

INNOVASSYNTH INVESTMENTS LIMITED

Registered Office: Flat No. C-2/3, KMC No. 91, Innovassynth Colony, Khopoli, Raigad - 410203,
CIN: L67120MH2008PLC178923

Telephone: (02192) 260224,

Email Id: secretarial@innovassynthinvestments.in Website: www.innovassynthinvestments.in

NOTICE

NOTICE is hereby given that the 13th Annual General Meeting of the Members of Innovassynth Investments Limited will be held on Friday, 18th September 2020 at 11.00 a.m. through Video conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements for the year ended 31st March 2020 and report of the Directors and Auditors thereon.

SPECIAL BUSINESS:

To consider and if thought fit, to pass, with or without modification (s), the following resolutions:

2. Appointment of Ms. Jana Chatra as a Managing Director of the Company: (Ordinary Resolution)

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in line with applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory amendments or re-enactment thereof and subject to all other statutory approvals, sanctions and permissions if any, Approval of Members be and is hereby accorded to the Appointment of Ms. Jana Chatra (DIN No. 07149281) as a Managing Director of the Company, liable to Retire By Rotation who was appointed as an Additional Director & Managing Director of the Company by Board of Directors and who holds office up to the conclusion of this Annual General Meeting, for a period of Five (5) years with effect from 28th February 2020 on such terms and conditions as decided between Company and Ms. Jana Chatra, subject to Employment Agreement and that the said terms and conditions of her appointment and remuneration shall be subject to review by the Nomination and Remuneration Committee ("NRC Committee") and the Board of Directors ("the Board") of the Company from time to time with liberty to, vary or change the said terms and conditions in such a manner as decided by the Board and in accordance with the provisions prescribed under Schedule V of the Act or any amendment to the Schedule or to the Act or any re-enactment thereof.

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof, subject to review by NRC Committee from time to time;

RESOLVED FURTHER THAT Any Director or Company Secretary be and is hereby authorized to sign and execute all necessary forms and other documents for and on behalf of the Company and also to take all necessary steps as may be required to give effect to the aforesaid appointment.

NOTES:

1. An Explanatory Statement setting out all the material facts of Special Business to be transacted in compliance with Section 102 of the Companies Act, 2013 and Rules made thereunder is annexed to and forms a part of the Notice along with relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (ICSI), in respect of a Director seeking appointment at this Annual General Meeting is annexed.
2. At the 10th Annual General Meeting held on 29th September 2017 the Members approved appointment of MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 14th AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been omitted by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for the ratification of the appointment of the Statutory Auditors at this Annual General Meeting.
3. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through video conferencing/other audio-visual means (VC / OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, this AGM of the Company is being held through VC / OAVM, which does not require the physical presence of Members at a common venue. The deemed venue for the 13th AGM shall be the Registered Office of the Company.
4. Attendance of the Members participating in the 13th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is also entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. As per the MCA Circulars, since the physical attendance of the Members has been dispensed with, there is no requirement for the appointment of proxies. Accordingly, the facility for the appointment of proxies by the Members under Section 105 of the Act will not be available for the 13th AGM and hence the Proxy Form and the Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the participation in the 13th AGM through the VC/OAVM facility.
6. National Securities Depositories Limited ("NSDL") will be providing the facility for voting through remote e-Voting, for participation in the 13th AGM through their VC/OAVM Facility.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.innovassynthinvestments.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
9. General Instructions for Members are as under:
 - i. The Register of Members and the share transfer books of the company will remain closed from 11th September 2020 to 18th September 2020 (both days inclusive).

- ii. The Company has always encouraged the Members to register their email ID and phone numbers for ease of communication between the Company and the Members. The Members who have not yet registered their email addresses are requested to do so with their Depository Participants (DPs) in case the shares are held by them in electronic form, and with the Registrar & Transfer Agent, M/s Satellite Corporate Services Private Limited in case the shares are held by them in physical form.
- iii. As per the Listing Regulations, the securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
- iv. If your address or bank details have changed, the Members who hold their shares in physical form are requested to inform the Company's Registered Office immediately of the change along with their ledger folio number. The Members who hold shares in electronic form are requested to update their DPs.
- v. During the 13th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon request made to Company Secretary at secretarial@innovassynthinvestments.in.
- vi. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in physical form can submit their PAN details to M/s Satellite Corporate Services Pvt. Ltd. or Company. The Members holding shares in dematerialised form are requested to submit their PAN details to their DPs with whom they are maintaining their Demat accounts.
- vii. The 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.
- viii. Since the AGM will be held through VC / OAVM, the Route Map, attendance slip, and Proxy Form is not annexed in this Notice.

