

**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