management systems;
  12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  13. Reviewing the adequacy of internal audit functions, if any, including the structure of the internal audit department, staffing the seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  14. Discussion with Internal auditors of any significant findings and follow up there on;
  15. Reviewing with findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  16. Discussing with statutory auditors before the audit commences, about nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  17. To look into the reasons for substantial defaults in the payment to the depositors, the venture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  18. To review the functioning of whistle blower mechanism;
  19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
  20. Carrying out any other function as is mentioned in the terms of reference of Audit Committee as amended from time to time by the SEBI (LODR) Regulations, 2015 and Companies Act, 2013.

**3.2: Composition**

As at 31 March 2017, the Audit Committee comprises of Three Non-Executive Directors, majority of whom are Independent. The Company Secretary acts as the Secretary to the Committee. The representatives of the Internal Auditors and Statutory Auditors are also invited to the meetings.

During the Financial Year under review, four meetings of the Committee were held on May 24, 2016, August 13, 2016, October 22, 2016 and February 1, 2017.

The composition of the Committee and attendance at its meetings is given below:

<b>Sr. No.</b>	<b>Name of the Member</b>	<b>Position</b>	<b>Category</b>	<b>Number of meetings attended</b>
1	Mr. K. Ramsubramanian	Chairman	Independent	4
2	Ms. Rashmi Uday Singh	Member	Independent	4
3	Dr. B. Sahu	Member	Non-Independent	3

**4. Nomination and Remuneration Committee**

**4.1: Terms of Reference**

The terms of reference of the Nomination and Remuneration Committee include the matters specified under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the stock exchanges as well as those in Section 178 of the Companies Act, 2013 and inter-alia includes the following:

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- ii. Formulation of criteria for evaluation of Independent Directors and the Board;
- iii. Formulation of policy relating to the remuneration for the Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

**4.2: Composition**

The Nomination and Remuneration Committee comprises of three Non - Executive Directors, majority of whom are Independent. The composition is in conformity with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the stock exchanges in which the Company’s Equity Shares are listed.

During the Financial Year under review, one meetings of the Committee were held on October 22, 2016.

The composition of the Committee and attendance at its meetings is given below:

<b>Sr. No.</b>	<b>Name of the Member</b>	<b>Position</b>	<b>Category</b>	<b>Number of meetings attended</b>
1	Ms. Rashmi Uday Singh	Chairperson	Independent	1
2	Mr. K. Ramasubramanian	Member	Independent	1
3	Dr. B. Sahu	Member	Non-Independent	1

**4.3: Performance Evaluation criteria for Independent Directors:**

During the year under review, the Board adopted a formal mechanism for evaluation its performance as well as Individual Directors, including the Chairman of the Board.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

**5. Remuneration of Directors:**

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a Policy for selection and appointment of Directors, Key Managerial Personnel’s, Senior Management and their remuneration. The principles governing the Company’s Remuneration Policy is provided in the Board’s Report.

The remuneration to the Executive Director is in accordance with the provisions of the Companies Act, 2013 and Rules thereof and within the ceiling prescribed thereunder. The sitting fee of ₹ 10,000/- for per meeting of the Board and ₹ 5,000/- for per Audit Committee, attended by the Independent Directors is payable to them. Details regarding Criteria of making payments to Nonexecutive Directors are provided in Company’s website [www.innovassynthinvestments.in](http://www.innovassynthinvestments.in).

Details of the remuneration paid to Directors during Financial Year 2016-17:

<b>Sr. No.</b>	<b>Name of the Member</b>	<b>Remuneration including sitting fees</b>
<b>1</b>	Mr. S. B. Ghia	Nil
<b>2</b>	Ms. Rashmi Uday Singh	60000
<b>3</b>	Mr. K. Ramasubramanian	60000
<b>4</b>	Dr. B. Sahu	Nil

**6. Stake Holders Relationship Committee**

**6.1: Composition**

The Stake Holders Relationship Committee has been constituted to look into stakeholder’s complaints and issues and redressal thereof. The Committee is headed by Mrs. Rashmi Uday Singh, Independent Director with Mr. K. Ramasubramanian, Independent Director, and Dr. B. Sahu, Non-Independent Director being the other Members of the Committee.

During the Financial Year under review, one meetings of the Committee were held on October 22, 2016.

The composition of the Committee and attendance at its meetings is given below:

<b>Sr. No.</b>	<b>Name of the Member</b>	<b>Position</b>	<b>Category</b>	<b>Number of meetings attended</b>
1	Ms. Rashmi Uday Singh	Chairperson	Independent	1
2	Mr. K. Ramasubramanian	Member	Independent	1
3	Dr. B. Sahu	Member	Non-Independent	1

Mr. Ratnesh K. Pandey, Company Secretary is the Compliance Officer.

During the year under review, no complaints were received from shareholders hence no complaints were outstanding as on 31 March 2017.

**7. General Body Meeting**

Previous General Meetings of the shareholders of the Company were held as under:

<b>Financial year</b>	<b>Date</b>	<b>Type of meeting</b>	<b>Venue</b>	<b>Time</b>
2016-17	28/09/2016	AGM	C-2/3, Innovassynth Khopoli- 410203, Dist. Raigad, Maharashtra, India	11.00 am
2015-16	23/09/2015	AGM	C-2/3, Innovassynth Khopoli- 410203, Dist. Raigad, Maharashtra, India	11.00 am
2014-15	25/09/2014	AGM	Old Mumbai-Pune Road, Khopoli- 410203, Dist. Raigad, Maharashtra, India	11.00 am

No Special Resolutions passed at the above General Meeting were required to be passed through postal ballot.

