

INNOVA CAPTAB LIMITED

***Registered Office:** 1513, 15th Floor Satra Plaza, CHS Ltd., Plot No. 19 & 20, Sector-19D, Vashi, Navi Mumbai, Maharashtra, India, 400703

CIN: L24246MH2005PLC150371 **Phone:** +91 172 4194500

Website: <https://www.innovacaptab.com> **mail:** investors@innovacaptab.com

NOTICE OF 22ND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 22ND ANNUAL GENERAL MEETING OF THE MEMBERS OF INNOVA CAPTAB LIMITED ("THE COMPANY") WILL BE HELD ON MONDAY, 29TH JUNE 2026, AT 11:00AM (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt

- i. the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2026 together with the Reports of the Board of Directors and the Auditors thereon;

and
- ii. the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2026 together with the Report of the Auditors thereon.

2. To appoint a Director in place of Mr. Jayant Vasudeo Rao, Whole-Time Director (DIN: 03627850), who retires by rotation and being eligible, offers himself re-appointment.

3. To consider re-appointment of M/s. B S R & CO. LLP Chartered Accountants, as Statutory Auditors of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, and based on the recommendation of Audit Committee and the Board of Directors, M/s. B S R & CO. LLP, Chartered Accountants, (FRN No. 101248W/W-100022), be and is hereby re-appointed as Statutory Auditors of the Company for a term of five (5) consecutive years in the upcoming 22nd AGM of the Company i.e. from financial year 2026-27 to financial year 2030-31 (till conclusion of 27th AGM of the Company) and on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

RESOLVED FURTHER THAT Mr. Manoj Kumar Lohariwala, Chairman and Whole-Time Director, and/or Mr. Vinay Lohariwala, Managing Director and/or

Mr. Lokesh Bhasin, Chief Financial Officer and/or Ms. Neeharika Shukla, Company Secretary and Compliance Officer of the Company be and are hereby jointly or severally authorized to take such steps and do all such acts, deeds, matters and things as may be necessary in this regard and to negotiate and fix the terms and conditions including the remuneration, to convey the acceptance of the terms, to sign the appointment letter and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

SPECIAL BUSINESS:

4. To consider ratification of remuneration payable to Cost Auditors for FY 2027.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and the Companies (Cost Records and Audit) Rules, 2014, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and as approved by the Board of Directors at their respective meetings held on 25 May 2026, the remuneration payable to M/s. Gurvinder Chopra & Co., Cost Accountants (Firm Registration No. 100260), who were appointed by the Board of Directors of the Company to conduct the audit of the Cost records of the Company for the FY 2027 amounting to ₹ 80,000/- (Rupees Eighty Thousand Only) plus applicable GST and reimbursement of travelling and out of pocket expenses be and is hereby ratified and approved.

RESOLVED FURTHER THAT Mr. Manoj Kumar Lohariwala, Chairman and Whole-Time Director, and/or Mr. Vinay Lohariwala, Managing Director and/or Mr. Lokesh Bhasin, Chief Financial Officer and/or Ms. Neeharika Shukla, Company Secretary

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and Compliance Officer, be and are hereby authorised to do all such acts, deeds, matters and things and sign agreements, declarations, deeds, letters and papers as may be deemed necessary or expedient in connection therewith and incidental thereto."

5. To approve the re-appointment and remuneration of Mr. Manoj Kumar Lohariwala (DIN: 00144656) as the Whole-Time Director of the Company for a term of five consecutive years.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 2(51), 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions of the Act and Rules framed thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations") and the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Audit Committee and Board of Directors, consent of the Members be and is hereby accorded for the re-appointment of Mr. Manoj Kumar Lohariwala (DIN: 00144656), Chairman of the Company, as the Whole-Time Director ("WTD") of the Company, liable to retire by rotation, for a further term of five (5) consecutive years with effect from 18 March 2027 up to 17 March 2032 (both days inclusive) with an annual remuneration of ₹ 25,000,000/- (Rupees Twenty-Five million only) per annum with suitable increments as may be decided by the Board as per recommendation of the applicable Committees on such terms and conditions as set out in the statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company on review and pursuant to the recommendations of Nomination and Remuneration Committee and approval of the Audit Committee be and is hereby authorized to alter, vary, enhance or modify the terms and conditions

of appointment and remuneration including salary, allowances, perquisites and commission payable to Mr. Manoj Kumar Lohariwala so as not to exceed the limits specified in Schedule V and other applicable Sections of the Act or any statutory modifications thereof in such manner as may be agreed between the Board and Mr. Manoj Kumar Lohariwala.

RESOLVED FURTHER THAT where in any financial year, during the tenure of Mr. Manoj Kumar Lohariwala as the Whole-Time Director, the Company has no profits or its profits are inadequate, the remuneration payable to him by way of salary, perquisites and allowances as noted above shall be paid as minimum remuneration, after complying with the limits and obtaining approvals as specified in Schedule V of the Act and the SEBI Listing Regulations.

RESOLVED FURTHER THAT Mr. Vinay Lohariwala, Managing Director and/or Mr. Lokesh Bhasin, Chief Financial Officer and/or Ms. Neeharika Shukla, Company Secretary and Compliance Officer of the Company, be and are jointly and/or severally hereby authorised to take all such steps as may be necessary for obtaining any approvals- statutory, contractual or otherwise, in relation to the above, and to do all the acts, deeds, matters and things which are necessary, proper, expedient and incidental for giving to this resolution."

6. To approve the re-appointment and remuneration of Mr. Vinay Lohariwala (DIN: 0144700) as the Managing Director of the Company for a term of five consecutive years.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 2(51), 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions of the Act and Rules framed thereunder, and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations") and the Articles of Association of the Company

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pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Audit Committee and Board of Directors, consent of the members be and is hereby accorded for the re-appointment of Mr. Vinay Lohariwala (DIN: 00144700) as the Managing Director ("MD") of the Company, liable to retire by rotation, for a further period of five (5) consecutive years with effect from 18 March 2027 up to 17 March 2032 (both days inclusive), with an annual remuneration of ₹ 25,000,000/- (Rupees Twenty Five million only) per annum with suitable increments as may be decided by the Board as per recommendation of the applicable Committees on such terms and conditions as set out in the statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company on review and pursuant to the recommendations of Nomination and Remuneration Committee and approval of the Audit Committee be and is hereby authorized to alter, vary, enhance or modify the terms and conditions of appointment and remuneration including salary, allowances, perquisites and commission payable to Mr. Vinay Lohariwala so as not to exceed the limits specified in Schedule V and other applicable Sections of the Act or any statutory modifications thereof in such manner as may be agreed between the Board and Mr. Vinay Lohariwala.

RESOLVED FURTHER THAT where in any financial year, during the tenure of Mr. Vinay Lohariwala as the Managing Director, the Company has no profits or its profits are inadequate, the remuneration payable to him by way of salary, perquisites and allowances as noted above shall be paid as minimum remuneration, after complying with the limits and obtaining approvals as specified in Schedule V of the Act and the SEBI Listing Regulations.