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

The remote e-voting period begins on Tuesday, 15th September 2020 at 09: 00 A.M. and ends on Thursday 17th September 2020 at 05: 00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

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

- Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
- Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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

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

6. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
7. Now, you will have to click on “Login” button.
8. After you click on the “Login” button, Home page of e-Voting will open

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to miket@miketsbahuva.com with a copy marked to evoting@nsdl.co.in.
- 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- 3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or by writing to evoting@nsdl.co.in / 1800-222-990 or Ms. Pallavi Mhatre (Contact No: 7506682281 or Email ID: pallavid@nsdl.co.in) / Mr. Amit Vishal (Contact No: 9920264780 or Email ID: amitv@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@innovassynthinvestments.in.
In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@innovassynthinvestments.in.
2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at secretarial@innovassynthinvestments.in.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@innovassynthinvestments.in. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting

Other Instructions:

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, shall be submitted to the Chairman or Company Secretary.

2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.innovassynthinvestments.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

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

Abhishek Deshpande

Company Secretary & Compliance Officer

ACS: 54004

Mumbai, 17th August 2020

Registered Office:

C/2-3, KMC No. 91, Innovassynth Colony, Khopoli, Raigad MH 410203 IN

Email ID: secretarial@innovassynthinvestments.in

Website: www.innovassynthinvestments.in

Contact No: 02194-260224

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 as mentioned in the accompanying Notice:

Item No.2:**Appointment of Ms. Jana Chatra (DIN: 07149281) as a Managing Director:**

The Board, Pursuant to the recommendation received from Nomination & Remuneration Committee and pursuant to provisions of Section 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 & Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the said Act (including any statutory modifications and re-enactment thereof, for the time being in force) in line with applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to Employment Agreement and Approval of Members in ensuing Annual General Meeting, appointed Ms. Jana Chatra as Additional Director and subsequently Managing Director in the Board meeting held on 28th February 2020. Since the appointment is required to be approved by Members in General Meeting the resolution has been placed before the Members.

The Nomination and Remuneration Committee has recommended Appointment of, Ms. Jana Chatra as a Managing Director as she possesses appropriate skills, experience and knowledge, inter alia, in-depth knowledge of Management.

The remuneration proposed to be payable to Ms. Jana Chatra is same as approved in the Board meeting held on 28th February 2020 which is as under:

A. Remuneration:

Monthly	Amount
Basic	Rs. 25,000/-
Gross Monthly Salary	Rs. 25,000/-
CTC Yearly	Rs. 3,00,000/-

B. In addition to the basic salary referred to in (A) above, the Managing Director shall be entitled to:

- a. Leave encashment as per applicable Company policy
- b. Contribution of Gratuity Fund as per the Policy/Rules of the Company.
- c. Reimbursement of all Business-related expenses incurred by the Managing Director in the performance of his duties hereunder, including those incurred in connection with Business-related travel, boarding and lodging, telecommunications and entertainment in accordance with Company's Policies in this regard.
- d. Other benefits/allowance as decided by Board from time to time and as per policy of the Company.

Brief Details of Ms. Jana Chatra are as under:

Ms. Jana Chatra holds B.Sc. (Chemistry) and MMS (MBA) degrees. She brings to us her rich experience of working in areas such as corporate strategy, business development and process redesign across diverse industries. She has previously worked with PricewaterhouseCoopers (PwC), KPMG, Zurich Risk Management Services and WNS Global Services (WNS) over several years. She has worked with board of directors and executive managements in her previous roles.

None of the Directors / Key managerial Personnel of the Company- their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

**Details of the Directors seeking Appointment at the Forthcoming Annual General Meeting
(In pursuance of Secretarial Standard - 2 on General Meetings)**

Name of Director	Ms. Jana Chatra
Date of Birth	04 th May 1972 (Age:48 Years)
Date of Appointment	28 th February 2020
Expertise in specific functional areas	<ul style="list-style-type: none"> • Experience in areas such as corporate strategy, business development and process redesign across many industries. • Worked earlier with PricewaterhouseCoopers (PwC), KPMG, Zurich Risk Management Services, and WNS Global Services (WNS).
Qualifications	B.Sc. (Chemistry) and MMS (MBA) from Narsee Monjee Institute of Management Studies, University of Mumbai, India
Relationship with Other Directors/ Key Managerial Personnel	Not Related
Directorship in other companies	Nil
Committee position held in other companies	Nil
No. of meetings of the Board attended during the year	NA
No. of shares held: (a) Own (b) For other persons on a beneficial basis	Nil