

# NOTICE

## INNOVA CAPTAB LIMITED

**Registered Office:** \*601, Proxima, Plot No. 19, Sector 30 A, Vashi, Navi Mumbai, 400705, India

**CIN:** L24246MH2005PLC150371 **Phone:** +91 22 6794 4000

**Website:** [www.innovacaptab.com](http://www.innovacaptab.com) **mail:** [investors@innovacaptab.com](mailto:investors@innovacaptab.com)

### NOTICE OF 21<sup>ST</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 21<sup>ST</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF INNOVA CAPTAB LIMITED ("THE COMPANY") WILL BE HELD ON THURSDAY, 31<sup>ST</sup> DAY OF JULY, 2025 AT 11:00 A.M. (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 2025 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 2025 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Archit Aggarwal, Non-Executive Director (DIN: 08127356), who retires by rotation and, being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

3. To consider appointment of M/s. Jaspreet Dhawan & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company for a term of five consecutive years 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 204 of the Companies Act, 2013 read with applicable rules made thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued thereunder from time to time, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to receipt of such other approvals, consents and permissions as may be required, the consent of the members be and is hereby accorded for the appointment of M/s. Jaspreet Dhawan & Associates, Peer Reviewed Practicing Company Secretaries (FCS No. 9372) as the Secretarial Auditors of the Company to conduct

Secretarial Audit for a term of Five (5) consecutive years commencing from FY 2025-2026 till FY 2029-2030, who shall conduct Secretarial Audit and issue the Secretarial Audit Reports of the Company for the said period, at a remuneration as may be mutually decided between the said Auditor and the Board of Directors of the Company, in addition to reimbursement of all out-of-pocket expenses, to be incurred by them in connection with the Secretarial Audit.

**RESOLVED FURTHER THAT** the Board of the Company, be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

4. To consider ratification of remuneration of Cost Auditors for the FY 2026 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 the Board of Directors at their respective meetings held on 19 May 2025, 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 2026 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.

Notice (Contd.)

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary in connection therewith and incidental thereto."

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

**Neeharika Shukla**

Company Secretary and Compliance Officer  
Membership No: A42724

**Place: Panchkula  
Date: 19 May 2025**

**Reg office address:**

\*601, Proxima, Plot No 19, Sector 30 A, Vashi, Navi Mumbai, 400705, India

**CIN:** L24246MH2005PLC150371

*\*Registered Office of the Company shifted to 1513, 15<sup>th</sup> Floor, Satra Plaza, CHS Ltd. Plot No. 19 & 20, Sector-19D, Vashi, Navi Mumbai-400703, Maharashtra, India w.e.f. 02 June 2025*

**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 and the latest being Circular No. 09/2024 dated 19 September 2024 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021, Circular No. SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated 05 January 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07 October 2023 and the latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03 October 2024 (collectively referred as "SEBI Circulars"), 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 21<sup>st</sup> 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 21<sup>st</sup> AGM of the Company. The Company has engaged the services of National Securities Depository Limited ("NSDL") for providing the facility for remote e-Voting, for participation in the AGM through VC / OAVM and for e-Voting during the AGM. The procedure for participating in the AGM through VC / OAVM is explained below.

2. 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.
3. An Explanatory Statement pursuant to Section 102 of the Act, which sets out details relating to Special Business at the meeting, is attached with this Notice of AGM.

4. 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 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 [mg@mgconsulting.in](mailto:mg@mgconsulting.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
5. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
6. 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 (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the Quorum under Section 103 of the Companies Act, 2013.
8. 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 Director seeking re-appointment at this AGM is attached as **Annexure -A** to the Notice.
9. 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 arrangement 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 at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## Notice (Contd.)