RESOLVED FURTHER THAT Mr. Manoj Kumar Lohariwala, Chairman and Whole-Time Director, and/or Mr. Lokesh Bhasin, Chief Financial Officer and/or Ms. Neeharika Shukla, Company Secretary and Compliance Officer of the Company, be and are jointly and/or severally hereby authorised to take all such steps as may be necessary for obtaining any approvals- statutory, contractual or otherwise, in relation to the above, and to do all the acts, deeds, matters and things which are necessary, proper, expedient and incidental for giving to this resolution"

7. To approve the re-appointment of Mr. Sudhir Kumar Bassi (DIN: 07819617) as Non-Executive Independent Director of the Company for a term of five consecutive years.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") along with the rules made thereunder, including, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and other applicable provisions thereof, if any, the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors, Mr. Sudhir Kumar Bassi (DIN: 07819617), was appointed as Non-Executive Independent Director of the Company at an Extra-Ordinary General Meeting of the Company held on 04 April 2022 and holds office up to 31 March 2027 and being eligible for re-appointment and has submitted a declaration in writing that he meets the criteria for independence as provided under Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby re-appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years w.e.f 01 April, 2027 upto 31 March, 2032 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of sections 149 and 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Sudhir Kumar Bassi shall be entitled to receive sitting fees of such amount for attending the meetings of the Board or any committee thereof as may be decided by the Board from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT Mr. Manoj Kumar

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Lohariwala, Chairman and Whole-Time Director, and/or Mr. Vinay Lohariwala, Managing Director and/or Mr. Lokesh Bhasin, Chief Financial Officer and/or Ms. Neeharika Shukla, Company Secretary and Compliance Officer, of the Company be and are hereby severally authorized to do all the acts, deeds, matters and things which are necessary for the re-appointment of Mr. Sudhir Kumar Bassi as Non-Executive Independent Director of the Company and to give effect to the abovementioned resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

8. To approve the re-appointment of Ms. Priyanka Dixit (DIN: 06578720) as Non-Executive Independent Director of the Company for a second term of five consecutive years.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149,150,152 read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") along with the rules made thereunder, including, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and other applicable provisions thereof, if any, the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors, Ms. Priyanka Dixit (DIN: 06578720), was appointed as Non-Executive Independent Director of the Company at an Extra-Ordinary General Meeting of the Company held on 04 April 2022 and holds office up to 31 March 2027 and being eligible for re-appointment and has submitted a declaration in writing that she meets the criteria for independence as provided under Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to

hold office for a second term of five (5) consecutive years w.e.f 01 April 2027 upto 31 March 2032 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of sections 149 and 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Ms. Priyanka Dixit shall be entitled to receive sitting fees of such amount for attending the meetings of the Board or any committee thereof as may be decided by the Board from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT Mr. Manoj Kumar Lohariwala, Chairman and Whole-Time Director, and/or Mr. Vinay Lohariwala, Managing Director, and/or Mr. Lokesh Bhasin, Chief Financial Officer and/or Ms. Neeharika Shukla, Company Secretary and Compliance Officer of the Company, of be and are hereby severally authorized to do all the acts, deeds, matters and things which are necessary for the re-appointment of Ms. Priyanka Dixit as Non-Executive Independent Director of the Company and to give effect to the abovementioned resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

9. To approve the re-appointment of Mr. Mahendar Korthiwada (DIN: 09558992) as Non-Executive Independent Director of the Company for a second term of five consecutive years.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149,150,152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") along with the rules made thereunder, including, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and other applicable provisions thereof, if any, the Articles of Association of the Company and based on the recommendation of the Nomination and

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Remuneration Committee and as approved by the Board of Directors, Mr. Mahendar Korithiwada (DIN: 09558992) was appointed as Non-Executive Independent Director of the Company at an Extra-Ordinary General Meeting of the Company held on 04 April 2022 and holds office up to 31 March 2027 and being eligible for re-appointment and has submitted a declaration in writing that he meets the criteria for independence as provided under Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby re-appointed as Non-Executive Independent Director on the Board of Directors of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years w.e.f 01 April, 2027 upto 31 March, 2032 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of sections 149 and 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Mahendar Korithiwada shall be entitled to receive sitting fees of such amount for attending the meetings of the Board or any committee thereof as may be decided by the Board from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT Mr. Manoj Kumar Lohariwala, Chairman and Whole-Time Director, and/or Mr. Vinay Lohariwala, Managing Director and/or Mr. Lokesh Bhasin, Chief Financial Officer and/or Ms. Neeharika Shukla, Company Secretary and Compliance Officer, of the Company, be and are hereby severally authorized to do all the acts, deeds, matters and things which are necessary for the re-appointment of Mr. Mahendar Korithiwada as a Non-Executive Independent Director of the Company and to give effect to the abovementioned resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

10. To approve the re-appointment of Mr. Shirish Gundopant Belapure (DIN: 02219458) as Non-Executive Independent Director of the Company for a second term of five consecutive years.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149,150,152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") along with the rules made thereunder, including, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time and other applicable provisions thereof, if any, the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors, Mr. Shirish Gundopant Belapure (DIN: 02219458) was appointed as Non-Executive Independent Director of the Company at an Extra-Ordinary General Meeting of the Company held on 04 April 2022 and holds office up to 31 March 2027 and being eligible for re-appointment and has submitted a declaration in writing that he meets the criteria for independence as provided under Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby re-appointed as Non-Executive Independent Director on the Board of Directors of the Company, not liable to retire by rotation, to hold office for a second term of five (5) years commencing on 01 April, 2027 upto 31 March, 2032 (both days inclusive).

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) and all other applicable provisions of the SEBI Listing Regulations as amended from time to time, approval be and is hereby given for continuation of Mr. Shirish Gundopant Belapure, beyond 19 July 2028 upto 31 March 2032 (both days inclusive) as Non-Executive Independent Director of the Company on account of his attaining the age of 75 years on the said date.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149 and 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Shirish Gundopant Belapure shall be entitled to receive sitting fees of such amount for attending the meetings of the Board or any committee thereof as may be decided by the Board from time to time and subject to such limits prescribed or as may be prescribed from time to time.


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RESOLVED FURTHER THAT Mr. Manoj Kumar Lohariwala, Chairman and Whole-Time Director, and/or Mr. Vinay Lohariwala, Managing Director and/or Mr. Lokesh Bhasin, Chief Financial Officer and/or Ms. Neeharika Shukla, Company Secretary and Compliance Officer, of the Company be and are hereby severally authorized to do all the acts, deeds, matters and things which are necessary for the re-

appointment of Mr. Shirish Gundopant Belapure as Non-Executive Independent Director of the Company and to give effect to the abovementioned resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

**By Order of the Board of Directors
For Innova Captab Limited**

Neeharika Shukla

Company Secretary and Compliance Officer

Membership No: A42724

Place: Panchkula

Date: 25 May 2026

Reg office address:

*1513, 15th Floor, Satra Plaza CHS Ltd., Plot No. 19 & 20, Sector-19D, Vashi, Navi
Mumbai, Maharashtra, India, 400703

CIN: L24246MH2005PLC150371

**Registered Office of the Company shifted from 601, Proxima, Plot No 19, Sector 30A, Vashi, Navi Mumbai, Thane, Maharashtra, India- 400705 Maharashtra, India to 1513, 15th Floor, Satra Plaza, CHS Ltd., Plot No. 19 & 20, Sector-19D, Vashi, Navi Mumbai, Maharashtra, India, 400703 w.e.f. 02 June 2025.*

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NOTES:

1. Pursuant to the Ministry of Corporate Affairs ("MCA") vide Circular No. 14/2020 dated 08 April, 2020, Circular No.17/2020 dated 13 April, 2020, Circular No. 20/2020 dated 05 May, 2020, Circular No. 02/2021 dated 13 January, 2021, Circular No. 02/2022 dated 05 May, 2022 and Circular No. 10/2022 dated 28 December, 2022, Circular No. 09/2023 dated 25 September, 2023, Circular No. 09/2024 dated 19 September, 2024 and the latest being Circular No. 03/2025 dated 22 September, 2025 (collectively referred to as "MCA Circulars") and relevant circulars as issued by the Securities and Exchange Board of India ("SEBI") have permitted the holding of the Annual General Meeting ("AGM") of a company through Video Conferencing ("VC") /Other Audio Visual means ("OAVM"), without the physical presence of the Members at a common venue.

