

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 08<sup>th</sup> Annual General Meeting of the members of **INNOVANA THINKLABS LIMITED** will be held on Friday 29<sup>th</sup> September 2023 at 11.30 A.M at the registered office of the company plot no D-41, Patrakar Colony, Near Jawahar Nagar Moti Dungri Vistar Yojna, Raja Park- 302004 Jaipur, Rajasthan to transact the following business.

**ORDINARY BUSINESS:**

**Item No. 1- Adoption of Financial Statements: -**

To consider and adopt the audited financial statement (including consolidated financial statement) of the company for the financial year ended March 31, 2023, and the report of the Boards of Directors ('the Boards') and auditors thereon.

**Item No. 2: Appointment of Mrs. Swaran Kanta (DIN: 07143551) as a director liable to retire by rotation.**

To appoint a director in place of Mr. Swaran Kanta (DIN: 07143551) who retires by rotation and being eligible offers himself for re-appointment.

**Item No 3: Declaration of Final Dividend for the Financial Year ended March 31, 2023.**

To declare a Final Dividend of Rs. 0.25/- per equity share of face value Rs. 10/- each for the Financial Year ended March 31, 2023.

**SPECIAL BUSINESS: -**

**Item No 4:**

**To consider and if thought fit to pass with or without modification following resolution as Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of central government or any authority/agency/board, if any, the subject to consent of the members be and is hereby accorded to re-appoint Mr. Chandan Garg (DIN: 06422150) as Chairman & Managing Director of the Company for a further period of 5 (five) years with effect from October 01, 2023 on terms and conditions including remuneration and perquisites, as set out in the Explanatory Statement annexed to this Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board") or Nomination and Remuneration Committee to alter and vary the terms and conditions of the said re-appointment and/or remuneration in such a manner as may be deemed fit by the Board and/or Nomination and Remuneration Committee and agreed by Mr. Chandan Garg."

**"RESOLVED FURTHER THAT** a remuneration up to Rs. 10,00,000 (Rupees Ten Lakhs) per month including all the perquisites and benefits if any, except the perquisites falling outside the purview of the ceiling of remuneration as per applicable provisions of Schedule V of the Act, be allowed to Mr. Chandan Garg and in the event of inadequacy of profits the Board shall be authorized to adjust the above remuneration in accordance with the provisions of Schedule V of the Act, subject however that in the event of inadequacy of profits, the remuneration so paid shall be subject to review after the expiry of such period of 3 (three) years.

**"RESOLVED FURTHER THAT** the Chairman and Managing Director is not liable to retire by rotation and will carry out such duties and exercise such powers as may be entrusted to him by the Board of Directors subject to the supervision, superintendence and control of the Board."

**"RESOLVED FURTHER THAT** any board of director be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/consent from the government departments, as may be required in this regard."

**Item No 5.**

**To consider and if thought fit to pass with or without modification following resolution as Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or any authority/agency/board, if any, the subject to consent of the members be and is hereby accorded to re-appoint Mr. Kapil Garg (DIN: 07143551) as Whole Time Director of the Company for a further period of 5 (five) years with effect from October 01, 2023 on terms and conditions including remuneration and perquisites, as set out in the Explanatory Statement annexed to this Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board”) or Nomination and Remuneration Committee to alter and vary the terms and conditions of the said re-appointment and/or remuneration in such a manner as may be deemed fit by the Board and/or Nomination and Remuneration Committee and agreed by Mr. Kapil Garg.”

**“RESOLVED FURTHER THAT** a remuneration up to Rs. 5,00,000 (Rupees Five Lakhs) per month including all the perquisites and benefits if any, except the perquisites falling outside the purview of the ceiling of remuneration as per applicable provisions of Schedule V of the Act, be allowed to Mr. Kapil Garg and in the event of inadequacy of profits the Board shall be authorized to adjust the above remuneration in accordance with the provisions of Schedule V of the Act, subject however that in the event of inadequacy of profits, the remuneration so paid shall be subject to review after the expiry of such period of 3 (three) years.”