10. 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 Sunday, 27 July 2025, 06:00 P.M. (IST) through email on [investors@innovacaptab.com](mailto:investors@innovacaptab.com). The same will be replied by the Company suitably.
11. 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**.
12. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is 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 <https://www.innovacaptab.com/investor-Resources.php#:~:text=Shareholder%20Service%20Request%20Forms>. 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](mailto:investors@innovacaptab.com) in case the shares are held in physical form.
13. 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.
14. 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.
15. In case of joint holders attending the AGM, only such joint holder 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.
16. In compliance with the MCA and the SEBI Circulars, the Notice of the AGM along with the Annual Report for the FY 2025 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 2025 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 2025 will also be available on the Company's website <https://www.innovacaptab.com/>, website of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
17. The Board of Directors have appointed CS Mannish L. Ghia, 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.
18. 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 <https://www.innovacaptab.com/shareholder-services> and on the website of NSDL at [www.evoting.nsdl.com](http://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.
19. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-Voting.
20. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and

## Notice (Contd.)

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 the e-Voting system in the AGM.

21. 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.

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

The remote e-Voting period begins on Monday, 28 July

#### **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 meeting for Individual shareholders holding securities in demat mode:**


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 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 shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>For OTP based login you can click on <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>. 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.</li><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" 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 &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 &amp; voting during the meeting.</li></ol>

2025 at 9:00 A.M. (IST) and ends on Wednesday, 30 July 2025 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. Thursday, 24 July 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 24 July 2025.

## Notice (Contd.)

Type of shareholders	Login Method
	<p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="762 448 1155 678" data-label="Image">  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, users will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 shareholders other than Individual shareholders 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 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 shareholders 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](http://www.evoting.nsdl.com)
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

## Notice (Contd.)

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

#### How to 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:

1. Institutional shareholders (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 [mg@mgconsulting.in](mailto:mg@mgconsulting.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (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 on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and

e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 – 2499 7000 or send a request to **Ms. Pallavi Mhatre, Senior Manager, NSDL** at [evoting@nsdl.com](mailto:evoting@nsdl.com).

#### Process for those shareholders 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 shareholder, 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](mailto: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](mailto:investors@innovacaptab.com). If you are an Individual shareholder 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 holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing above mentioned documents.
4. 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 are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### 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 the same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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.

## Notice (Contd.)

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.

### THE INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the 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. Shareholders 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](mailto:investors@innovacaptab.com) by Wednesday, 30 July 2025, 06:00 P.M. (IST). The same will be replied by the Company suitably.
6. Shareholders who would like to express their views/ ask questions during the meeting should register themselves as a speaker by logging on to [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and clicking on the 'Speaker Registration' option available on the screen after logging in or they can write a mail at [investors@innovacaptab.com](mailto:investors@innovacaptab.com). The Speaker Registration will be open from Friday, 25 July 2025, 09:00 A.M. (IST) to Wednesday, 30 July 2025, 06:00 P.M. (IST).
7. Only shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting. However, the Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

### ANNEXURE - A TO THE NOTICE DATED 19 MAY 2025

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:

Information on Director seeking re-appointment pursuant to Secretarial Standard-2 (SS-2) on General Meeting:

<b>Name of Director</b>	Mr. Archit Aggarwal
<b>DIN</b>	08127356
<b>Date of Birth</b>	05 October 1998
<b>Age (in years)</b>	26
<b>Nationality</b>	Indian
<b>Date of first appointment on Board</b>	01 April 2022
<b>Qualification</b>	He holds a Bachelor's degree in Business Administration from Swiss Business School, Switzerland.
<b>Experience/ Expertise in specific functional areas</b>	Archit Aggarwal is a Non-Executive Director of our Company. He has over 4 years of experience in marketing and manufacturing jewellery.
<b>Terms &amp; Conditions of appointment or re-appointment</b>	Retire by rotation and being eligible, offers himself, for re-appointment as a Director
<b>Remuneration to be paid and last drawn remuneration</b>	NA
<b>No. of Board Meetings attended during the FY 2025</b>	Three (3)

## Notice (Contd.)

### List of Directorship held in various other companies

1. Signum Electronics Limited
2. IRK Newtech Private Limited
3. Innoventis Medicare Limited
4. Alliance World Manufacturing Limited
5. Jai Bhawani Worldwide Limited
6. DMS Technologies Private Limited
7. DMS Electronics Private Limited (Amalgamated)
8. Signum Electrowave Private Limited

### List of Chairmanship/Membership of Committee on Board of other companies

NA

### 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

4,000

### Listed entities from which he has resigned as Director in past 3 years

NA

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

### Item No. 3:

In terms of provisions of Regulation 24A(1)(b) of SEBI Listing Regulations read with Circular No.: SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December 2024, a listed entity shall appoint Secretarial Auditor for a term of five consecutive years with the approval of shareholders in its AGM.