Thus, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI Circulars read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 22nd Annual General Meeting ("AGM") of the Company is being conducted through VC / OAVM which does not require physical presence of the Members at a common venue. The Corporate Office of the Company shall be deemed to be the venue for the 22nd AGM of the Company. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/AGM will be provided by NSDL.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate

Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. In terms of the MCA Circulars, since the requirement of physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. Hence, the Proxy form and the attendance slip are not annexed to this notice.
4. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act'), which sets out details relating to Special Business at the meeting, is attached with this Notice of AGM.
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Institutional/Corporate shareholders/members i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email at scrutinizer@mgconsulting.in with a copy marked to evoting@nsdl.com.
6. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
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/members (shareholders/ members 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 restrictions on account of first come first served basis.

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8. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. A statement giving details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Auditors and Director seeking re-appointment at this AGM is attached as Annexure A to the Notice.
10. The following documents / registers will be available for online inspection by the Members of the Company during the AGM:
 - a. The Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or arrangements in which Directors are interested.
 - b. All the documents referred to in this AGM Notice; and

Members who wish to inspect any of the abovementioned documents may view them upon login on the website of NSDL a www.evoting.nsdl.com.
11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who wish to inspect relevant documents referred to in this Notice, are requested to write to the Company on or before Thursday, 25 June 2026 through email on investors@innovacaptab.com. The same will be replied by the Company suitably.
12. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to the Company's Registrar & Transfer Agents. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, **KFin Technologies Limited**.
13. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nominations available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires

to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or SH-14 as the case may be. Members may give request for registering PAN, KYC details or changes or updation thereof through Form No. ISR-1. The said forms can be downloaded from the Company's website [Shareholder Service Request Forms](#). Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Innova Captab Limited at investors@innovacaptab.com in case the shares are held in physical form.

With effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing service request#. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List. [SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I /4298/2026 dated February 6, 2026]

#Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.

Request for transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same, to eliminate all risks associated with physical shares and to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company/RTA for assistance in this regard. [Regulation 40(1) of the SEBI Listing Regulations]

SEBI has simplified the process and reduced the documentation requirements for issuance of duplicate share certificate. Duplicate Shares will be issued only in dematerialized form. [SEBI Master Circular No. HO/38/13/ (4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026]

Members holding more than one physical folios in identical order of names are requested to submit Form ISR-4 along with requisite KYC documents and share certificates to the Company/RTA for consolidation of holdings in one folio. The consolidated shares will be issued in dematerialized form only.

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14. SEBI has issued Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, which establishes an Online Dispute Resolution Portal ("ODR Portal") for resolving disputes in the Indian Securities Market. Disputes between investors and companies, registrars and share transfer agents, or specified intermediaries/regulated entities (excluding Clearing Corporations and its constituents) must first go through the grievance redressal cell. If the grievance is not resolved satisfactorily, it can be escalated through the SCORES Portal. If still not satisfied, the investor can initiate dispute resolution through the ODR Portal. The ODR portal link will be displayed on the Company's website at <https://www.innovacaptab.com/>
15. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
16. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent, KFin Technologies Limited.
17. In case of joint holders attending the AGM, only such joint holders who is higher in the order of names will be entitled to vote provided the votes are not already cast by remote e-voting by the first holder.
18. In compliance with the MCA and the SEBI Circulars the Notice of the AGM along with the Annual Report for the FY 2026 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, unless any member request for the physical copy of the same, in which case the Notice of the AGM along with the Annual Report for the FY 2026 will be physically dispatched upon advance payment of the estimated actual expenses of delivery of the documents at least 10 days in advance of dispatch of such documents by the Company. Members may note that the Notice of the AGM and the Annual Report for the FY 2026 will also be available on the Company's website <https://www.innovacaptab.com/> website of the Stock Exchanges at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com
19. The Board of Directors have appointed CS Sandhya R. Malhotra, Partner of M/s. Manish Ghia & Associates, Practicing Company Secretaries, to act as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
20. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting through e-voting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The results declared along with the report of the scrutinizer shall be placed on the website of the Company [Shareholder Service Request Forms](#) and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of result by the Chairperson or a person authorized by them in writing. The Company shall simultaneously forward the results to NSE and BSE where the shares of the Company are listed.
21. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned below for remote e-voting.
22. Only those shareholders/members, 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.
23. 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.
24. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the

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Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

SEBI has introduced DigiLocker as a Digital Public Infrastructure to reduce unclaimed securities in the Indian Securities Market. DigiLocker is digital documents wallet of Government of India

facilitating investors to securely store and access Issued Documents, demat holdings etc., along with a facility to appoint a nominee to their DigiLocker account. In the event of the investor's demise, such nominee(s) will be provided access to the digital information of the deceased investor to initiate the process of transmission of deceased investor's financial assets or to pass the information to surviving joint holder or to legal heirs. [SEBI Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2025/32 dated March 19, 2025

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Friday, 26 June 2026 at 9:00 A.M. (IST) and ends on Sunday, 28 June 2026 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 22 June 2026, may cast their vote electronically. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 22 June 2026.

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: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meetings for Individual members holding securities in demat mode

In terms of SEBI circular dated 09 December, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual members holding securities in demat mode is given below:

Type of members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting . Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdEasDirectReg.jsp

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Type of members

Login Method

4. 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. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.



Individual Members holding securities in demat mode with CDSL

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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 & 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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

Individual members (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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.

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

Login type	Helpdesk details
Individual members 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.com or call at 022 - 4886 7000
Individual members 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. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for members other than Individual members holding securities in demat mode and members holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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*** |

5. Password details for members other than Individual members are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) 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

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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 members whose email ids are not registered.**

6. 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS/MEMBERS

1. Institutional shareholders/members (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(i.e.,) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@mgconsulting. Institutional shareholders/members (i.e., other than individuals, HUF, NRI etc.) can also upload their

Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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

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on www.evoting.nSDL.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the download section of www.evoting.nSDL.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice President, NSDL at evoting@nsdl.com.

Process for those members 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 members, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to investors@innovacaptab.com.
 2. 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), AADHAAR (self-attested scanned copy of Aadhaar Card) to investors@innovacaptab.com. If you are an Individual shareholder/member holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders/members holding securities in demat mode.
 4. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 5. In terms of SEBI circular dated 09 December, 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/ Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
2. Only those shareholders/members, 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. Members will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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. Members 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 investors@innovacaptab.com by Sunday, 28 June 2026, 06:00

THE 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.

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P.M. (IST). The same will be replied by the Company suitably

6. Members 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 investors@innovacaptab.com by Sunday, 28 June 2026, 06:00 P.M. (IST). The same will be replied by the company suitably.
7. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at investors@innovacaptab.com on or before Sunday, 28 June 2026, 06:00 P.M. (IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
8. Only shareholders/members who have registered themselves as a speaker will be allowed their views/ ask questions during the meetings. However, the Company reserves the right to restrict the number of speakers as well as speaking time depending upon the availability of time at the AGM.