**8. Means of Communication:**

**8.1:** The unaudited financial results for every quarter and the annual audited financial results of the Company, in the prescribed proforma, are taken on record by the Board and are submitted to the Stock Exchange.

**8.2:** The same are published within 48 hours, in the national and local dailies, namely Free Press Journal (English) and Navshakti (Marathi).

**8.3:** The quarterly/annual results are also posted in the Company’s website www.innovassynthinvestments.in and also in the website of BSE Limited.

**8.4:** All the contents of official news releases are disseminated on the website of the Company.

**8.5:** Since the Company has minimal transactions, company has not made any presentation to institutional Investor or to the analysts.

**9. General Shareholders Information:**

**9.1: Date, Time and Venue of the Annual General Meeting:**

Date: September 29, 2017

Day: Friday

Time: 11.00 A.M.

Venue: Innovassynth Colony, Khopoli – 410203

**9.2: Financial Year:** April to March

**9.3: Dividend Payment Date:** N.A.

**9.4: Name and Address of Stock Exchanges where the Company’s shares are listed and confirmation of payment of Annual Listing Fees:**

**Name:** BSE Limited (BSE)

**Address:** Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai: 400001

**9.5: Stock Code:** 533315

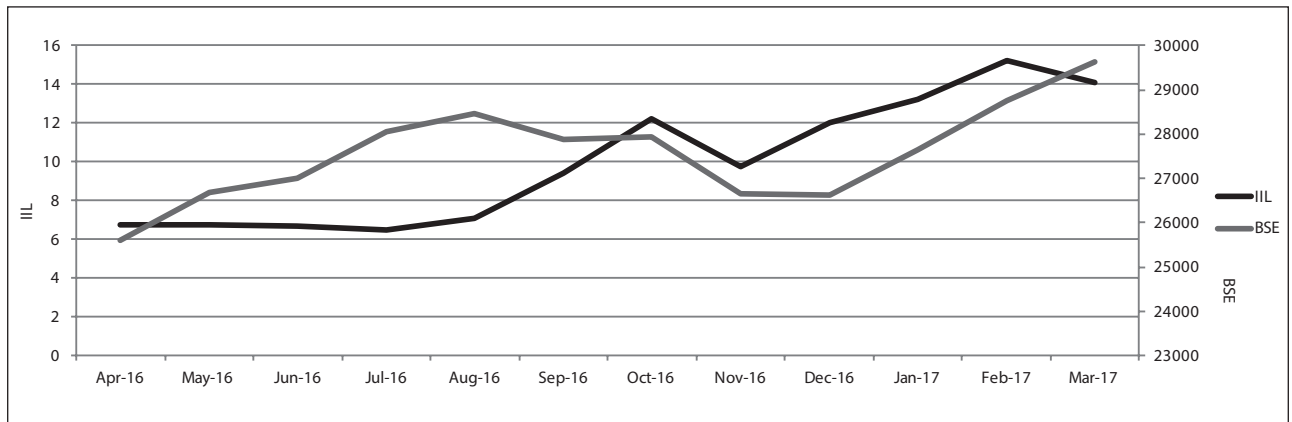
**9.6: Market Price Data: BSE (2016-17):**

<b>Month</b>	<b>High Price</b>	<b>Low Price</b>
April-16	7.15	5.95
May-16	8.77	5.7
June-16	7.73	5.02
July-16	7.05	5.13
August-16	7.9	5.65
September-16	12.6	6.42
October-16	12.24	8.71
November-16	14.16	8.81
December-16	12.67	8.87
January-17	13.88	11.27
February-17	16.06	12.6
March-17	15.85	12.8



**9.7: Performance comparison to BSE Sensex and Nifty:**

Graphical Representation of Performance of Innovassynth Investments Limited’s (IIL) closing Share Price (closing price of BSE) in comparison with BSE Sensex:



**9.8: Suspension of Securities from Trading:**

Your Company has not been suspended during the financial year 2016-17.

**9.9: Registrar and Share Transfer Agent:**

**Name:** Satellite Corporate Services Pvt. Ltd.  
**Address:** 301, Sony Apartments, Opp. St. Jude High School, Off. Andheri-Kurla Road, Jarimari, Mumbai- 400 072.  
**Phone:** 022-28520461, 28520462 Fax: 022-28511809  
**E-mail I.D.:** [service@satellitecorporate.com](mailto:service@satellitecorporate.com)

**9.10: Share Transfer System:**

The applications for transfer of shares lodged at the Company’s Registrar and Share Transfer Agents in physical form are processed within 15 days of receipt of valid and complete documents in all respects. After such processing, the Registrar and Share Transfer Agent issues share certificate to the concerned shareholder(s). Shares under objection are returned within a stipulated period of time. The transfer applications are approved periodically by the senior management of the Company.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, a certificate on half yearly basis is issued by the Practicing Company Secretary for compliance with share transfer formalities by the Company.