**“RESOLVED FURTHER THAT** the Whole Time Director is liable to retire by rotation and will carry out such duties and exercise such powers as may be entrusted to her by the Board of Directors subject to the supervision, superintendence and control of the Board.”

**“RESOLVED FURTHER THAT** any board of director be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/consent from the government departments, as may be required in this regard.”

By Order of Board of Directors  
**For INNOVANA THINKLABS LIMITED**  
CIN: L72900RJ2015PLC047363

DATE: 05/09/2023  
PLACE: JAIPUR

Vasu Ajay Anand  
Company Secretary

**Notes: -**

The Explanatory Statement pursuant to sub-section (1) of Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto and forms part of the Notice.

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting power. A member holding more than 10% of the

total share capital of the company may appoint a single person as a proxy and such person shall not act as a proxy for any other shareholder. The instrument of Proxy in order to be effective should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

Members and Proxies attending the Meeting should bring the attendance slip duly filled in for attending the Meeting. Members who hold shares in the dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification for attendance at the Meeting.

2. Members are informed that in case of joint holders attending the meeting, only such Joint holder who is higher in the order of the names will be entitled to vote.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from September 22, 2023 to September 28, 2023 (both days inclusive) for the purpose of this Annual General Meeting.
4. M/s. SKYLINE FINANCIAL SERVICES PVT.LTD is the Registrar and Share Transfer Agent (RTA) for physical shares and is also the depository interface of the Company with both CDSL and NSDL.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, nominations, change of address, change of name and e-mail address, etc., to their Depository Participant. This will help the Company and the Company's Registrar and Transfer Agent, M/s SKYLINE FINANCIAL SERVICES PVT.LTD to provide efficient and prompt services. Members holding shares in physical form are requested to intimate such changes to Registrar. Non-resident Indian members are requested to inform the company or its RTA or to the concerned DP's, of the change in the residential status on return to India for permanent settlement and the particulars of NRE/NRO account with a bank in India, if not furnished earlier.
6. Members may now avail of the facility of nomination by nominating, in the prescribed form, a person to whom their shares in the Company shall vest in the event of their death. Interested Members may write to the Registrars and Share Transfer Agents for the prescribed form.
7. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during working hours between 10:00 a.m. to 5:00 p.m. except on holidays.
8. Queries on accounts and operations may please be sent to the Company 7 days in advance of the 08<sup>th</sup> Annual General Meeting so that the answers may be made available at the meeting.
9. The Ministry of Corporate Affairs (MCA) vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011, respectively have taken a 'Green Initiative in Corporate Governance' and allowed Companies to send communication to the shareholders through electronic mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company or its Transfer Agent.
10. Electronic copy of the Notice of the 08<sup>th</sup> Annual General Meeting of the Company indicating, inter alia, the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s)/RTA for communication purposes unless any member has requested for a hard copy of the same.

11. Members may also note that the Notice of the 08<sup>th</sup> Annual General Meeting and the Annual Report for the year 2022-23 will also be available on the Company's website [www.innovanathinklabs.com](http://www.innovanathinklabs.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Jaipur for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by permitted mode free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [cs@innovanathinklabs.com](mailto:cs@innovanathinklabs.com).
12. Ms. Srishthi Mathur, Practicing Company Secretary has been appointed as Scrutinizer for Conducting the AGM in accordance with the law fairly and transparently.

**CDSL e-Voting System – For e-voting and Joining Virtual meetings.**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/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 EGM/AGM through VC/OAVM will be made available to atleast 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 EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company [www.innovanathinklabs.com](http://www.innovanathinklabs.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no.