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

The Board of Directors on the recommendation of the Audit Committee had appointed M/s. Gurvinder Chopra & Co., Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the FY 2027 at a remuneration of ₹ 80,000/- plus applicable GST and reimbursement of travelling and out-of-pocket expenses

M/s. Gurvinder Chopra & Co., Cost Accountants, (Firm Registration No. 100260) have confirmed that they hold a valid certificate of practice under sub section (1) of Section 6 of the Cost and Work Accountants Act, 1959 and is not disqualified under section 141 read with section 148 of the Companies Act, 2013 and rules made thereunder. They are independent Cost Accountants and maintain an arm's length relationship with the Company.

In accordance with the provisions of Section 148 of the

Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company.

Accordingly, the Board of Directors seeks consent from the Members by passing an Ordinary Resolution set out at Item No. 4 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31 March 2027.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the said resolution as per item no. 4 of the Notice.

Item No. 5:

The Members of the Company at its Extra-Ordinary General Meeting ("EGM") held on 16 March 2022 approved the re-appointment of Mr. Manoj Kumar Lohariwala (DIN: 00144656) as the Whole-Time Director of the Company for a period of five years commencing from 18 March 2022. Mr. Manoj Kumar Lohariwala will complete his present term as the Whole-Time Director of the Company on 17 March 2027.

The Company has also received notice pursuant to Section 160 of the Act from a member of the Company proposing the candidature of Mr. Manoj Kumar Lohariwala for appointment as a Director of the Company.

Further, pursuant to the SEBI Circular dated 26 June 2025 regarding Industry Standards on minimum information to be provided for review of the Audit Committee and Shareholders for Related Party Transactions approvals, the information was placed before the Audit Committee at its meeting held on 25 May 2026 for the remuneration approval of Mr. Manoj Kumar Lohariwala. The Audit Committee reviewed and approved the said remuneration and recommended the same to the Board of Directors, subject to approval of the shareholders. The same is enclosed herewith as **Annexure-A** for the review of shareholders of the Company.

The annual remuneration payable to Mr. Manoj Kumar Lohariwala shall be ₹ 25,000,000/- (Rupees Twenty Five million only) per annum, with power vested in the Board of Directors based on the recommendation of applicable Committees to grant one or more annual increments from time to time, based on factors such as the Company's performance, individual performance, industry benchmarks, market conditions and other

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relevant parameters.

The annual remuneration payable to Mr. Manoj Kumar Lohariwala is ₹ 25,000,000 (Rupees Twenty-Five Million only), which is entirely fixed in nature. This remuneration does not contain any variable components such as performance incentives, ESOPs, or share-based payments. He is also entitled to leave and encashment of earned leave in accordance with the Company's policy.

Provided that the total remuneration payable to Mr. Manoj Kumar Lohariwala, including such increments, shall not exceed a maximum sum of ₹ 50,000,000/- (Rupees Fifty million only) per annum. Further, any such increment shall be subject to the remuneration remaining within the limits permissible under the provisions of the Act, Schedule V thereto and other applicable laws, without necessitating any further approval of the shareholders. In the event any increase in remuneration requires approval of the shareholders under applicable law, the same shall be obtained prior to giving effect to such increase.

A brief profile of Mr. Manoj Kumar Lohariwala is mentioned hereunder:

Mr. Manoj Kumar Lohariwala, Whole-Time Director of the Company, has been associated with Company since 2009. Taking in view his long association with the Company, his vast experience and invaluable contribution towards the growth of the Company, the Board of Directors on recommendation of Nomination and Remuneration Committee ("NRC") and approval of Audit Committee at their respective meetings held on 25 May 2026, have recommended re-appointing Mr. Manoj Kumar Lohariwala as the Whole-Time Director of the Company for another period of five (5) years, from 18 March 2027 up to 17 March 2032.

Mr. Manoj Kumar Lohariwala satisfies all the conditions set out in Part I of Schedule V to the Companies Act 2013 ("the Act") and also conditions set out under Section 196 of the Act for being eligible for his appointment. He is not disqualified from continuing as a Director in terms of Section 164 of the Act and has consented to continue as a Director of the Company. He is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority pursuant to BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24, both dated 20 June, 2018.

The Board of Directors is of the view that the re

appointment of Mr. Manoj Kumar Lohariwala is in the best interest of the Company and accordingly recommends the Ordinary Resolution set out in Item No. 5 of this Notice for approval of the Members, in terms of the provisions of Schedule V of the Act.

Relevant details relating to re-appointment of Mr. Manoj Kumar Lohariwala, including his brief profile, as required under the Act, SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the "**Annexure- A**" to this Notice and forms part of this Explanatory Statement.

Approval of the Members by way of Ordinary Resolution is required for the same under Schedule V and other applicable provisions of the Act. This shall be treated as written Memorandum setting out the terms of appointment of Mr. Manoj Kumar Lohariwala under Section 190 of the Act. The Board recommends the aforesaid Ordinary Resolution for approval of the Members.

Except for Mr. Manoj Kumar Lohariwala (appointee) and Mr. Vinay Lohariwala (relative), none of the other Directors/Key Managerial Personnel of the Company/their relatives are deemed to be concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No. 6:

The Members of the Company at its Extraordinary General Meeting ("EGM") held on 16 March 2022 approved the re-appointment of Mr. Vinay Lohariwala (DIN: 00144700) as Managing Director of the Company for a period of five years commencing from 18 March 2022. Mr. Vinay Lohariwala will complete his present term as the Managing Director of the Company on 17 March 2027.

The Company has also received notice pursuant to Section 160 of the Act from a member of the Company proposing the candidature of Mr. Vinay Lohariwala for appointment as a Managing Director.

Further, pursuant to the SEBI Circular dated 26 June 2025 regarding Industry Standards on minimum information to be provided for review of the Audit Committee and Shareholders for Related Party Transactions approvals, the information was placed before the Audit Committee at its meeting held on 25 May 2026 for the remuneration approval of Mr. Vinay Lohariwala. The Audit Committee reviewed and approved the said remuneration and recommended the same to the Board of Directors, subject to approval of the shareholders. The same is

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enclosed herewith as **Annexure-A** for the review of shareholders of the Company.

The annual remuneration payable to Mr. Vinay Lohariwala shall be ₹ 25,000,000/- (Rupees Twenty Five million only) per annum, with power vested in the Board of Directors based on the recommendation of applicable Committees to grant one or more annual increments from time to time, based on factors such as the Company's performance, individual performance, industry benchmarks, market conditions and other relevant parameters.

The annual remuneration payable to Mr. Vinay Lohariwala is ₹ 25,000,000 (Rupees Twenty-Five Million only), which is entirely fixed in nature. This remuneration does not contain any variable components such as performance incentives, ESOPs, or share-based payments. He is also entitled to leave and encashment of earned leave in accordance with the Company's policy.

Provided that the total remuneration payable to Mr. Vinay Lohariwala, including such increments, shall not exceed a maximum sum of ₹ 50,000,000/- (Rupees Fifty million only) per annum. Further, any such increment shall be subject to the remuneration remaining within the limits permissible under the provisions of the Act, Schedule V thereto and other applicable laws, without necessitating any further approval of the shareholders. In the event any increase in remuneration requires approval of the shareholders under applicable law, the same shall be obtained prior to giving effect to such increase.

A brief profile of Mr. Vinay Lohariwala is mentioned hereunder:

Mr. Vinay Lohariwala has been associated with Company since 2010. Taking in view his long association with the Company, his vast experience and invaluable contribution towards the growth of the Company, the Board of Directors on recommendation of Nomination and Remuneration Committee ("NRC") and approval of the Audit Committee at their respective meetings held on 25 May, 2026, have recommended re-appointing Mr. Vinay Lohariwala as the Managing Director ("MD") of the Company for a fresh period of five years, with effect from 18 March 2027 up to 17 March 2032.