**9.11: Distribution of Shareholding as on 31 March 2017:**

Range of Holdings		No. of Shares	Amount (Rs.)	% to Capital	No. of Shareholders	% of Shareholders
From	To					
1	5000	27,16,948	2,71,69,480	11.18	30,712	93.62
5001	10000	7,33,046	73,30,460	3.02	966	2.95
10001	20000	7,18,441	71,84,410	2.96	498	1.52
20001	30000	5,08,742	50,87,420	2.10	208	0.63
30001	40000	2,28,132	22,81,320	0.94	65	0.20
40001	50000	3,77,210	37,72,100	1.55	81	0.25
50001	100000	8,80,159	88,01,590	3.62	115	0.35
100001 and above		1,81,15,357	18,11,53,570	74.63	156	0.48
<b>Total</b>		<b>2,42,78,035</b>	<b>24,27,80,350</b>	<b>100.00</b>	<b>32,801</b>	<b>100.00</b>

**Category of equity shareholders as on 31.03.2017**

Category	No of Shares	Percentage
Promoter and Promoter Group	88,38,067	36.40
Mutual Funds/ UTI	72,292	0.30
Financial Institutions / Banks	11,991	0.05
Insurance Companies	13,16,869	5.42
Foreign Institutional Investor	3,276	0.01
Bodies Corporate	11,85,311	4.88
Individuals	1,06,95,667	44.06
Others(Clearing Member, NRIs, Overseas Corporate Bodies, Trust, Directors Relative, Hindu Undivided Families)	21,54,562	8.88
Total	2,42,78,035	100

**Dematerialization of Shares and Liquidity as on 31.03.2017**

Particulars	No. of Shareholders	No. of Shares Held	Shareholding as % of total no.of share
No. of Shareholders in Physical Mode	16,364	21,99,987	9.06
No. of Shareholders in Electronic Mode	16,437	2,20,78,048	90.94
<b>TOTAL</b>	<b>32,801</b>	<b>2,42,78,035</b>	<b>100.00</b>

**Details of Dematerialization**

Days taken for Dematerialization	No.of Request	No.of Shares	% of share
1-15	181	16,088	0.066

**Details of CDSL & NSDL**

<b>Particulars</b>	<b>National Securities Depository Ltd (NSDL)</b>		<b>Central Depository Services (i) LTD (CDSL)</b>	
No. of Shares Dematerialized	18957754	19184266	3120294	2877749
No. of Shares Rematerialized	0	162	55	0

**9.12: Outstanding GDRs/ADRs/ Warrants or any Convertible Instruments:**

The company has not issued any GDRs/ ADRs/ Warrants or convertible instruments.

**9.13: Commodity price risk or foreign exchange risk and hedging activities:**

Not Applicable.

**9.14: Address for Correspondence:**

Ratnesh Kumar Pandey

Company Secretary & Compliance Officer

Flat No. C-2/3, KMC No. 91, Innovassynth Colony,

Khopoli – 410203

Telephone: (02192) 260100/260224 Fax: 2192 263268

E-mail I.D. : [secretarial@innovassynthinvestments.in](mailto:secretarial@innovassynthinvestments.in)

Website: <http://www.innovassynthinvestments.in>

**10. Other Disclosure:**

**10.1: Related Party Disclosure:**

During the Financial Year under review, there was no materially significant related party transaction made by the Company, as defined in SEBI (LODR) Regulations, 2015 that may have potential conflict with the interest of the Company at large. Transactions with the related parties are disclosed in Note to the Standalone Financial Statements in the Annual Report. The policy on related party transactions is uploaded on the Company’s website [www.innovassynthinvestments.in](http://www.innovassynthinvestments.in).

**10.2: Non-Compliance by the Company:**

There has been no instance of non-compliance by the Company during the last three financial years except the following:

The Company has received notice from Bombay Stock Exchange for non submission of reports under Listing Agreement for the quarter ended June 30, 2014. The Company has filed necessary reports with the Bombay Stock Exchange immediately after receipt of notice.

**10.3: Establishment of Vigil Mechanism/Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee:**

In accordance with the provisions of Section 177 (9) of the Companies Act 2013 and the rules made thereunder and also regulation 22 of the SEBI (LODR) Regulations, 2015, Your Company established a vigil mechanism. The vigil mechanism policy is available on the website of the Company [www.innovassynthinvestments.in](http://www.innovassynthinvestments.in).

During financial year 2016-17 no personal has been denied access to the audit committee.

**10.4: Compliance with Mandatory requirements and adoption of non-mandatory requirements:**

The Company has complied with all the mandatory requirements of Corporate Governance norms as enumerated under SEBI (LODR) Regulations, 2015.

Company has not adopted non mandatory requirement.

**10.5:** Web-link where policy on dealing with the related party transaction is available on the website of the Company [www.innovassynthinvestments.in](http://www.innovassynthinvestments.in).

**11. Non-Compliance of any requirement of Corporate Governance Report:** Company has complied all the requirements specified in sub-para (2) to (10) of Schedule V (c) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**12. Disclosure relating to adoption of Discretionary Requirements:**

**12.1: Audit Qualification:**

The Company is in the regime of unqualified financial statements.

**12.2: Reporting of Internal Auditor:**

The Internal Auditor directly reports to the Audit Committee.

**12.3: Modified Opinion(s) in Audit Report:**

The Audit Report for the year 2016-17 is an unmodified one and does not contain any qualifications.

**13. Disclosure of Compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:**

<b>Regulation</b>	<b>Particulars of Regulations</b>	<b>Compliance Status (Yes/No/NA)</b>
<b>17.</b>	Board of Directors	Yes
<b>18.</b>	Audit Committee	Yes
<b>19.</b>	Nomination and Remuneration Committee	Yes
<b>20.</b>	Stakeholders' Relationship Committee	Yes
<b>21.</b>	Risk Management Committee	Yes
<b>22.</b>	Vigil Mechanism	Yes
<b>23.</b>	Related Party Transactions	Yes
<b>24</b>	Subsidiaries of the Company	NA
<b>25.</b>	Obligations with respect to Independent Directors	Yes
<b>26.</b>	Obligations with respect to Directors and Senior Management	Yes
<b>27.</b>	Other Corporate Governance requirements	Yes
<b>46(2)(b) to (i)</b>	Website	Yes

**14. Other Additional Disclosures {As per Schedule V to the SEBI (LODR) Regulations, 2015}:**

**14.1: Related Party Disclosure:**

Please refer point no. 10.1 of this Corporate Governance Report.