02/2021 dated January,13,2021.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- i. The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- i. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:
- Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Type of shareholders	Login Method
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<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDEAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p> <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
  - i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - ii. Click on “Shareholders” module.
  - iii. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - iv. Next enter the Image Verification as displayed and Click on Login.
  - v. 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 e-voting of any company, then your existing password is to be used.
  - vi. If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
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>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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.</li> </ul>

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - x. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
  - xi. 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.
  - xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
  - xiii. 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.
  - xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  - xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
  - xvi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - xvii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Future, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

By Order of Board of Directors  
**For INNOVANA THINKLABS LIMITED**  
CIN: L72900RJ2015PLC047363

DATE: 05/09/2023  
PLACE: JAIPUR

Vasu Ajay Anand  
Company Secretary

**Details of Directors seeking appointments/re-appointments at the Annual General Meeting (In pursuance of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: -**

<b>Name of Director</b>	<b>Mrs. Swaran Kanta</b>	<b>Mr. Chandan Garg</b>	<b>Mr. Kapil Garg</b>
DIN	07846714	06422150	07143551
Date of Birth	04/08/1957	30/08/1980	03/06/1984
Date of Appointment	14/06/2017	13/04/2015	13/04/2015
Qualification	Graduate	Graduate	Graduate
Expertise in Specific Functional Areas	Human Resource	Over all Management	Marketing
Other Directorship held excluding Private Companies as on 31 <sup>st</sup> March 2023	<p>INNOVANA TECHLABS LIMITED (Wholly owned Subsidiary of “Innovana Thinklabs Limited”)</p> <p>INNOVANA ASTRO SERVICES LIMITED (Wholly owned Subsidiary of “Innovana Thinklabs Limited”)</p> <p>INNOVANA FITNESS LABS LIMITED (Wholly owned Subsidiary of “Innovana Thinklabs Limited”)</p> <p>INNOVANA GAMES STUDIO LIMITED (Wholly owned Subsidiary of “Innovana Thinklabs Limited”)</p> <p>INNOVANA INFRASTRUCTURE LIMITED (Wholly owned Subsidiary of “Innovana Thinklabs Limited”)</p> <p>I SOLVE SOFTWARE SERVICES LIMITED (Wholly owned Subsidiary of “Innovana Thinklabs Limited”)</p>	<p>INNOVANA TECHLABS LIMITED (Wholly owned Subsidiary of “Innovana Thinklabs Limited”)</p> <p>INNOVANA ASTRO SERVICES LIMITED (Wholly owned Subsidiary of “Innovana Thinklabs Limited”)</p> <p>INNOVANA FITNESS LABS LIMITED (Wholly owned Subsidiary of “Innovana Thinklabs Limited”)</p> <p>INNOVANA GAMES STUDIO LIMITED (Wholly owned Subsidiary of “Innovana Thinklabs Limited”)</p> <p>INNOVANA INFRASTRUCTURE LIMITED (Wholly owned Subsidiary of “Innovana Thinklabs Limited”)</p> <p>I SOLVE SOFTWARE SERVICES LIMITED (Wholly owned Subsidiary of “Innovana Thinklabs Limited”)</p>	<p>INNOVANA TECHLABS LIMITED (Wholly owned Subsidiary of “Innovana Thinklabs Limited”)</p> <p>INNOVANA ASTRO SERVICES LIMITED (Wholly owned Subsidiary of “Innovana Thinklabs Limited”)</p> <p>INNOVANA FITNESS LABS LIMITED (Wholly owned Subsidiary of “Innovana Thinklabs Limited”)</p> <p>INNOVANA GAMES STUDIO LIMITED (Wholly owned Subsidiary of “Innovana Thinklabs Limited”)</p> <p>INNOVANA INFRASTRUCTURE LIMITED (Wholly owned Subsidiary of “Innovana Thinklabs Limited”)</p> <p>I SOLVE SOFTWARE SERVICES LIMITED (Wholly owned Subsidiary of “Innovana Thinklabs Limited”)</p>
List of outside Directorship held in other	Nil	Nil	Nil

Listed Companies			
Chairman/ Member of the Committee of the Board of the Directors of the Company	Nil	Member - Audit Committee	Nil
Disclosure of Relationship between Directors Inter- se.	She is Mother of Mr. Chandan Garg, Managing Director of the Company and Mr. Kapil Garg, Whole Time Director of the Company.	Mr. Chandan Garg and Mr. Kapil Garg are brothers.	