Mr. Vinay Lohariwala satisfies all the conditions set out in Part I of Schedule V to the Act and also conditions set out under Section 196 of the Act for being eligible for his appointment. He is not disqualified from continuing as a Director in terms of Section 164 of the Act and has consented to continue as a Director of the Company.

He is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority pursuant to BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24, both dated 20th June, 2018.

The Board of Directors is of the view that the re-appointment of Mr. Vinay Lohariwala is in the best interest of the Company and accordingly recommends the Ordinary Resolution set out in Item No. 6 of this Notice for approval of the Members, in terms of the provisions of Schedule V of the Act.

Relevant details relating to re-appointment of Mr. Vinay Lohariwala, including his profile, as required under the Act, SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the "**Annexure-A**" to this Notice and forms part of this Explanatory Statement.

Approval of the Members by way of Ordinary Resolution is required for the same under Schedule V and other applicable provisions of the Companies Act, 2013. This shall be treated as written Memorandum setting out the terms of appointment of Mr. Vinay Lohariwala under Section 190 of the Act. The Board recommends the aforesaid Ordinary Resolution for approval of the Members.

Except for Mr. Vinay Lohariwala (appointee) and Mr. Manoj Kumar Lohariwala (relative) none of the other Directors/Key Managerial Personnel of the Company/ their relatives are deemed to be concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No. 7:

The Members at the Extra-Ordinary General Meeting of the Company held on 04 April 2022 approved the appointment of Mr. Sudhir Kumar Bassi as Non-Executive Independent Directors of the Company, not liable to retire by rotation for a period of five (5) consecutive years. The current tenure of appointment of Independent Directors is due to expire on 31 March 2027. The Board at its meeting held on 25 May 2026, based on the recommendations of the Nomination and Remuneration Committee and considering the skills, experience, knowledge and the performance evaluation report, approved the re-appointment of Mr. Sudhir Kumar Bassi, as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years.

In accordance with the provisions of Section 149(10)

Notice of 22nd Annual General Meeting (Contd.)

of the Act and Regulation 25(2A) of SEBI Listing Regulations re-appointment of Independent Director will be subject to the approval of Members by way of a special resolution. Mr. Sudhir Kumar Bassi fulfil the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16 and 25 of the SEBI Listing Regulations.

The Company has received declaration from Mr. Sudhir Kumar Bassi that he meets the criteria of independence as prescribed under Section 149 of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and that he is not disqualified/debarred from being appointed as an Independent Director in terms of Section 164 of the Act, or by any order of the Securities and Exchange Board of India or any other authority and has given his consent to act as Director in terms of Section 152 of the Act, subject to the approval of re-appointment by the Members. In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Sudhir Kumar Bassi has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Sudhir Kumar Bassi has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). The Company has received notice in writing from a member under Section 160 of the Act, proposing their candidature for office of Director of the Company.

The Nomination and Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Sudhir Kumar Bassi's qualifications and experience in the areas as mentioned in brief resume meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Sudhir Kumar Bassi continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

A brief profile of Mr. Sudhir Kumar Bassi and the disclosure required under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on

General Meetings are provided as **Annexure-A** to the AGM Notice.

The draft letter of appointment for Independent Directors is available for inspection through electronic mode, basis the request being sent on investors@innovacaptab.com .

The Board recommends the passing of the Special Resolution as set out in Item No. 7 of the Notice.

Except Mr. Sudhir Kumar Bassi, being an appointee, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, in this resolution as set out at Item No. 7.

Item No.8:

The Members at the Extra-Ordinary General Meeting of the Company held on 04 April 2022 approved the appointment of Ms. Priyanka Dixit as Non-Executive Independent Directors of the Company, not liable to retire by rotation for a period of five(5) consecutive years. The current tenure of appointment of Independent Directors is due to expire on 31 March 2027. The Board at its meeting held on 25 May, 2026, based on the recommendations of the Nomination and Remuneration Committee and considering the skills, experience, knowledge and the performance evaluation report, approved the re-appointment of Ms. Priyanka Dixit, as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five(5) consecutive years.

In accordance with the provisions of Section 149(10) of the Act and Regulation 25(2A) of SEBI Listing Regulations re-appointment of Independent Director will be subject to the approval of Members by way of a special resolution. Ms. Priyanka Dixit fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16 and 25 of the SEBI Listing Regulations.

The Company has received declaration from Ms. Priyanka Dixit that she meets the criteria of independence as prescribed under Section 149 of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and that she is not disqualified/ debarred from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013, or by any order of the Securities and Exchange Board of India or any other authority and has given her consent to act as Director in terms of Section 152 of the Act, subject to the approval of re-appointment by the Members. In terms

Notice of 22nd Annual General Meeting (Contd.)

of Regulation 25(8) of the SEBI Listing Regulations, Ms. Priyanka Dixit has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Ms. Priyanka Dixit has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). The Company has received notice in writing from a member under Section 160 of the Act, proposing their candidature for office of Director of the Company.

The Nomination and Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Ms. Priyanka Dixit's qualifications and experience in the areas as mentioned in brief resume meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Ms. Priyanka Dixit continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company.

A brief profile of Ms. Priyanka Dixit and the disclosure required under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings are provided as **Annexure-A** to the AGM Notice.

The draft letter of appointment for Independent Directors is available for inspection through electronic mode, basis the request being sent on investors@innovacaptab.com.

The Board recommends the passing of the Special Resolution as set out in Item No. 8 of the Notice.

Except Ms. Priyanka Dixit, being an appointee, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, in this resolution as set out at Item No. 8.

Item 9 :

The Members at the Extra-Ordinary General Meeting of the Company held on 04 April 2022 approved the appointment of Mr. Mahendar Korthiwada as Non-

Executive Independent Directors of the Company, not liable to retire by rotation for a period of five (5) consecutive years. The current tenure of appointment of Independent Directors is due to expire on 31 March 2027. The Board at its meeting held on 25 May, 2026, based on the recommendations of the Nomination and Remuneration Committee and considering the skills, experience, knowledge and the performance evaluation report, approved the re-appointment of Mr. Mahendar Korthiwada, as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five(5) consecutive years.

In accordance with the provisions of Section 149(10) of the Act and Regulation 25(2A) of SEBI Listing Regulations re-appointment of Independent Director will be subject to the approval of Members by way of a special resolution. Mr. Mahendar Korthiwada fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16 and 25 of the SEBI Listing Regulations.

The Company has received declaration from Mr. Mahendar Korthiwada that he meets the criteria of independence as prescribed under Section 149 of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and that he is not disqualified/ debarred from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013, or by any order of the Securities and Exchange Board of India or any other authority and has given his consent to act as Director in terms of Section 152 of the Act, subject to the approval of re-appointment by the Members. In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Mahendar Korthiwada has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Mahendar Korthiwada has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). The Company has received notice in writing from a member under Section 160 of the Act, proposing their candidature for office of Director of the Company.

The Nomination and Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance

Notice of 22nd Annual General Meeting (Contd.)

evaluation, concluded and recommended to the Board that Mr. Mahendar Korthiswada's qualifications and experience in the areas as mentioned in brief resume meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Mahendar Korthiswada continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

A brief profile of Mr. Mahendar Korthiswada and the disclosure required under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings are provided as **Annexure-A** to the AGM Notice.