**14.2: Management Discussions and Analysis Report:**

The management discussions and analysis report is included in the point no.5 of the Directors Report.

**14.3: Disclosure on Accounting Treatment:**

In the preparation of financial statements, generally accepted accounting principles and policies were followed. The mandatory Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 were followed in the preparation of financial statements.

**14.4: Disclosure with respect to demat suspense account/ unclaimed suspense account:**

Your Company does not have any unclaimed shares issued in physical form pursuant to Public issue/ Right issue except dues to fractional shareholders of ₹ 86,101/-.

**DECLARATION FOR COMPLIANCE WITH CODE OF CONDUCT****To the members of Innovassynth Investments Limited**

As required under Schedule V(D) to the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, It is hereby affirmed that all the Board and Senior Management Personnel have complied with the code of conduct of the Company. It is also Confirmed that the Code of Conduct has already been posted on the website of the Company.

On behalf of the Board  
**For Innovassynth Investments Limited**

Place: Mumbai  
Date: August 13, 2017

**S.B. Ghia**  
**Chairman and Managing Director**

**Ratnesh Kumar Pandey**  
**Chief Financial Officer**

**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To The Members of  
Innovassynth Investments Limited

We have examined the compliance of conditions of Corporate Governance by Innovassynth Investments Limited, for the year ended March 31, 2017 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V of chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR').

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For SUSHIL TALATHI & ASSOCIATES**

Practicing Company Secretary

Sushil Talathi

Proprietor

Membership No. F8506

C.P. No. 9781

Place: Mumbai

Date: 13<sup>th</sup> August, 2017

**INDEPENDENT AUDITOR'S REPORT****To the Members of Innovassynth Investments Limited****Report on the Financial Statements**

We have audited the accompanying financial statements of **Innovassynth Investments Limited** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2017, and the Statement of Profit and Loss, and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Accounting Standards specified under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2017, of its loss and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us during the course of the audit, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014.
  - e. On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. The company has generally adequate internal financial controls system in place and the same are generally operating effectively.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) The Company has no pending litigations which has impact on its financial position.
    - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - (iv) The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016. The disclosures are in accordance with books of account maintained by the Company.

**For N. M. RAIJI & CO.**Chartered Accountants  
Firm Regn No: 108296WPlace : Mumbai  
Date : 29.05.2017**CA. Y. N. THAKKAR**  
Partner  
Membership No: 33329



**ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE**

{Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Innovassynth Investments Limited (the Company)}

The Clause No 3(i), 3(ii) and 3(iii) of the Order is not applicable to the Company.

- i) The Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act, therefore sub clauses (a), (b) & (c) of clause 3(iii) of the Order are not applicable.
- ii) During the year the Company has neither granted any loans nor made any investments nor has it given any guarantee or provided security in connection with loans to others.
- iii) The Company has not accepted any deposits from the public.
- iv) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, for the activities of the Company.
- v)
  - a) The Company is generally regular in depositing undisputed statutory dues including service tax, Profession tax and Income Tax deducted at source with the appropriate authority. There are no arrears of undisputed statutory dues which remained outstanding as at March 31, 2017 for a period of more than six months from the date they became payable.
  - b) According to the records made available to us and the information & explanations given by the management, there are no dues of income tax, sales tax, wealth tax, service tax, custom duty, excise duty, value added tax or cess that have not been deposited on account of any dispute.
- vi) The Company has not defaulted in repayment of loans or borrowings to any financial institutions, banks, government or debenture holders.
- vii) The Company did not raise money by way of initial public offer or further public offer (including debt instrument) or term loans during the year.
- viii) During the year, no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported, during the course of our audit.
- ix) During the year, the Company has not paid any Managerial Remuneration. Accordingly, clause (xi) of the Order is not applicable.
- x) All the related party transactions are in compliance with the Section 177 & 188 of the Act, and the details have been disclosed in the Financial Statement as required by the applicable accounting standards.
- xi) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xii) The Company has not entered into any non-cash transactions with directors or person connected with them.
- xiii) The Company is not required to be registered under 45-IA of the Reserve Bank of India Act, 1934.

**For N. M. RAIJI & CO.**  
Chartered Accountants  
Firm Regn No: 108296W

**CA. Y. N. THAKKAR**  
Partner  
Membership No: 33329

Place : Mumbai  
Date : 29.05.2017

BALANCE SHEET AS ON 31 MARCH, 2017

(Amount in ₹)

Particulars		Note No.	As at 31 March, 2017	As at 31 March, 2016
<b>A</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>Shareholders' funds</b>			
	Share capital	1	242,780,350	242,780,350
	Reserves and surplus	2	(15,755,920)	(12,334,930)
	Money received against share warrants			
	<b>Share application money pending allotment</b>		-	-
	<b>Non-current liabilities</b>			
	Long-term borrowings		-	-
	Deferred tax liabilities (net)		-	-
	Other long-term liabilities		-	-
	Long-term provisions		-	-
	<b>Current liabilities</b>			
	Short-term borrowings	3	9,255,000	6,500,000
	Trade payables	4	460,940	499,865
	Other current liabilities	5	1,906,380	1,174,819
	Short-term provisions		-	-
	<b>TOTAL</b>		<b>238,646,750</b>	<b>238,620,104</b>
<b>B</b>	<b>ASSETS</b>			
	<b>Non-current assets</b>			
	Fixed assets			
	(i) Tangible assets		-	-
	(ii) Intangible assets		-	-
	(iii) Capital work-in-progress		-	-
	(iv) Intangible assets under development		-	-
	<b>Non-current investments</b>	6	238,500,700	238,500,700
	Deferred tax assets (net)		-	-
	Long-term loans and advances	7	-	5,000
	Other non-current assets		-	-
	<b>Current assets</b>			
	Current investments		-	-
	Inventories		-	-
	Trade receivables		-	-
	Cash and cash equivalents	8	132,727	101,917
	Short-term loans and advances	9	13,323	12,487
	Other current assets		-	-
	<b>TOTAL</b>		<b>238,646,750</b>	<b>238,620,104</b>
	<b>See accompanying notes forming part of the financial statements</b>	1 – 18		