### **Explanatory Statement pursuant to section 102(2) of Companies Act, 2013**

#### **Item No.: - 4**

The Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on Tuesday, 05 September 2023, has approved the proposal to reappointment and Remuneration of Mr. Chandan Garg, as a Managing Director. Subject to the approval of shareholders, as set out in the resolution being Item No. 4 of the accompanying notice w. e. f. October 2023.

The proposed appointment and remuneration above are well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act and hence approval of Central Government is not required for the above in remuneration.

Pursuant to the provisions of Section 197 read with Schedule V of the Act, in respect of the payment of managerial remuneration, in case of no profits or inadequacy of profits as calculated under Section 198 of the Act, the Company may pay such remuneration over the ceiling limit as specified, provided the Members' approval by way of a Special Resolution has been taken for payment of Minimum Remuneration for a period not exceeding 3 years. Accordingly, the Members had, vide a Special Resolution passed, approved payment of minimum remuneration to Mr. Chandan Garg, in case of no/ inadequacy of profit for FY 2022-23.

Except Mr. Chandan Garg, none of Directors and KMPs and their immediate relatives are concerned or interested in the proposed resolution. Board of Directors of the Company recommended passing resolution set out in Item No. 4 of this notice.

#### **Item No.: - 5**

The Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on Tuesday, 05 September 2023, has approved the proposal to reappointment and Remuneration of Mr. Kapil Garg, as a Whole Time Director Subject to the approval of shareholders, as set out in the resolution being Item No. 5 of the accompanying notice w. e. f. October 2023.

The proposed appointment and remuneration above are well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act and hence approval of Central Government is not required for the above in remuneration.

Pursuant to the provisions of Section 197 read with Schedule V of the Act, in respect of the payment of managerial remuneration, in case of no profits or inadequacy of profits as calculated under Section 198 of the Act, the Company may pay such remuneration over the ceiling limit as specified, provided the Members' approval by way of a Special Resolution has been taken for payment of Minimum Remuneration for a period not exceeding 3 years. Accordingly,

the Members had, vide a Special Resolution passed, approved payment of minimum remuneration to Mr. Kapil Garg, in case of no/ inadequacy of profit for FY 2022-23.

Except Mr. Kapil Garg, none of Directors and KMPs and their immediate relatives are concerned or interested in the proposed resolution. Board of Directors of the Company recommended passing resolution set out in Item No. 5 of this notice.

**Statement pursuant to the provisions of Part II section II (B) (iv) of Schedule V of Companies Act, 2013: -**

**General Information:**

- |    |   |                        |
|----|---|------------------------|
| 1. | Nature of Industry                              | Information Technology |
| 2. | Date commencement of commercial production      | 2015                   |
| 3. | Financial performance based on given indicators |                        |

(In Thousand)

Particular	2022-23	2021-22	2020-21
Paid- Up Capital	2,05,000.00	1,02,500.00	1,02,500.00
Reserves and Surplus	5,25,703.46	4,72,716.11	3,69,828.84
Total income	4,70,449.22	3,44,608.80	3,76,871.12
Total Expenses	2,36,997.68	1,91,849.15	2,58,708.58
Profit before Tax	2,33,451.54	1,52,759.65	1,18,162.54
Tax	59,696.20	38,959.01	30,004.77
Profit after Tax	1,73,755.34	1,13,800.64	88,157.77

- |    |  |     |
|----|--|-----|
| 4. | Foreign investments or collaborators, if any | N.A |
|----|--|-----|

**I. Information about the appointee: - Mr. Chandan Garg**

**General Information:**

He is an Industrialist and currently the Chairman and Managing Director of the Company. He is a Bachelor in Science in Bio Technology, Post Graduate Diploma in Management, Certified Professional Course from Microsoft, Certified course in E Business Solution Developer, "A" level in computer programming, and has over 21 years of experience.