The draft letter of appointment for Independent Directors is available for inspection through electronic mode, basis the request being sent on investors@innovacaptab.com.

The Board recommends the passing of the Special Resolution as set out in Item No. 9 of the Notice.

Except Mr. Mahendar Korthiswada, being an appointee, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, in this resolution as set out at Item No. 9.

Item No 10

The Members at the Extra-Ordinary General Meeting of the Company held on 04 April 2022 approved the appointment of Mr. Shirish Gundopant Belapure as Non-Executive Independent Directors of the Company, not liable to retire by rotation for a period of five (5) consecutive years. The current tenure of appointment of Independent Directors is due to expire on 31 March 2027. The Board at its meeting held on 25 May, 2026, based on the recommendations of the Nomination and Remuneration Committee and considering the skills, experience, knowledge and the performance evaluation report, approved the re-appointment of Mr. Shirish Gundopant Belapure, as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five(5) consecutive years.

In accordance with the provisions of Section 149(10) of the Act and Regulation 25(2A) of SEBI Listing Regulations re-appointment of Independent Director will be subject to the approval of Members by way of a special resolution. Mr. Shirish Gundopant Belapure

fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16 and 25 of the SEBI Listing Regulations.

The Company has received declaration from Mr. Shirish Gundopant Belapure that he meets the criteria of independence as prescribed under Section 149 of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and that he is not disqualified/ debarred from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013, or by any order of the Securities and Exchange Board of India or any other authority and has given his consent to act as Director in terms of Section 152 of the Act, subject to the approval of re-appointment by the Members. In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Shirish Gundopant Belapure has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Shirish Gundopant Belapure has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). The Company has received notice in writing from a member under Section 160 of the Act, proposing their candidature for office of Director of the Company.

Mr. Shirish Gundopant Belapure will attain the age of 75 years during the continuation of his second term, i.e., on 19 July 2028. The Nomination and Remuneration Committee, after considering the skills, expertise, and competencies required for the Board in the context of the Company's business and sectors, and based on the performance evaluation, has concluded and recommended to the Board that Mr. Belapure's qualifications and experience, as detailed in his brief profile, meet the skills and capabilities required for the role of an Independent Director. The Board is of the opinion that Mr. Belapure continues to possess the identified core skills, expertise, and competencies essential for effective functioning in his role, and that his continued association would be of significant benefit to the Company.

Further, pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, no listed entity shall appoint or continue the directorship of any person who has attained the

Notice of 22nd Annual General Meeting (Contd.)

age of seventy-five years unless a special resolution is passed. Accordingly, the prior approval of the Members of the Company is being sought by way of a special resolution.

A brief profile of Mr. Shirish Gundopant Belapure and the disclosure required under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings are provided as **Annexure-A** to the AGM Notice.

The draft letter of appointment for Independent Directors is available for inspection through electronic mode, basis the request being sent on investors@innovacaptab.com .

The Board recommends the passing of the Special Resolution as set out in Item No. 10 of the Notice.

**By Order of the Board of Directors
For Innova Captab Limited**

Neeharika Shukla

Company Secretary and Compliance Officer

Membership No: A42724

Place: Panchkula

Date: 25 May 2026

Reg office address:

*1513, 15th Floor, Satra Plaza, CHS Ltd., Plot No. 19 & 20, Sector-19D, Vashi, Navi
Mumbai, Sanpada, Thane, Maharashtra, India, 400703

CIN: L24246MH2005PLC150371

**Registered Office of the Company shifted from 601, Proxima, Plot No 19, Sector 30A, Vashi, Navi Mumbai, Thane, Maharashtra, India- 400705 Maharashtra, India to 1513, 15th Floor, Satra Plaza, CHS Ltd., Plot No. 19 & 20, Sector-19D, Vashi, Navi Mumbai, Sanpada, Thane, Maharashtra, India, 400703 w.e.f. 02 June 2025.*



ANNEXURE-A

In pursuance of the provisions of Regulation 36 (3) of the SEBI Listing Regulations and SS-2 (Secretarial Standard on General Meetings) issued by the ICSI, details of Director seeking re-appointment at the ensuing Annual General Meeting (AGM) is as below:

Particulars	Remarks
Relevant item no. of the Notice	Item No 2
Brief Resume	Mr. Jayant Vasudeo Rao is a Whole-time Director on the Board of our Company. He holds a bachelor's degree in science (chemistry) from the Arts, Science and Commerce College, Panvel, University of Bombay, Maharashtra. He has approximately 21 years of experience in the field of production management for pharmaceutical formulations. Before being associated with our Company, he was associated with Ebers Pharmaceuticals Limited, Prophyla Biologicals Private Limited and Lexicon Biotech (India) Limited, and served as production head with Scott-Edil Pharmacia Limited and general manager (production and planning) with Brooks Laboratories Limited.
Name of Director	Mr. Jayant Vasudeo Rao
DIN	03627850
Date of Birth	21 August 1964
Age (in years)	61
Nationality	Indian
Date of first appointment on Board	22 November 2017
Qualification	He holds a bachelor's degree in Science (Chemistry) from Arts, Science and Commerce College, Panvel, University of Bombay, Maharashtra.
Experience/ Expertise in specific functional areas	Jayant Vasudeo Rao is a Whole-Time Director of our Company. He has over 21 years of experience in production management for pharmaceutical formulations.
Terms & Conditions of appointment or re-appointment	Retire by rotation and being eligible, offers himself, for re-appointment as Whole-Time Director.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Jayant Vasudeo Rao possesses strong expertise in corporate governance, compliance, and strategic decision-making, along with sound industry knowledge and leadership skills. The role requires experience, integrity, and the ability to contribute effectively to board decisions. Mr. Rao meets these requirements through his proven track record, objective judgment, and commitment to ethical and regulatory standards, making him suitable for reappointment.
Remuneration last drawn, for the FY 2026 including sitting fees,if any	₹ 1,972,051/-
Shareholding in the Company (As on the date of this Notice)	01 Equity Share
No. of Board Meetings attended during the FY 2026	04 (Four)
List of Directorship held in various other companies	Sharon Bio-Medicine Limited
List of Chairmanship/Membership of Committee on Board of other companies	Not applicable

Annexure-A (Contd.)

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Director/Key Managerial Personnel.
No. of Equity shares held in the company	01
Listed entities from which he has resigned as Director in past 3 years	Not applicable
Particulars	Remarks
Relevant item no. of the Notice	Item No 3
Name of the Auditor/Auditor Firm	M/s B S R & CO. LLP, Chartered Accountants
Date & Term of Appointment	Re-appointment for a second term of five consecutive years from the conclusion of the 22 nd AGM to be held on Monday, 29 June, 2026, till the conclusion of the 27 th AGM of the Company to be held in the year 2032.
Brief Profile	M/s B S R & CO. LLP, Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI"). Their Firm Registration No. is 101248W/W-100022. Their branch office is situated at unit no. A505(A), 5th Floor Plot no. 178-179A Industrial and Business Park Phase-1 Chandigarh 160002. They are primarily engaged in providing audit and assurance services to their clients.
Proposed Remuneration and Basis of Recommendation:	<p>₹ 8,500,000 (Rupees Eight million and Five Hundred Thousand only) for FY 2027 for statutory audit services plus applicable taxes and reimbursement of out of-pocket expenses if any, and/or such other remuneration as may be decided by the Board of Directors based on the recommendation of Audit Committee from time to time. The proposed remuneration to be paid to the Statutory Auditor is based on various factors including the scope of audit, size and operations of the Company, industry benchmarks, and the experience and expertise of the audit firm.</p> <p>The Board of Directors on the recommendation of the Audit Committee is authorised to approve revisions to the remuneration of the Statutory Auditors for the remaining part of the term of appointment.</p>
Details of Credentials and Experience:	<p>B S R & Co. was constituted on 27 March 1990 as a partnership firm and was thereafter converted into limited liability partnership i.e. B S R & Co. LLP, on 14 October 2013.</p> <p>The registration no. of the firm is 101248W/W-100022. The registered office of the firm is at 14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Centre, Western Express Highway, Goregaon (East), Mumbai- 400063.</p> <p>B S R & Co. LLP is a member entity of B S R & Associates, a network registered with the Institute of Chartered Accountants of India.</p> <p>The firm has over 4000 staff and 170+ Partners and has offices across 14 locations. The firm audits various companies listed on stock exchanges in India including companies in the Pharmaceutical sector.</p>
Confirmation of Eligibility:	The Auditor has confirmed that they are eligible for appointment and are not disqualified from being appointed as the Statutory Auditor in terms of the provisions of the Companies Act, 2013 and the rules made thereunder.