As per our report annexed  
For **N.M. RAIJI & CO.**,  
Chartered Accountants  
**Reg. No. 108296W**

**CA. Y.N. THAKKAR**  
**Partner**  
**Membership No. 33329**

Place: Mumbai  
Date : 29<sup>th</sup> May, 2017

**For and on behalf of the Board of Directors**

**S.B. Ghia**  
**Chairman and Managing Director**

**Dr B Sahu**  
**Director**

**Ratnesh Pandey**  
**CFO & Company Secretary**

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2017

(Amount in ₹)

Particulars		Note No.	For the year ended 31 March, 2017	For the year ended 31 March, 2016
<b>I</b>	Revenue from Operations		-	-
<b>II</b>	Other income		-	-
<b>III</b>	<b>Total Revenue</b>		-	-
<b>IV</b>	<b>Expenses</b>			
	Cost of materials consumed		-	-
	Purchases of stock-in-trade		-	-
	Changes in inventories of finished goods, work-in-progress and stock-in-trade		-	-
	Employee benefits expense		485,004	371,186
	Finance costs	10	830,466	579,624
	Depreciation and amortisation expense		-	-
	Other Expenses	11	2,105,520	2,231,411
	<b>Total expenses</b>		<b>3,420,990</b>	<b>3,182,221</b>
<b>V</b>	<b>Profit / (Loss) before exceptional and extraordinary items and tax</b>		<b>(3,420,990)</b>	<b>(3,182,221)</b>
<b>VI</b>	Exceptional items		-	-
<b>VII</b>	<b>Profit / (Loss) before extraordinary items and tax</b>		<b>(3,420,990)</b>	<b>(3,182,221)</b>
<b>VIII</b>	Extraordinary items		-	-
<b>IX</b>	<b>Profit / (Loss) before tax</b>		<b>(3,420,990)</b>	<b>(3,182,221)</b>
<b>X</b>	<b>Tax Expense:</b>			
	(a) Current tax		-	-
	(b) Deferred tax		-	-
<b>XI</b>	<b>Profit / (Loss) for the year after tax</b>		<b>(3,420,990)</b>	<b>(3,182,221)</b>
<b>XII</b>	<b>Earnings per share (on face value of ₹ 10/- each):</b>	14		
	(a) Basic		(0.14)	(0.13)
	(b) Diluted		(0.14)	(0.13)
	See accompanying notes forming part of the financial statements	1 – 18		

As per our report annexed  
For **N.M. RAIJI & CO.**,  
Chartered Accountants  
**Reg. No. 108296W**

**CA. Y.N. THAKKAR**  
**Partner**  
**Membership No. 33329**

Place: Mumbai  
Date : 29<sup>th</sup> May, 2017

**For and on behalf of the Board of Directors**

**S.B. Ghia**  
**Chairman and Managing Director**

**Dr B Sahu**  
**Director**

**Ratnesh Pandey**  
**CFO & Company Secretary**

CASH FLOW STATEMENT FOR THE YEAR 01.04.2016 TO 31.03.2017

(Amount in ₹)

Particulars	Note No.	For the year ended 31 March, 2017	For the year ended 31 March, 2016
<b>(A) CASH FLOW FROM OPERATIONS</b>			
<b>(Loss) before tax and extra-ordinary item</b>		<b>(3,420,990)</b>	<b>(3,182,221)</b>
<b>Adjustment for</b>			
Interest on Loan		828,741	573,151
Operating Loss before working capital changes		(2,592,249)	(2,609,070)
Adjustment for			
Loans & Advances		4,164	4,163
Trade & Other Payables		(136,105)	412,856
<b>Cash Generated from Operations</b>		<b>(2,724,190)</b>	<b>(2,192,051)</b>
		-	-
<b>NET CASH FROM OPERATING ACTIVITIES</b>	(A)	<b>(2,724,190)</b>	<b>(2,192,051)</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES:</b>			
<b>Advance (Given)/ Repaid</b>		-	-
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	(B)	-	-
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES</b>			
Issue of equity Shares		-	-
Proceeds from Short Term borrowing		2,755,000	2,000,000
<b>NET CASH FROM FINANCING ACTIVITIES</b>	(C)	<b>2,755,000</b>	<b>2,000,000</b>
<b>Net increase in cash and cash activities (A + B + C)</b>		<b>30,810</b>	<b>(192,051)</b>
<b>Cash and cash equivalents at the commencement of the year (Opening Balance)</b>		101,917	293,968
<b>Cash and cash equivalents at the end of the year (Closing Balance)</b>		132,727	101,917
<b>NET INCREASE / ( DECREASE) AS DISCLOSED ABOVE</b>		<b>30,810</b>	<b>(192,051)</b>

Notes :

1. Cash and cash equivalents include all items under Note 8 forming part of financial statement.
2. Cash and Cash equivalents includes ₹ 86,101 (previous year ₹ 86,101) which is earmarked for fractional payment.
3. All figures in brackets are outflows.