Accordingly, as per the stated regulations and as per the recommendations of the Audit Committee and the Board of Directors at the meetings held on Monday, 19 May 2025, M/s. Jaspreet Dhawan & Associates, Peer Reviewed Practicing Company Secretaries (FCS No. 9372), having their office at H. No. 705, Phase-10, Sector 64, Mohali, Punjab-160062 is proposed to be appointed as Secretarial Auditors of the Company, for a period of Five (5) consecutive years commencing from FY 2025-2026 till FY 2029-2030 to conduct Secretarial Audit and issue the Secretarial Audit Reports of the Company for the said period.

M/s. Jaspreet Dhawan & Associates, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified in Circular No.: SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December 2024. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of Disqualifications mentioned in Circular No.: SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December 2024.

The details required to be disclosed as per the provisions of Regulation 36(5) of the SEBI Listing Regulations, 2015 are as under:

Sr. No.	Particulars	Details
1.	Proposed Secretarial Auditors	M/s. Jaspreet Dhawan & Associates
2.	Basis of Recommendation for appointment	M/s. Jaspreet Dhawan & Associates, Practicing Company Secretaries based in Mohali (Punjab), offering services in the field of secretarial matters, since last sixteen (16) years and Mr. Jaspreet Singh Dhawan has overall experience of 25 years. The firm is peer reviewed and offers a whole gamut of secretarial services in the field of Company Law matters, SEBI Laws, FEMA laws, RBI laws and IPR etc. They have a strong team of well-qualified & experienced staff having adequate and varied experience and exposure relating to corporate and secretarial compliances. Their core team members are Company Secretaries who have experience of dealing with various corporate law matters. They specialize in timely delivery of qualitative assignments. They are well exposed in dealing/appearing before with various regulatory authorities like Registrar of Companies (ROC), Regional Director (RD), National Company Law Tribunal (NCLT), Ministry of Corporate Affairs (MCA), Reserve Bank of India (RBI), etc. They have been associated with the Company for the last 10 years.

## Notice (Contd.)

Sr. No.	Particulars	Details
3.	Details relating to Credentials of Secretarial Auditor	Mr. Jaspreet Singh Dhawan holds a bachelor's degree in Commerce and is Fellow Member of the Institute of Company Secretary of India, "ICSI" along with aforementioned qualifications he holds Post Membership Qualification in Corporate Governance and Arbitration.
4.	Terms of Appointment	FY 2025-2026 to FY 2029-2030

Accordingly, the Board of Directors seeks consent of the Members by passing an Ordinary Resolution set out at Item No. 3 of the notice to consider the appointment of M/s. Jaspreet Dhawan & Associates, Practicing Company Secretaries, for the office of the Secretarial Auditor of the Company for a period of Five (5) years, from the financial year 2025-2026 to 2029-2030. 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. 3 of the Notice.

The Board recommends the resolution set forth in Item No. 3 of the Notice for approval of the Members as an Ordinary Resolution.

### 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 2025-26 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 Act 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 Act 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 the consent of 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 2026. 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.

The Board recommends the resolution set forth in Item No. 4 of the Notice for approval of the Members as an Ordinary Resolution.

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

**Neeharika Shukla**

Company Secretary and Compliance Officer  
Membership No: A42724

**Place: Panchkula**

**Date: 19 May 2025**

### Reg office address:

\*601, Proxima, Plot No 19, Sector 30 A, Vashi, Navi Mumbai, 400705, India

**CIN: L24246MH2005PLC150371**

\*Registered Office of the Company shifted to **1513, 15<sup>th</sup> Floor, Satra Plaza, CHS Ltd. Plot No. 19 & 20, Sector-19D, Vashi, Navi Mumbai-400703, Maharashtra, India w.e.f. 02 June 2025.**