

NOTICE OF 06th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 06th Annual General Meeting of the members of **INNOVANA THINKLABS LIMITED** will be held on Saturday 25th September 2021 11.30 A.M at the registered office of the company plot no D-41, Patrakar Colony, Near Jawahar Nagar Moti Dungri Vistar Yojna, Raja Park- 302004 Jaipur, Rajasthan to transact the following business.

ORDINARY BUSINESS:

Item No. 1- Adoption of Financial Statements:-

To consider and adopt the audited financial statement (including consolidated financial statement) of the company for the financial year ended March 31, 2021 and report of the Boards of Directors ('the Boards') and auditors thereon.

Item No. 2: Appointment of Mr. Kapil Garg (DIN: 07143551) as a Director liable to retire by rotation.

To appoint a director in place of Mr. Kapil Garg (DIN: 07143551) who retires by rotation and being eligible, offers himself for re-appointment.

Item No 3: Declaration of Final Dividend for the Financial Year ended March 31, 2021.

To declare a Final Dividend of ₹ 1.25/- per equity share of face value ₹ 10/- each for the Financial Year ended March 31, 2021.

Item No 4: To Re-appoint M/s Amit Ramakant & Co., Chartered Accountants, Jaipur (009184C), as statutory Auditor and fix their remuneration:

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

“RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditor) Rules 2014, other applicable provisions, if any, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and pursuant to recommendation of the Audit Committee and Board of Directors of the company, M/s Amit Ramakant & Co., Chartered Accountants (Firm Registration No. 009184C) be and are hereby re-appointed as Statutory Auditors who shall hold office from the conclusion of this 06th Annual General Meeting until the conclusion of 10th Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors in consultation with the Auditors.”

SPECIAL BUSINESS:-

Item No. 5. To regularize of Mr. NARENDRA KUMAR GARG (DIN: 08640447) as director of the company

“To consider and if through fit to pass with or without modification(s) the following resolution as an ordinary resolution”

“RESOLVED THAT pursuant to the provisions of section 160, 161 and other applicable provisions of the Companies Act, 2013 and the rules made there under, **MR. N. K. GARG (DIN: 08640447)** who was appointed as additional director of the Company on 20th September 2020 and who holds office till the date

of this Annual General Meeting and whose candidature is proposed for directorship of the Company be and is hereby appointed as director liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to provisions of Section 196, 197, 198 and 203 of the Companies Act, 2013 and any other applicable provisions, of the Companies Act, 2013 and the Rules made there under (including statutory modification(s) or re-enactment thereof for the time being in force) the approval of the Company be and is hereby accorded for the appointment of **MR. N. K. GARG (DIN: 08640447)** as a Director of the Company whose office is liable to retire by rotation.

Item No. 6. To regularize of Additional Director, Mr. Deepak Jangid (DIN: 08069097) by appointing as Independent Director of the Company

“To consider and if through fit to pass with or without modification(s) the following resolution as an ordinary resolution”

RESOLVED that pursuant to the provision of section 149,152 and other applicable provision if any of the companies Act, 2013 read with schedule IV and the rules framed thereunder as amended from time to time, and listing agreement, **MR. DEEPAK JANGID (DIN: 08069097)** a non-executive independent director of the Company who was appointed as an additional director and holds office up to date of ensuing general meeting and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act 2013 and who is eligible for appointment as an independent director of the Company be and is hereby appointed as an independent Director of the Company to hold office for five consecutive year for a term starting from March 2021 to March 2026.

RESOLVED FURTHER THAT, Mr. Chandan Garg (DIN: 06422150), Managing Director of the Company, be and is hereby authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

Item No. 7. To regularize of Additional Director, Ms. Riya Sharma (DIN: 09213476) by appointing as Independent Director of the Company

“To consider and if through fit to pass with or without modification(s) the following resolution as an ordinary resolution”

RESOLVED that pursuant to the provision of section 149,152 and other applicable provision if any of the companies Act, 2013 read with schedule IV and the rules framed thereunder as amended from time to time, and listing agreement, **Ms. RIYA SHARMA (DIN: 09213476)** a non-executive independent director of the Company who was appointed as an additional director and holds office up to date of ensuing general meeting and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act 2013 and who is eligible for appointment as an independent director of the Company be and is hereby appointed as an independent Director of the Company to hold office for five consecutive year for a term starting from June 2021 to June 2026.

RESOLVED FURTHER THAT, Mr. Chandan Garg (DIN: 06422150), Managing Director of the Company, be and is hereby authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

By Order of Board of Directors

For INNOVANA THINKLABSLIMITED

CIN: L72900RJ2015PLC047363

DATE: 31-08-2021

Vasu Ajay Anand

PLACE: JAIPUR

Company Secretary

Notes:

The Explanatory Statement pursuant to sub-section (1) of Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto and forms part of the Notice.

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting power. A member holding more than 10% of the total share capital of the company may appoint single person as proxy and such person shall not act as a proxy for any other shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

Members and Proxies attending the Meeting should bring the attendance slip duly filled in for attending the Meeting. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification for attendance at the Meeting.