- a) Past remuneration:

the remuneration drawn by Mr. Chandan Garg during the past years is as follows:

S.no	Year	Rs.
1	2022-23	Rs. 1,06,50,000.00

- b) Recognition or awards: NA

- c) Job Profile and Suitability

Mr. Chandan Garg is a Chairman Cum Managing Director of the Company. He looks after overall management and operations of the Company. Under He manages the day-to-day affairs of the Company and is responsible for business policies, strategic decisions, business development etc. As a strategic planner with a hands-on approach, he has been instrumental in the growth of the Company to this level.

- d) Remuneration Proposed

It is proposed to pay consolidated remuneration to Mr. Chandan Garg up to Rs. 10.00 Lakhs (Rupees Ten Lakhs only) per month by way of Salary.

- e) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person Considering the experience and knowledge of Mr. Chandan Garg and the responsibility entrusted upon his, he is entitled to higher remuneration in the similar nature of industry than recommended by the Board at Present.

- f) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if

any:

Except salary and perquisites to be received from the Company by the appointee including their relatives and to receive dividend declared by the Company, if any, including amounts disclosed in the Annual Report under the related party transactions, Mr. Chandan Garg directly holds 71.22% equity share of the company He is also related to Mr. Kapil Garg, Whole Time Directors and Mrs. Swaran Kanta, Non-executive Director. Mr. Chandan Garg does not have any other pecuniary relationship with company.

## **OTHER INFORMATION**

### **1. Reasons of loss or inadequate profits**

At present the company is earning profits which may be deemed inadequate for the purpose of limits of managerial remuneration.

### **2. Steps taken or proposed to be taken for improvement**

We are in process of increasing our capacity to bring economies of scale to our business and will certainly boost our profitability.

### **3. Expected increase in productivity and profits in measurable terms**

The Company has been earned profit during the financial year ended March 31, 2023 and the Company expected to do well in future.

## **DISCLOSURES**

The Remuneration package of the managerial personnel has been provided in the notice.

### **I. Information about the appointee: - Mr. Kapil Garg**

#### **General Information:**

He is an Industrialist and currently the Whole time Director of the Company. He is a Master of Commerce and Master of Business Administration and has over 17 years of experience.

#### a) Past remuneration:

the remuneration drawn by Mr. Kapil Garg during the past years is as follows:

S.no	Year	Rs.
1	2022-23	Rs. 45,51,000.00

#### b) Recognition or awards: NA

#### c) Job Profile and Suitability

Mr. Kapil Garg is a Whole Time Director of the Company. He is playing vital role in formulating business strategies and effective implementation of the same. He is responsible for the expansion and overall management of the business of our Company.

#### d) Remuneration Proposed

It is proposed to pay consolidated remuneration to Mr. Kapil Garg upto Rs 5.00 Lakhs (Rupees Five Lakhs only) per month by way of Salary.

#### e) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person Considering the experience and knowledge of Mr. Kapil Garg and the responsibility entrusted upon his, he is entitled to higher remuneration in the similar nature of industry than recommended by the Board at Present.

#### f) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Brother of Mr. Chandan Garg, Member and Director and son of Mrs. Swaran Kanta, Member and Director.

**OTHER INFORMATION**

**1. Reasons of loss or inadequate profits**

At present the company is earning profits which may be deemed inadequate for the purpose of limits of managerial remuneration.

**2. Steps taken or proposed to be taken for improvement**

We are in process of increasing our capacity to bring economies of scale to our business and will certainly boost our profitability.

**3. Expected increase in productivity and profits in measurable terms**

The Company has been earned profit during the financial year ended March 31, 2023 and the Company expected to do well in future.

**DISCLOSURES**

The Remuneration package of the managerial personnel has been provided in the notice.

