

29/09/2023

To,

The Manager- Listing Department,  
National Stock Exchange of India Limited (NSE EMERGE)  
Exchange Plaza, Plot No. C/1, Block-G,  
Bandra -Kurla Complex,  
Bandra (E), Mumbai-400051

Dear Sir/Ma'am,

Symbol: INNOVANA; ISIN: INE403Y01018

**Sub.: PROCEEDINGS OF 08<sup>th</sup> ANNUAL GENERAL MEETING OF "INNOVANA THINKLABS LIMITED" HELD ON SEPTEMBER 29, 2023 PURSUANT TO REGULATION 30 OF SEBI (LISTING OBLIGATION & DISCLOSURE REQUIREMENT) REGULATION, 2015**

Dear Sir/ Madam,

Pursuant to the provision of Regulation 30 of SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015, we wish to inform you that the member of the company, at the 8<sup>th</sup> Annual General Meeting (AGM) of the Company, held on September 29 2023 at 11.30 AM at the Registered Office at Plot No. D-41, Patrakar Colony, Near Jawahar Nagar Moti Dungri Vistar Yojna, Raja Park-302004, Jaipur, Rajasthan, has duly approved all the business as specified in the Notice of AGM.

Please find enclosed herewith the proceeding of AGM pursuant to Regulation 30 of SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Innovana Thinklabs Limited

  
Vasu Ajay Anand  
Company Secretary & Compliance Officer



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



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**PROCEEDINGS OF 08<sup>th</sup> ANNUAL GENERAL MEETING OF “INNOVANA THINKLABS LIMITED”  
HELD ON SEPTEMBER 29, 2023.**

The 08<sup>th</sup> Annual General Meeting of members of **INNOVANA THINKLABS LIMITED** ('The Company') was held on September 29, 2023 at 11:30 A.M. at the Registered Office at Plot No. D-41, Patrakar Colony, Near Jawahar Nagar Moti Dungri Vistar Yojna, Raja Park-302004, Jaipur, Rajasthan.

Mr. Chandan Garg, Chairman cum Managing Director of the company, chaired the proceedings of the Annual General Meeting and welcomed the members and Auditors present at the Annual General Meeting of the company. After ascertaining the quorum, the chairman called the meeting in order.

Total 18 Members attended the Annual General Meeting as per the records of attendance.

The Chairman informed the members that Mr. Deepak Arora, Secretarial Auditor of the company and Mr. Amit Agrawal, Chartered Accountant, Statutory Auditor of the company were special invitees to the meeting.

The Company Secretary introduced the members of the Board and the Auditors of the Company.

The Company Secretary informed that the Register of Directors & KMP, their shareholding and Statutory & Secretarial Auditors' Report are open during the continuance of the meeting.

With the permission of members present at the meeting, the notice convening the Annual General Meeting was taken as read.

The chairman delivered his speech.

The Chairman gave an overview of the financial performance of the company for the financial year ended on March 31<sup>st</sup>, 2023 and its future outlook.

The chairman informed the Members that the facility of e-voting for the Members was made available from September 26, 2023 till September 28, 2023. The Chairman requested the Members who were present at the AGM and had not cast their votes by e-voting could cast their votes at the Meeting through a polling process.

The chairman explained the implications of the resolution in detail to the members and informed that the company had arranged for ballot voting on the resolution at the meeting. On the invitation of the chairman several raised queries, which were replied to by the chairman satisfactorily. Thereafter, the Chairman ordered a ballot voting to be taken at the meeting.

He also informed that **M/s. Srishthi Mathur & Associates**, Practicing Company Secretary, Jaipur was appointed as the Scrutinizer for the purpose of scrutinizing the votes made through ballot voting at the venue of the Annual General Meeting and requested M/s. Srishthi Mathur & Associates, Scrutinizer of the company for an orderly conduct of ballot voting in the meeting.



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Thereafter, the resolutions as set out in the Notice convening the Annual General Meeting were proposed and seconded by the members.

Thereafter, the voting through ballot voting was conducted smoothly.

The following business was transacted at the meeting:

Resolution No.	Details of the Resolution	Resolution Required
<b><u>ORDINARY BUSINESS:</u></b>		
1	<b>Adoption of Financial Statements: -</b> 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.	Ordinary Resolution
2	<b>Appointment of Mrs. Swaran Kanta (DIN: 07143551) as a director liable to retire by rotation.</b> To appoint a director in place of Mr. Swaran Kanta (DIN: 07143551) who retires by rotation and being eligible offers himself for re-appointment.	Ordinary Resolution
3	<b>Declaration of Final Dividend for the Financial Year ended March 31, 2023.</b> 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.	Ordinary Resolution
<b><u>SPECIAL BUSINESS: -</u></b>		
4	<b>To consider and if thought fit to pass with or without modification following resolution as Special Resolution:</b>  "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	Special Resolution



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	<p>be deemed fit by the Board and/or Nomination and Remuneration Committee and agreed by Mr. Chandan Garg.”</p> <p>“<b>RESOLVED FURTHER THAT</b> 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.</p> <p>“<b>RESOLVED FURTHER THAT</b> 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.”</p> <p>“<b>RESOLVED FURTHER THAT</b> 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.”</p>	
5	<p><b>To consider and if thought fit to pass with or without modification following resolution as Special Resolution:</b></p> <p>“<b>RESOLVED THAT</b> 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.”</p> <p>“<b>RESOLVED FURTHER THAT</b> 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</p>	Special Resolution



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<p>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.”</p> <p>“<b>RESOLVED FURTHER THAT</b> 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.”</p> <p>“<b>RESOLVED FURTHER THAT</b> 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.”</p>	
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The Chairman informed the members that the results of voting at the Annual General Meeting through ballot voting shall be announced within 48 hours of conclusion of the 08<sup>th</sup> Annual General Meeting, by intimation to Stock Exchange and would be displayed on the Company’s website viz [www.innovanathinklabs.com](http://www.innovanathinklabs.com).

As all the business of the meeting was completed, the Chairman declared the meeting as concluded. The Chairman thank to all the members present at the meeting for taking an active interest in the working of the company.

The meeting was concluded on September 29, 2023 at 2:30 PM

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Innovana Thinklabs Limited

  
**Chandan Garg**  
Managing Director  
DIN: 06422150



(Note: Details of voting results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 will be submitted separately)



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