2. Members are informed that in case of joint holders attending the meeting, only such Joint holder who is higher in the order of the names will be entitled to vote.

3. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday September 17, 2021 to Saturday September 25, 2021 (both days inclusive) for the purpose of this Annual General Meeting.

4. M/s. SKYLINE FINANCIAL SERVICES PVT.LTD is the Registrar and Share Transfer Agent (RTA) for physical shares and is also the depository interface of the Company with both CDSL and NSDL.

5. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, nominations, change of address, change of name and e-mail address, etc., to their Depository Participant. This will help the Company and the Company's Registrar and Transfer Agent, M/s SKYLINE FINANCIAL SERVICES PVT.LTD to provide efficient and prompt services. Members holding shares in physical form are requested to intimate such changes to Registrar. Non-resident Indian members are requested to inform the company or its RTA or to the concerned DP's, the change in the residential status

on return to India for permanent settlement and the particulars of NRE/NRO account with a bank in India, if not furnished earlier.

6. Members may now avail the facility of nomination by nominating, in the prescribed form, a person to whom their shares in the Company shall vest in the event of their death. Interested Members may write to the Registrars and Share Transfer Agents for the prescribed form.

7. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during working hours between 10:00 a.m. to 5:00 p.m. except on holidays.

8. Queries on accounts and operations may please be sent to the Company 7 days in advance of the 06th Annual General Meeting so that the answers may be made available at the meeting.

9. The Ministry of Corporate Affairs (MCA) vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively has taken a 'Green Initiative in Corporate Governance' and allowed Companies to send communication to the shareholders through electronic mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company or its Transfer Agent.

10. Electronic copy of the Notice of the 06th Annual General Meeting of the Company indicating, inter alia, the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s)/RTA for communication purposes unless any member has requested for a hard copy of the same.

11. Members may also note that the Notice of the 06th Annual General Meeting and the Annual Report for the year 2020-21 will also be available on the Company's website www.innovanathinklabs.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Jaipur for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by permitted mode free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: cs@innovanathinklabs.com.

12. Ms. Srishthi Mathur, Practicing Company Secretary has been appointed as Scrutinizer for Conducting the AGM in accordance with the law in a fair and transparent manner.

VOTING THROUGH ELECTRONIC MEANS

- (i) The voting period begins on 22 September 2021 and ends on 24 September 2021. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17 September 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all

shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| | |
|--|---|
| Individual Shareholders 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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. |

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| Individual Shareholders holding securities in demat mode with NSDL | 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com . Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp |
| | 3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting |
| Individual Shareholders (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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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.

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

| Login type | Helpdesk details |
|---|---|
| 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43. |

| | |
|---|--|
| 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
|---|--|

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

| For Physical shareholders and other than individual shareholders holding shares in Demat. | |
|--|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@innovanathinklabs.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Explanatory Statement pursuant to section 102(2) of Companies Act, 2013

Item No.:-2

Pursuant to Section 152 of Companies Act, 2013 Mr. Kapil Garg (DIN No.07143551), Director, who retires by rotation and being eligible, offers himself for re-appointment as Director of the Company. Brief profile of Mr. Kapil Garg (Din: 07143551) is as below and fulfill the requirement of under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

| | | |
|-----|--|---|
| 1. | Name of Director | Kapil Garg |
| 2. | DIN | 07143551 |
| 3. | Date of Birth | 03-06-1984 |
| 4. | Date of Appointment | 13-04-2015 |
| 5. | Qualification | Master in Commerce and M.B.A |
| 6. | Expertise in Specific Functional Areas and Experience | Marketing Management |
| 7. | Other Directorship held excluding Private Companies as on 31st March 2021 | 1. INNOVANA INFRASTRUCTURE LIMITED 2. INNOVANA TECHLABS LIMITED 3. INNOVANA FITNESS LABS LIMITED 4. INNOVANA GAMES STUDIO LIMITED 5. INNOVANA ASTRO SERVICES LIMITED (aforesaid companies are wholly owned Subsidiary of Innovana Thinklabs Limited) |
| 8. | List of outside Directorship held in other Listed Companies | NIL |
| 9. | Chairman/ Member of the Committee of the Board of the Directors of the Company | NIL |
| 10. | Disclosure of Relationship between Directors Inter-se. | He is brother of Mr. Chandan Garg, Managing Director of the company and son of Mrs. Swaran Kanta and Mr. Narendra Kumar Garg Director of the company. |

Item no. 4

To Re-appoint M/s Amit Ramakant & Co., Chartered Accountants, Jaipur (009184C), as statutory Auditor and fix their remuneration:

M/s Amit Ramakant & Co. is a youthful professional's team, multi-dimensional, energetic & smart professional services organization established in 1999.

The firm has been in existence since last 20 years and has an excellent blend of youth and experience. It has vast and varied practice handling all types of professional activities. The guiding philosophy of the firm has been to render specialized services to clients through an approach, which is tailor-made to suit their individual requirements.

To carry out efficiently and effectively, the professional assignments keeping in view the professional parameters laid down by the Institute of Chartered Accountants of India and to be growth oriented. The assignments are carried out with full confidentiality and secrecy of clients' information. With its diversified professional experience of over a period of more than 20 years the firm has developed the expertise and infrastructure to render excellent services.