By Order of Board of Directors  
**For INNOVANA THINKLABS LIMITED**  
CIN: L72900RJ2015PLC047363

DATE: 05/09/2023  
PLACE: JAIPUR

Vasu Ajay Anand  
Company Secretary

**INNOVANA THINKLABS LIMITED**

**Registered office: Plot No. D-41, Patrakar Colony, Near Jawahar Nagar Moti Dungri Vistar Yojna, Raja Park-302004, Jaipur, Rajasthan**

**CIN: L72900RJ2015PLC047363**

**E-Mail ID: cs@innovanathinklabs.com**

**Contact No.: 0141-4919128**

Attendance Slip 08<sup>th</sup> Annual General Meeting

Please Fill Attendance Slip and hand it over at The Entrance of the Meeting Hall. Joint shareholders may obtain additional slip at the venue of the meeting.

Folio No.	
DP Id	
Client ID	
No. of shares	

I/We hereby record my presence at the 08<sup>th</sup> Annual General Meeting of the Company at Plot No. D-41, Patrakar Colony, Near Jawahar Nagar Moti Dungri Vistar Yojna, Raja Park-302004, Jaipur, Rajasthan on September 29, 2023 at 11:30 A.M.

Name of the Shareholder		Signature of shareholder	
-------------------------	--	--------------------------	--

Notes:

1. Only Member/Proxy holder can attend the Meeting.
2. Please complete the Folio No./DP ID No., Client ID No. and name of the Member/Proxy holder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.

**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: L72900RJ2015PLC047363

Name of the company: Innovana Thinklabs Limited

Registered office: Plot No. D-41, Patrakar Colony, Near Jawahar Nagar Moti Dungri Vistar Yojna, Raja Park 302004, Jaipur, Rajasthan

<b>Name of the Member (s): Registered Address:</b> <b>E-Mail Id:</b> <b>Folio No/</b> <b>Client Id:</b> <b>DP ID:</b>
---

I/We, being the member (s) of ..... shares of the above-named company, hereby appoint

1. Name: ..... Address:

E-Mail Id:

Signature....., or failing him

2. Name: ..... Address:

E-Mail Id:

Signature....., or failing him

As my proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 08<sup>th</sup>Annual General Meeting of the company, to be held on the, September 29, 2023 at 11:30 A.M. at Plot No. D-41, Patrakar Colony, Near Jawahar Nagar Moti Dungri Vistar Yojna, Raja Park-302004, Jaipur, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution No.</b>	<b>Resolution</b>		
<b>Ordinary Business:</b>		<b>For</b>	<b>Against</b>
01	Adoption of Financial Statements: - To consider and adopt the audited financial statement (including consolidated financial statement) of the company for the financial year ended March 31, 2023, and the report of the Boards of Directors ('the Boards') and auditors thereon.		
02	Appointment of Mrs. Swaran Kanta (DIN: 07143551) as a director liable to retire by rotation.  To appoint a director in place of Mr. Swaran Kanta (DIN: 07143551) who retires by rotation and being eligible offers himself for re-appointment.		
03	Declaration of Final Dividend for the Financial Year ended March 31, 2023.  To declare a Final Dividend of Rs. 0.25/- per equity share of face value Rs. 10/- each for the Financial Year ended March 31, 2023.		

<b>Special Business</b>			
04	Re-appointment Mr. Chandan Garg, as a Managing Director of the company		
<b>Special Resolution</b>			
05	Re-appointment Mr. Kapil Garg, as a Whole Time Director of the company		

Signed this..... day of..... 20....

Signature of shareholder Signature of Proxy holder(s)

Note:

1. 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.
2. A proxy need not be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the General Meeting of the Company.

**INNOVANA THINKLABS LIMITED**

**Registered office:** Plot No. D-41, Patrakar Colony, Near Jawahar Nagar Moti Dungri  
Vistar Yojna, Raja Park-302004, Jaipur, Rajasthan

**CIN:** L72900RJ2015PLC047363

**E-Mail ID:** [cs@innovanathinklabs.com](mailto:cs@innovanathinklabs.com) **Contact No.:** 0141-4919128

**Route Map for holding Annual General Meeting**



Plot No. D-41, Patrakar Colony, Near Jawahar Nagar Moti Dungri Vistar Yojna, Raja Park-302004, Jaipur, Rajasthan