Annexure-A (Contd.)

Particulars	Remarks	Remarks
Relevant item no. of the Notice	Item No 5	Item No 6
Name of Director	Mr. Manoj Kumar Lohariwala	Mr. Vinay Lohariwala
DIN	00144656	00144700
Date of Birth	21 May 1972	26 February 1976
Age (in years)	54	50
Nationality	Indian	Indian
Date of first appointment on Board	03 June 2009	03 March 2010
Qualification	He holds a bachelor's degree in commerce from Mohta College, Sadulpur, Maharshi Dayanand Saraswati University, Ajmer, Rajasthan.	He holds a bachelor's degree in Mechanical Engineering from Engineering College, Kota, University of Rajasthan, Jaipur, Rajasthan.
Experience/ Expertise in specific functional areas	Manoj Kumar Lohariwala is a Whole-Time Director of our Company. He has over 29 years of experience in manufacturing and marketing pharmaceutical products.	Vinay Lohariwala is a Managing Director of our Company. He has over 24 years of experience in manufacturing and marketing pharmaceutical products.
Terms & Conditions of appointment or re-appointment	Re-appointment as a Whole-Time Director for a term of five years commencing from 18 March 2027 up to 17 March 2032, liable to retire by rotation.	Re-appointment as a Managing Director for a term of five years commencing from 18 March 2027 up to 17 March 2032, liable to retire by rotation.
Details of last drawn remuneration for FY 2025-26	₹ 14,826,961	₹ 14,826,961
Details of Existing Annual Remuneration approved till 17 March 2027	₹ 20,000,000	₹ 20,000,000
Details of Remuneration sought to be paid for period of 18 March 2027 - 17 March 2028	₹ 25,000,000	₹ 25,000,000
No. of Board Meetings attended during FY 2026	04 (Four)	04 (Four)
List of Directorship held in various other companies	1. Univentis Medicare Limited 2. Nugenic Pharma Private Limited 3. Innoventis Medicare Limited	1. Univentis Medicare Limited 2. Nugenic Pharma Private Limited 4. Innoventis Medicare Limited
List of Chairmanship/ Membership of Committee on Board of other companies	Univentis Medicare Limited Corporate Social Responsibility Committee - Member	Univentis Medicare Limited Corporate Social Responsibility Committee - Chairman
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Brother of Mr. Vinay Lohariwala, who is Managing Director of the Company.	Brother of Mr. Manoj Kumar Lohariwala, who is Whole-Time Director of the Company.
No. of Equity shares held in the company	16,636,446	12,482,875
Listed entities from which he has resigned as Director in past 3 years	Not applicable	Not applicable

Annexure-A (Contd.)

Particulars	Remarks	Remarks
Disclosure as per Industry Standard of Related Party Transactions		
Basic Details of the Related Party		
Name	Mr. Manoj Kumar Lohariwala, Chairman and Whole Time-Director	Mr. Vinay Lohariwala, Managing Director
Country of incorporation	Not applicable, as the related parties involved are natural persons (individuals)	
Nature of business of the related party	Not applicable	
Relationship and Ownership		
Nature of relationship with the Company /Subsidiary	Mr. Manoj Kumar Lohariwala, Chairman and Whole Time-Director and Shareholder of the Company.	Mr. Vinay Lohariwala, Managing Director and Shareholder of the Company.
Shareholding details (direct/ indirect)	29.07%	21.81%
Shareholding held through Listed Entity	-	-
Shareholding details through Directors/KMP/relatives of Directors or KMP	<ol style="list-style-type: none"> 21.81 % holding of Mr. Vinay Lohariwala, brother of Mr. Manoj Kumar Lohariwala 0.01% holding of Ms. Vandana Lohariwala wife of Mr. Manoj Kumar Lohariwala 	<ol style="list-style-type: none"> 29.07% holding of Mr. Manoj Kumar Lohariwala brother of Mr. Vinay Lohariwala 0.01% holding of Ms. Chhavi Lohariwala wife of Mr. Viany Lohariwala
Whether control or significant influence exists (Yes/No)	Yes	Yes
Previous Transactions		
Summary of past transactions with the related party in the last financial year (Nature of transaction)	Remuneration in the capacity of Whole-Time Director of the Company	Remuneration in the capacity of Managing Director of the Company
Total value of related party transactions in the current financial year up to the preceding quarter in which the approval is sought.	₹ 14,826,961	₹ 14,826,961
Defaults by related party w.r.t obligations undertaken during past year's transactions or arrangements	No such instances	No such instances
Amount of Proposed Transaction		
Value of transaction	₹ 25,000,000	₹ 25,000,000
Will cumulative transactions with related party make the proposed transaction material RPT?	No	No
Proposed transaction value as % of immediately preceding financial year's consolidated turnover of the Company	0.15%	0.15%

Annexure-A (Contd.)

Particulars	Remarks	Remarks
Proposed transaction value as % of subsidiary's immediately preceding financial year standalone turnover (transaction involving the subsidiary but Company not involved)	Not applicable	Not applicable
Proposed transaction value as % of related party's immediately preceding financial year's turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party)	Not applicable	Not applicable
Financials of the related party - Turnover of FY 2026	Not applicable	Not applicable
Financials of the related party - PAT of FY 2026	Not applicable	Not applicable
Financials of the related party - Net Worth of FY 2026	Not applicable	Not applicable
Basic Details of the Proposed Transaction		
Nature of proposed transaction	Payment of Annual Remuneration	Payment of Annual Remuneration
Details of the proposed transaction	Fixation of Remuneration for continuation of directorship	Fixation of Remuneration for continuation of directorship
Tenure of the proposed transaction	12 months i.e from 18 March 2027 to 17 March 2028	
Whether omnibus approval is being sought	Yes, the Company has taken approval of Board of Directors and Audit Committee in their Meeting held on 25 May 2026.	
Value of the proposed transaction during a financial year. (If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.)	₹ 25,000,000	₹ 25,000,000
Justification as to why the RPTs proposed to be entered into are in the interest of the Company	The proposed remuneration falls well within the limits prescribed under the Companies Act, 2013 and other applicable regulatory authorities, thereby ensuring full compliance with corporate governance norms. By aligning compensation with performance and industry benchmarks, the Company safeguards transparency, retains key leadership talent, and reinforces its commitment to sustainable growth in the best interest of all stakeholders.	
Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly.		
a. Name of the director / KMP	Mr. Manoj Kumar Lohariwala holding -29.07% and Mr. Vinay Lohariwala-21.81%	Mr. Manoj Kumar Lohariwala holding -29.07% and Mr. Vinay Lohariwala-21.81%
b. Shareholding of the director / KMP, whether direct or indirect, in the related party	29.07 %	21.81%

Annexure-A (Contd.)

