

Dated: 18/09/2024

To,
The Manager – Listing Compliance
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex
Bandra (E), Mumbai - 400051

Subject: Submission of Compliance Audit Report.

Dear Sir/Madam,

We, Innovana Thinklabs Limited, are pleased to submit our Compliance Audit Report for the period ending 30th June 2024. Kindly note that this Compliance Audit Report has been prepared solely to meet the requirements applicable to Main Board companies.

However, we wish to clarify that this report is not governed by Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) as the said regulation is not applicable to our company.

As per Regulation 15 of the SEBI (LODR) Regulations, 2015, SME-listed companies are exempt from compliance with the corporate governance requirements outlined under Regulations 17 to 27. Therefore, we are not required to comply with these provisions, and the submission of this report is for information purposes only.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

Innovana Thinklabs Limited

Vasu Ajay Anand

Company Secretary and Compliance officer





PRACHI BANSAL AND ASSOCIATES

COMPANY SECRETARIES

HOUSE NO. 837, SECTOR 28, FARIDABAD, 121008

EMAIL:- PRACHI.JAIN2805@GMAIL.COM MOB:-9899563128

SECRETARIAL COMPLIANCE REPORT OF INNOVANA THINKLABS LIMITED

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

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by INNOVANA THINKLABS LIMITED (hereinafter referred as 'the listed entity'), having its registered office at Plot No. D-41, Patrakar Colony, Near Jawahar Nagar Moti Dungri Vistar Yojna, Raja Park, Jaipur, Jaipur, Rajasthan, India, 302004. Secretarial Review 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 listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, M/s. PRACHI BANSAL AND ASSOCIATES, Practicing Company Secretaries, have examined:

- all the documents and records made available to us and explanation provided by the listed entity,
- the filings/ submissions made by the listed entity to the Stock Exchanges,
- website of the listed entity,
- any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended on **30th June 2024** ('Review Period') in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ('SEBI');

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as '**Listing Regulations**');





PRACHI BANSAL AND ASSOCIATES

COMPANY SECRETARIES

HOUSE NO. 837, SECTOR 28, FARIDABAD, 121008

EMAIL:- PRACHI.JAIN2805@GMAIL.COM MOB:-9899563128

- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the listed entity during the Review Period)**
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the listed entity during the Review Period)**
- e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not Applicable to the listed entity during the Review Period);**
- g. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder.

and based on the above examination, we hereby report that, during the review period:

1. (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters as specified below:

Sr. No.	Compliance Requirement (Regulation s/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Take by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

- (b) The listed entity has taken following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulation s/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Take by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										





PRACHI BANSAL AND ASSOCIATES

COMPANY SECRETARIES

HOUSE NO. 837, SECTOR 28, FARIDABAD, 121008

EMAIL:- PRACHI.JAIN2805@GMAIL.COM MOB:-9899563128

2. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1. Compliances with the following conditions while appointing/re-appointing an auditor			
	<ul style="list-style-type: none">If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; orIf the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; orIf the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
2. Other conditions relating to the resignation of a statutory auditor			
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <ul style="list-style-type: none">In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetingsIn case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the Listed entity, the auditor has informed the Audit Committee the details	NA	No such event during the review period



[Handwritten Signature]



PRACHI BANSAL AND ASSOCIATES

COMPANY SECRETARIES

HOUSE NO. 837, SECTOR 28, FARIDABAD, 121008

EMAIL:- PRACHI.JAIN2805@GMAIL.COM MOB:-9899563128

	<p>of information/explanation sought and not provided by the management, as applicable.</p> <ul style="list-style-type: none"> The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. <p>i. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	

*Observations / Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

III. We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	<p><u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under Section 118 (10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	-
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors/ Committees of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/ circulars/guidelines issued by SEBI. 	Yes	-
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. 	Yes	-



Prachi



PRACHI BANSAL AND ASSOCIATES

COMPANY SECRETARIES

HOUSE NO. 837, SECTOR 28, FARIDABAD, 121008

EMAIL:- PRACHI.JAIN2805@GMAIL.COM MOB:-9899563128

	<ul style="list-style-type: none">• Timely dissemination of the documents/ information under a separate section on the website.• Web-links provided in annual corporate governance reports under Regulation 27 (2) of Listing Regulations are accurate and specific which redirects to the relevant document(s)/section of the website.	Yes NA	- -
4.	<u>Disqualification of Director:</u> None of the Directors of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5.	<u>Details related to Subsidiaries of listed entity have been examined w.r.t.:</u> (a) Identification of material subsidiary companies. (b) Disclosure requirements of material as well as other subsidiaries.	NA	-
6.	<u>Preservation of Documents:</u> As per the confirmations given by the listed entity, and on our test check basis, listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records is as per Policy of Preservation of Documents and Archival policy prescribed under Listing Regulations.	Yes	-
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees on an annual basis as prescribed in SEBI Regulations.	Yes	-
8.	<u>Related Party Transactions:</u> a. The listed entity has obtained prior approval of Audit Committee for all Related party transactions. b. In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	Yes NA	- -
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of Listing Regulations within the time limits prescribed thereunder.	Yes	-
10.	<u>Prohibition of Insider Trading:</u>		



Prachi



PRACHI BANSAL AND ASSOCIATES

COMPANY SECRETARIES

HOUSE NO. 837, SECTOR 28, FARIDABAD, 121008

EMAIL:- PRACHI.JAIN2805@GMAIL.COM MOB:-9899563128

	The listed entity is in compliance with Regulation 3 (5) & 3 (6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions have been taken against the listed entity/ its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	No	-
12.	<u>Additional non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note, etc.	NA	-

As per Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), SME-listed companies are exempt from the compliance requirements under Regulations 17 to 27

Assumptions & Limitation of scope and Review:

- Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the Listing Regulations and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Prachi Bansal & Associates
Company Secretaries


CS Prachi Bansal
Practicing Company Secretary

CP No.: 23670

Membership No.: 43355
UDIN: A043355F0012465900.

Date: 18/09/2024

PRMO - 3202/2023