As per our report annexed

For **N.M. RAIJI & CO.**,  
Chartered Accountants  
**Reg. No. 108296W**

**CA. Y.N. THAKKAR**  
Partner  
Membership No. 33329

Place: Mumbai  
Date : 29<sup>th</sup> May, 2017

**For and on behalf of the Board of Directors**

**S.B. Ghia**  
Chairman and Managing Director

**Dr B Sahu**  
Director

**Ratnesh Pandey**  
CFO & Company Secretary

Notes forming part of the financial statements

Note 1 Share Capital

1 (a)

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
(a) Authorised 2,50,00,000 (2,50,00,000) Equity shares of ₹ 10/- each with voting rights	250,000,000	250,000,000
(b) Issued 24,278,035 (24,278,035) Equity shares of ₹ 10/- each with voting rights	242,780,350	242,780,350
(c) Subscribed and fully paid up 24,278,035 (24,278,035) Equity shares of ₹ 10/- each with voting rights	242,780,350	242,780,350
<b>Total</b>	<b>242,780,350</b>	<b>242,780,350</b>

1 (b)

The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2017 and March 31, 2016 is set out below:

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Number of shares	Amount In ₹	Number of shares	Amount In ₹
Number of shares at the beginning	24,278,035	242,780,350	24,278,035	242,780,350
Add: Shares issued	-	-	-	-
<b>Number of shares at the end</b>	<b>24,278,035</b>	<b>242,780,350</b>	<b>24,278,035</b>	<b>242,780,350</b>

1 (c)

Rights of Shareholders

The company has equity shares having a par value of ₹ 10/- each. Shareholder is entitled for one vote per share. The shareholders have the right to receive interim dividends declared by the Board of Directors and final dividend proposed by the Board of directors and approved by the shareholders.

In the event of liquidation by the company, the shareholders will be entitled in proportion to the number of equity shares held by them to receive remaining assets of the company, after distribution to those it was secured.

The shareholders have all other rights as available to equity shareholders as per the provisions of the Companies Act, 2013, read together with the Memorandum of Association and Articles of Association of the Company, as applicable.

1 (d)

Details of shares held by each shareholder holding more than 5% shares

Class of shares / Name of shareholder	As at 31 March, 2017		As at 31 March, 2016	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Bhupati Investments & Finance Private Limited	4,141,070	17.06	4,141,070	17.06
Bloomingtondale Investments & Finance Private Limited	2,412,414	9.94	2,412,414	9.94
Matsyagandha Investment & Finance Private Limited	2,234,643	9.20	2,234,643	9.20

Note 2 Reserves and surplus

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
Capital reserve	220,350	220,350
Surplus / (Deficit)		
Opening balance	(12,555,280)	(9,373,059)
Add: (Loss) for the year transferred from Statement of Profit & Loss	(3,420,990)	(3,182,221)
Closing balance	(15,976,270)	(12,555,280)
<b>Total</b>	<b>(15,755,920)</b>	<b>(12,334,930)</b>

Note 3 Short-term borrowings

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
Inter Corporate Deposits repayable on demand		
Matsyagandha Investments and Finance Private Limited	6,500,000	6,500,000
Innovassynth Technologies (India) Ltd-Related Party	2,755,000	-
<b>Total</b>	<b>9,255,000</b>	<b>6,500,000</b>

Note 4 Trade Payables

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
Others	460,940	499,865
	<b>460,940</b>	<b>499,865</b>

**Note 5 Other current liabilities**

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
Other payables		
Statutory Dues	28,149	21,760
Dues to Fractional Shareholders	86,101	86,101
Interest accrued but not due on borrowings	1,609,679	863,868
Salary Payable	37,501	50,045
Other Outstanding Liability	144,950	153,045
<b>Total</b>	<b>1,906,380</b>	<b>1,174,819</b>

**Note 6 Non-current investments (Non- Trade, Unquoted)**

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
Investment in equity instruments 2,38,50,070 (2,38,50,070) Equity Shares of ₹ 10/- each of Innovassynth Technologies (India) Limited fully paid up	238,500,700	238,500,700
<b>Total</b>	<b>238,500,700</b>	<b>238,500,700</b>
Aggregate cost of unquoted investments	238,500,700	238,500,700

**Note 7 Long-term loans and advances**

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
<b>Unsecured, Considered Good : -</b>		
Security Deposit to related party	-	5,000
<b>Total</b>	<b>-</b>	<b>5,000</b>

**Note 8 Cash and cash equivalents**

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
Cash on hand		
Balances with banks		
In Fractional Payment Account	86,101	86,101
In current accounts	46,626	15,816
<b>Total</b>	<b>132,727</b>	<b>101,917</b>

**Note 9 Short-term Loans and Advances**

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
<b>Unsecured, Considered Good :-</b>		
Prepaid Expenses	8,323	12,487
Security Deposit to related party	5,000	-
<b>Total</b>	<b>13,323</b>	<b>12,487</b>

**Note 10 Finance Cost**

(Amount in ₹)

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
Interest on Loans	828,741	573,151
Interest Others	1,725	6,473
<b>Total</b>	<b>830,466</b>	<b>579,624</b>

**Note 11 Other expenses**

(Amount in ₹)

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
Postage charges	479,976	240,244
Printing and Stationary	231,973	306,180
Custodial & Listing Fees	529,424	477,101
Registrar and share Transfer agent fees	160,789	181,261
Legal and Professional Fees	276,004	283,048
Director Sitting Fees (Refer Note 15)	120,000	135,000
Rent	41,370	41,017
Rates & Taxes	31,631	36,919
Advertisement	52,344	103,430
Penalty & Fines	-	312,243
<b>Payments to auditors</b>		
Audit fees	50,000	50,000
Other services	55,000	30,000
Reimbursement of Service Tax & Expenses	25,196	11,550
Other expenses	51,813	23,418
<b>Total</b>	<b>2,105,520</b>	<b>2,231,411</b>