Particulars	Remarks	Remarks
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable	Not applicable
Other information relevant for decision making	All details as stated above	All details as stated above
Particulars	Remarks	Remarks
Relevant item no. of the Notice	Item No 7	Item No 8
Name of Director	Mr. Sudhir Kumar Bassi	Ms. Priyanka Dixit
DIN	07819617	06578720
Date of Birth	06 August 1969	09 July 1982
Age (in years)	56	43
Nationality	Indian	Indian
Date of first appointment on Board	01 April, 2022	01 April, 2022
Qualification	He holds bachelor's degree in commerce from Multani Mal Modi College, Patiala, Punjabi University, Punjab and a master's degree in business administration (finance) from Punjabi University, Punjab.	She holds a bachelor's degree in law and social legal sciences from ILS Law College, University of Pune, Maharashtra
Experience/ Expertise in specific functional areas	Mr. Sudhir Kumar Bassi is a Non-Executive Independent Director on the Board of our Company. He holds a bachelor's degree in commerce from Multani Mal Modi College, Patiala, Punjabi University, Punjab and a master's degree in business administration (finance) from Punjabi University, Punjab. He has over 34 years of experience in the field of investment banking and capital markets. He currently works as an executive director with Khaitan & Co. In the past, he has served as the managing director (investment banking) with Morgan Stanley India Company Private Limited, and the executive director (mergers and acquisitions) with JM Morgan Stanley Private Limited. He is also a member of the Research Advisory Committee of SEBI, Primary Markets Advisory Committee of SEBI, and the Municipal Bond Development Committee of SEBI.	Ms. Priyanka Dixit is a Non-Executive Independent Director on the Board of our Company. She holds a bachelor's degree in law and social legal sciences from ILS Law College, University of Pune, Maharashtra and is a member of the Bar Council of Maharashtra and Goa. Priyanka has over 14 years of experience in corporate commercial law and mergers and acquisitions. Ms. Priyanka has worked with leading law firms including Trilegal and Cyril Amarchand Mangaldas. She subsequently gained industry experience with Agarsha Investment Manager Private Limited, which operates under the brand name 'Lumis', an alternative investment platform with operations in India and overseas. Ms. Priyanka is currently associated with BTG Advaya, where she serves as a Partner.
Terms & Conditions of appointment or re-appointment	Re-appointment as a Non-Executive Independent Director for a term of five years commencing from 01 April 2027 up to 31 March, 2032, not liable to retire by rotation.	Re-appointment as a Non-Executive Independent Director for a term of five years commencing from 01 April 2027 up to 31 March, 2032, not liable to retire by rotation.

Annexure-A (Contd.)

Particulars	Remarks	Remarks
Details of Remuneration sought to be paid.	Not applicable	Not applicable
Details of last drawn remuneration	Not applicable	Not applicable
No. of Board Meetings attended during FY 2025-26	04 (Four)	03 (Three)
List of Directorship held in various other companies	1. Saatvik Green Energy Limited	1. Zuron Fin-Tech Private Limited 2. Jivfin Ventures Private Limited
List of Chairmanship/ Membership of Committee on Board of other companies	Saatvik Green Energy Limited 1. Audit Committee- Chairman 2. Nomination and Remuneration Committee-Member 3. Stakeholder Relationship Committee- Member 4. Risk Management Committee-Member	Not applicable
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related to any Director/Key Managerial Personnel.	Not related to any Director/Key Managerial Personnel.
No. of Equity shares held in the company	Not applicable	Not applicable
Listed entities from which he has resigned as Director in past 3 years	Not applicable	Not applicable
Particulars	Remarks	Remarks
Relevant item no. of the Notice	Item No 9	Item No 10
Name of Director	Mr. Mahendar Korthiwada	Mr. Shirish Gundopant Belapure
DIN	09558992	02219458
Date of Birth	11 February, 1963	19 July, 1953
Age (in years)	63	72
Nationality	Indian	Indian
Date of first appointment on Board	01 April, 2022	01 April, 2022
Qualification	He holds a bachelor's degree in pharmacy from J.N. Medical College, Belgaum, Karnatak University, Dharwad, Karnataka.	He holds a bachelor's degree in pharmacy from the Shivaji University, Kolhapur, Maharashtra, a master's degree in pharmacy (pharmacognosy) from Nagpur University, Maharashtra and a long-term diploma course in business management from the Nagpur Management Association, Maharashtra.

Annexure-A (Contd.)

Particulars	Remarks	Remarks
Experience/ Expertise in specific functional areas	Mahendar Korthiwada is a Non-Executive Independent Director of our Company. He holds a bachelor's degree in pharmacy from J.N. Medical College, Belgaum, Karnatak University, Dharwad, Karnataka. He has approximately 34 years of experience in the pharmaceutical industry. Before being associated with our Company, he served as the director – special projects with Abbott Healthcare Private Limited and as general manager – generics and institutional with Natco Pharma Limited.	Shirish Gundopant Belapure is a Non-Executive Independent Director on the Board of our Company. He holds a bachelor's degree in pharmacy from the Shivaji University, Kolhapur, Maharashtra and a master's degree in pharmacy (pharmacognosy) from Nagpur University, Maharashtra. He has also completed a long-term diploma course in business management from the Nagpur Management Association, Maharashtra. He has over 30 years of experience in the pharmaceutical industry. Before being associated with our Company, he served as the managing director with Zydus Hospira Oncology Private Limited, and as the president – manufacturing (formulations) with Zydus Lifesciences Limited and was also associated with The Fairdeal Corporation (Private) Limited, Griffon Laboratoires Private Limited and Cyanamid India Limited.
Terms & Conditions of appointment or re-appointment	Re-appointment as a Non-Executive Independent Director for a term of five years commencing from 01 April 2027 up to 31 March 2032 not liable to retire by rotation.	Re-appointment as a Non-Executive Independent Director for a term of five years commencing from 01 April 2027 up to 31 March 2032 not liable to retire by rotation.
Details of Remuneration sought to be paid.	Not applicable	Not applicable
Details of last drawn remuneration	Not applicable	Not applicable
No. of Board Meetings attended during the FY 2025-26	03 (Three)	04 (Four)
List of Directorship held in various other companies	<ol style="list-style-type: none"> 1. Univentis Medicare Limited 2. Sharon Bio-Medicine Limited 	<ol style="list-style-type: none"> 1. Natural Capsules Limited 2. Uniza Lifecare Private Limited 3. Corona Remedies Limited 4. Jubilant Generics Limited 5. Jubilant Pharmova Limited 6. New Life Medicals Private Limited
List of Chairmanship/ Membership of Committee on Board of other companies	Not applicable	<ol style="list-style-type: none"> 1. Natural Capsules Limited Audit Committee- Member 2. Jubilant Pharmova Limited- Risk Assessment Quality Committee- Chairperson
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related to any Director/Key Managerial Personnel.	Not related to any Director/Key Managerial Personnel.
No. of Equity shares held in the company	Not applicable	Not applicable
Listed entities from which he has resigned as Director in past 3 years	Not applicable	1. Albert David Limited w.e.f. 10 March 2025