



Jaspreet Singh Dhawan  
B.Com (Hons.), FCS

## JASPREET DHAWAN & ASSOCIATES

COMPANY SECRETARIES

H. No. 705, Phase-10, Sector 64, Mohali, Punjab-160062

cell : +91 98885-15184, 75891-58266

Off. : +91 98142-49418

e-mail : jaspreetdhawan1@gmail.com

dhawan.jaspreet@hotmail.com

Form No. MR-3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies*

*(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To

The Members,

Innova Captab Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **INNOVA CAPTAB LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **INNOVA CAPTAB LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **March 31, 2023** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **INNOVA CAPTAB LIMITED** ("the Company") for the financial year ended on **March 31, 2023**, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (iv) The major provisions and requirements have also been complied with as prescribed under all applicable Labour laws viz. The Factories Act, 1948, Payment of Wages Act, 1936, The Minimum Wages Act, 1948, The Payment of Bonus Act, 1965, The Employees Compensation Act, 1923 etc as per the representation given by the Company.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.



Based on our examination and the information received and records maintained, I further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent well in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. As per the minutes, the decisions at the Board Meetings were taken unanimously.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

#### 1. Sub-division of face value of Equity Shares

Pursuant to the resolution passed by the Shareholders of the Company on 04<sup>th</sup> April 2022, the Company has sub-divided its Equity Shares of face value of Rs. 100/- (Rupees Hundred Only) each into Equity shares Rs. 10/- (Rupees Ten Only) each and the existing clause V of the Memorandum of Association was accordingly amended to reflect the sub-division of the nominal value of equity shares of the company from the existing nominal value of Rs. 100 each to nominal value of Rs. 10 each.

#### 2. Increase in Authorised Share Capital

- i. Pursuant to the resolution passed by the Shareholders on 04<sup>th</sup> April 2022, the Authorised Share Capital of the Company was increased from Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 64,00,00,000/- (Rupees Sixty-Four Crores Only) divided into 6,40,00,000 (Six Crore Forty Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each.
- ii. There was a further increase in the Authorised Share Capital of the Company pursuant to resolution passed by the Shareholders on June 15<sup>th</sup>, 2022 from existing Rs. 64,00,00,000/- (Rupees Sixty-Four Crores Only) divided into 6,40,00,000 (Six Crore Forty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 66,00,00,000/- (Rupees Sixty-Six Crores Only) divided into 6,40,00,000 (Six Crore Forty Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each and 20,00,000 (Twenty Lakhs) Preference Shares of Rs. 10/- each.



### 3. Bonus issue of shares

The Company, Pursuant to the resolution passed by the Shareholders and Board of Directors on 04<sup>th</sup> April 2022 and 27 April 2022 respectively, the Company had issued and allotted 3,60,00,000 ( Three Crores Sixty Lacs) bonus shares of Rs. 10/- each in the ratio of 3:1 i.e. 3 (Three) equity shares for every 1 (One) existing fully paid up equity share held by the existing members of the Company by capitalisation of free reserves.

### 4. Issue of Compulsorily Convertible Preference Shares

The Shareholders of the Company vide its resolution passed on 14th July 2022 approved the issue of 14,12,430 Compulsorily Convertible Preference Shares of face value of Rs. 10/- each at an issue price of Rs. 354/- (including premium of Rs. 344/-) per share aggregating to Rs. 500,000,220/- to UTI Multi Opportunities Fund on a private placement basis.

As on the date the Authorised Share Capital of the Company is Rs. 66,00,00,000/- (Rupees Sixty-Six Crores Only) divided into 6,40,00,000 (Six Crore Forty Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each and 20,00,000 (Twenty Lakhs) Preference Shares of Rs. 10/- each and paid up share capital of the Company is Rs. 49,41,24,300/- (Forty Nine Crores Forty One Lacs Twenty Four thousand Three Hundred Equity shares only) divided into 4,80,00,000 equity shares of face value of Rs. 10/- each and 14,12,430 Compulsorily Convertible Preference Shares of face value of Rs. 10/- each.



Jaspreet Singh Dhawan

M. No. 9372

CP.NO: 8545

PR No. 1335/2021

(UDIN: F009372E000795036)

Date: 12/08/2023

Place: Mohali