M/s. Amit Ramakant & Co., Chartered Accountants, have conveyed their consent to be appointed to hold office from the conclusion of this 06th Annual General Meeting until the conclusion of 10th Annual General Meeting of the Company as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item No. 5. To regularize of Mr. NARENDRA KUMAR GARG (DIN: 08640447) as director of the company

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Narendra Kumar Garg (DIN: 08640447) as an Additional Director (Executive, Non Independent Director) from September 20, 2020. In terms of Section 161(1) of the Companies Act, 2013 read with Articles of Association of the Company, Mr. Narendra Kumar Garg (DIN: 08640447) holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting. Mr. Narendra Kumar Garg (DIN: 08640447), being eligible has offered himself for appointment as a Director.

Narendra Kumar Garg is one of the Directors of Innovana Thinklabs Limited. He holds an experience of over 40 years in the business of Electronics & Construction. He overlooks the management of the organization and strategically handles the several business domains of the Company. Since his association with Innovana Thinklabs, *he* has played a key role in the organization's success, growth and profitability.

Item No. 6. To regularize of Additional Director, Mr. Deepak Jangid (DIN: 08069097) by appointing as Independent Director of the Company

The Board had, based on the recommendations of the Board Nomination and Remuneration Committee ("BNRC"), appointed Mr. Deepak Jangid (DIN: 08069097) as an Additional Director of the Company with effect from 02nd March 2021. In terms of Section 161(1) of the Act, Mr. Deepak Jangid holds office up to the date of this AGM and is eligible for appointment as a Director. Based on the recommendations of the BNRC and subject to the approval of the Members, Mr. Deepak Jangid will also be appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 years commencing from March 2021 to March 2026.

Mr. Deepak Jangid has consented to act as Director of the Company and has given her declaration to the Board that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI LODR. In terms of Regulation 25(8) of the SEBI LODR, Mr. Deepak Jangid has confirmed that he 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. He has also confirmed that he is not debarred from holding the office of a Director by virtue of any SEBI Orders or any such Authority pursuant to circular dated 20th June 2018, issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed companies. Further, Mr. Deepak Jangid is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Deepak Jangid has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Deepak Jangid fulfils the conditions specified under the Act read with Rules thereunder and the SEBI LODR for her appointment as Independent Non-Executive Director of the Company and is independent of the Management. Having regard to the qualifications, experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Deepak Jangid as an Independent Director. A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of her appointment will be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice. A brief profile of Mr. Deepak Jangid, including details of current directorships forms part of this Notice. In compliance with the provisions of Section 149 read with Schedule IV of the Act, Regulation 17 of the SEBI LODR and other applicable regulations, the appointment of Mr. Deepak Jangid as an Independent Director for five consecutive years commencing from March 02, 2021 is now placed for the approval of the Members by an Ordinary Resolution. Mr. Deepak Jangid would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof where he is a Member. In addition, he would be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item No. 7. To regularize of Additional Director, Ms. Riya Sharma (DIN: 09213476) by appointing as Independent Director of the Company

The Board had, based on the recommendations of the Board Nomination and Remuneration Committee (“BNRC”), appointed Ms. Riya Sharma (DIN: 09213476) as an Additional Director of the Company with effect from 28th June 2021. In terms of Section 161(1) of the Act, Ms. Riya Sharma holds office up to the date of this AGM and is eligible for appointment as a Director. Based on the recommendations of the BNRC and subject to the approval of the Members, Ms. Sharma will also be appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 years commencing from June 2021 to June 2026.

Ms. Sharma has consented to act as Director of the Company and has given her declaration to the Board

that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI LODR. In terms of Regulation 25(8) of the SEBI LODR, Ms. Sharma 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. She has also confirmed that she is not debarred from holding the office of a Director by virtue of any SEBI Orders or any such Authority pursuant to circular dated 20th June 2018, issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed companies. Further, Ms. Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Ms. Sharma has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Ms. Sharma fulfils the conditions specified under the Act read with Rules thereunder and the SEBI LODR for her appointment as Independent Non-Executive Director of the Company and is independent of the Management. Having regard to the qualifications, experience and knowledge, the Board considers that her association would be of immense benefit to the Company and it is desirable to avail the services of Ms. Sharma as an Independent Director. A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of her appointment will be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice. A brief profile of Ms. Sharma, including details of current directorships forms part of this Notice. In compliance with the provisions of Section 149 read with Schedule IV of the Act, Regulation 17 of the SEBI LODR and other applicable regulations, the appointment of Ms. Sharma as an Independent Director for five consecutive years commencing from June 28, 2021 is now placed for the approval of the Members by an Ordinary Resolution. Ms. Sharma would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof where she is a Member. In addition, she would be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

By Order of Board of Directors
For INNOVANA THINKLABSLIMITED
 CIN: L72900RJ2015PLC047363

DATE: 31-08-2021
 PLACE: JAIPUR

Vasu Ajay Anand
 Company Secretary