**NOTE 12: NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**1 SIGNIFICANT ACCOUNTING POLICIES**

- A. These financial statements have been prepared in accordance with generally accepted accounting principles in India under historical cost convention on accrual basis. These financial statements have been prepared to comply in all materials aspects with accounting standards notified under Section 133 of the Companies Act 2013 read with Companies (Accounts) Rules 2014.
- B. Revenue Recognition  
Dividend on Investments is accounted when the right to receive payment is established.
- C. Investments  
Investments being long-term are stated at cost less diminution, other than temporary, in the value of investments if any.
- D. Taxes on Income
  - (I) Current Tax: Provision for Income Tax is determined in accordance with the provision of Income Tax Act, 1961.
  - (II) Deferred Tax Provision: Deferred Tax is recognised on timing differences between the accounting income and taxable income for the year and quantified using the tax rates and laws enacted or subsequently enacted on the Balance Sheet date. Deferred Tax Assets are recognized and carried forward against which deferred tax assets can be realised.
- E. Employee Benefits  
Short Term employee benefits are recognised as a expense in the statement of Profit and Loss Account of the year in which the employee render the related services.

**Note 13: Related Parties Disclosures**

**Details of related parties:**

Description of relationship	Names of related parties
Key Managerial Personnel (KMP)	(A) Mr. S. B. Ghia (Chairman and Managing Director)
	(B) Mr. Ratnesh Kumar Pandey (CFO & Company Secretary)
Associate Company	Innovassynth Technologies (India) Limited
Company in which KMP / Relatives of KMP can exercise significant influence	(A) Bhupati Investments & Finance Private Limited
	(B) Chika Private Limited
	(C) Futura Polysters Limited

Nature of Transaction	Key Managerial Personnel	Innovassynth Technologies (I) Limited
A. Salary (including provision for Ex-Gratia & Leave Travel Allowances)	485,004	-
	-371,186	(-)
B. Rent	-	41,370
	(-)	-41,017
C. Inter Corporate Deposit Taken	-	2,755,000
	(-)	(-)
D. Interest on Inter Corporate Deposit Taken	-	178,741
		(-)
E. Outstanding Inter Corporate Deposit Payable as at end of the year	-	2,755,000
		(-)
F. Outstanding Deposit Receivables as at the end of the year	-	5,000
	(-)	(5,000)
G. Outstanding payables as at end of the year (Net of TDS)	37,501	243,912
	(50,045)	(41,717)

**Note 14: Earnings Per Share**

	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
(a) Weighted Average Number of Shares Outstanding during the year		
i) For Basic Earnings Per Share	24,278,035	24,278,035
ii) For Diluted Earnings Per Share	24,278,035	24,278,035
(b) Net Profit/(Loss) after Tax available for Equity Shareholders (in ₹)	(3,420,990)	(3,182,221)
(c) Earnings Per Share (₹) Face value of ₹ 10/-		
i) Basic	(0.14)	(0.13)
ii) Diluted	(0.14)	(0.13)

**Note 15:**

Director sitting fees includes ₹ Nil ( Previous year ₹ 30,000/-) Prior Period Item for meeting held on 24.03.2015.

**Note 16:**

The Company operates only in one segment viz, investment. Hence the segment reporting as required by AS-17, issued by ICAI/ Company (Accounts) Rules 2014 is not applicable.

**Note 17:**

Details of Specified Bank Notes (SBN) held and transacted during the period 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016:

<b>Particulars</b>	<b>SBNs</b>	<b>Other Denomination notes</b>	<b>Total</b>
Closing Cash in hand as on 8.11.2016	-	-	-
Add: Permitted Receipts	-	-	-
Less: Permitted payments	-	-	-
Less : Amount deposited in Banks	-	-	-
Closing cash in hand as on 30.12.2016	-	-	-

**Note 18:**

Figures of Previous Year have been regrouped wherever necessary.

As per our report annexed

For **N.M. RAIJI & CO.,**

Chartered Accountants

**Reg. No. 108296W**

**CA. Y.N. THAKKAR**

Partner

Membership No. 33329

Place : Mumbai

Date : 29<sup>th</sup> May, 2017

**For and on behalf of the Board of Directors**

**S. B. Ghia**

Chairman and Managing Director

**Dr. B. Sahu**

Director

Ratnesh Pandey

CFO & Company Secretary

**PERFORMANCE OF ASSOCIATE COMPANY**

Your Company has invested 31.79% in Innovassynth Technologies (India) Limited. Highlights of the performance of Innovassynth Technologies (India) Limited are as follows:

(Rupees in lakhs)

<b>Particulars</b>	<b>2016-17</b>	<b>2015-16</b>
Total Income	10,341.92	8054.14
Profit/(Loss) before Interest and depreciation	1,977.75	1440.49
Interest	217.61	439.54
Depreciation	1,207.62	478.02
Profit/(Loss) before Tax	552.52	522.93
Less/Add: Provision for Taxation	-	-
Less/Add: Deferred Tax Adjustment	(376.63)	(344.63)
Profit/(Loss) after Tax	175.89	178.30

**Innovassynth Investments Limited**

**Registered Office: Flat No. C-2/3, KMC No. 91, Innovassynth Colony, Khopoli – 410203,**

CIN: L67120MH2008PLC178923

Telephone: (02192) 260100/260224, Website: www.innovassynthinvestments.in

Email: secretarial@innovassynthinvestments.in

**ATTENDANCE SLIP**

CIN: L67120MH2008PLC178923

Name of the Company: Innovassynth Investments Limited

Registered Office:

Flat No. C-2/3, KMC No. 91,

Innovassynth Colony, Khopoli – 410203.

Members attending the Meeting in person or by Proxy are requested to complete the Attendance Slip and hand it over at the entrance of the meeting room.

I hereby record my presence at the Annual General Meeting of the Company at Innovassynth Colony, Khopoli – 410203, on Friday, September 29, 2017 at 11 a.m.

Full name of the Member (in block letters).....

Signature.....

E-Mail I.D. .... Folio No.: ..... DP ID No.:\*.....

Client ID No.:\*.....

\*Applicable for Member holding shares in electronic form

.....

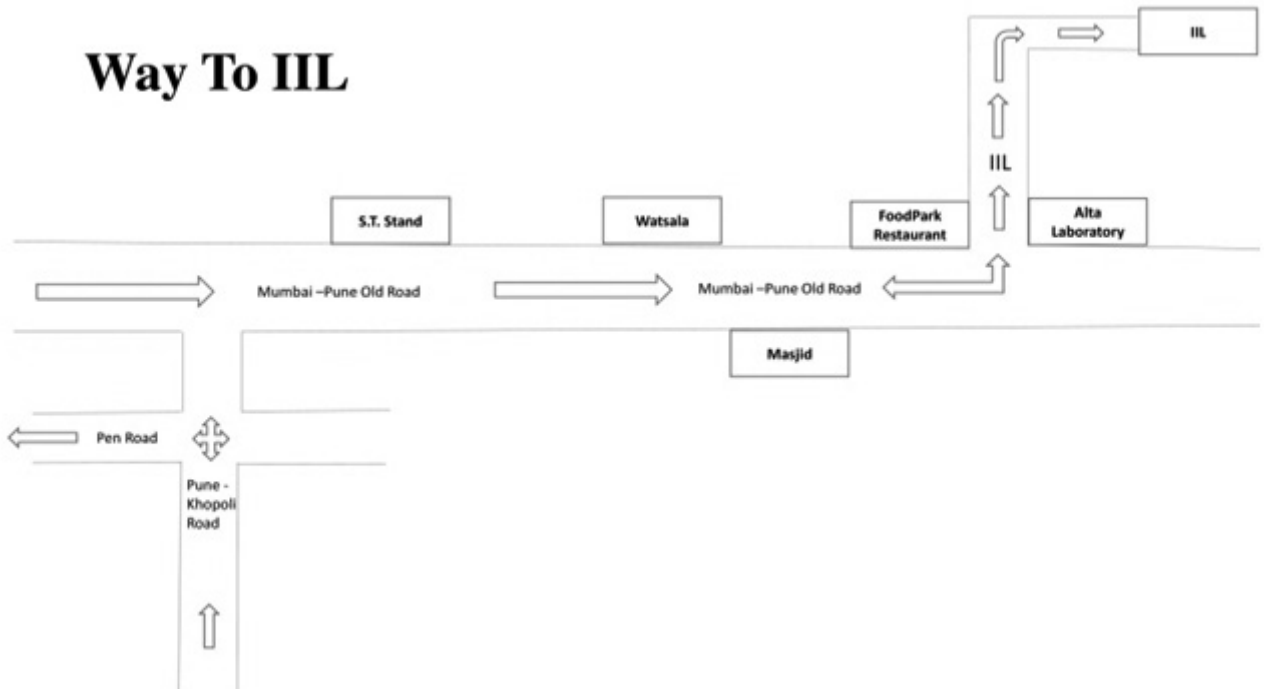
.....

Full name of the member/ proxy  
(in block letters)

Signature of the member/ proxy

.....

# Way To IIL



## Innovassynth Investments Limited

**Registered Office: Flat No. C-2/3, KMC No. 91, Innovassynth Colony, Khopoli – 410203,**

CIN: L67120MH2008PLC178923

Telephone: (02192) 260100/260224, Website: www.innovassynthinvestments.in

Email: secretarial@innovassynthinvestments.in

### Form No. MGT-11 Proxy Form

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3)  
of the Companies (Management and Administration) Rules, 2014]**

CIN: L67120MH2008PLC178923

Name of the Company: Innovassynth Investments Limited

Registered Office: Flat No. C-2/3, KMC No. 91, Innovassynth Colony, Khopoli – 410203.

#### **Tenth Annual General Meeting, Friday, September 29, 2017 at 11.00 am**

Full name of the Member (in block letters): .....

Registered Address: .....

E-mail I.D.: ..... Folio No.: ..... DP ID No.: ^ ..... Client ID No.: ^ .....

I/We, being the Member(s), holding ..... shares of the above named company, hereby appoint:

(1) Name.....

Address..... Email Id .....

Signature..... or failing him/her;

(2) Name.....

Address..... Email Id .....

Signature..... or failing him/her;

(3) Name.....

Address..... Email Id .....

Signature..... or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Tenth Annual General Meeting of the Company, to be held on Friday, September 29, 2017 at 11.00 a.m. at Innovassynth Colony, Khopoli – 410203 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1	Adoption of Accounts		
2	Re-appointment of Dr. B. Sahu who retire by rotation and, being eligible, offers himself for re-appointment		
3	Appointment of Statutory Auditors		
4	Approval for Inter Corporate Deposit (ICD)		
5	Approval for Lease Agreement:		

Signed this..... day of ....., 2017

.....

Signature of the Member(s)

.....

Signature of Proxy holder(s)

#### **Note:**

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Eighth Annual General Meeting.
- Applicable for Member holding shares in electronic form
- \*4. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in above box before submission.

**COURIER**

If Undelivered, Please return to  
**Innovassynth Investments Limited**  
Flat No. C-2/3, KMC No. 91,  
Innovassynth Colony,  
Khopoli – 410203.