



INNOVANA THINKLABS LIMITED

(CIN : L72900RJ2015PLC047363)

Registered Office: Plot No. D-41, Patrakar Colony,
Near Jawahar Nagar Moti Dungri Vistar Yojna,
Raja Park, Jaipur, Rajasthan - 302004

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POSTAL BALLOT NOTICE

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 read with Section 108, and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read together with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and General Circular Nos. 14/2020 dated April 8, 2020, (which was amended from time to time and the last amendment was on 09/2024 dated 19 September 2024,) issued by the Ministry of Corporate Affairs, Government of India ("the MCA Circulars") and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force), the following Special Resolutions be passed by the members of the Company (as on the Cut-off Date), through postal ballot only by way of voting through electronic means ("remote e-voting").

S No	Particulars
1	APPROVAL FOR INCREASING THE BORROWING LIMIT UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013
2	APPROVAL UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY
3	APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013
4	ENHANCEMENT OF THE EXISTING LIMIT UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 and other applicable provisions of the Act, an Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof is annexed to and forms part of this Postal Ballot Notice ("the Notice" or "the Postal Ballot Notice").

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder, the MCA Circulars and SS-2, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for remote e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant (“DP”). Hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, Regulation 44 of the LODR Regulations and SS-2, the Company has provided remote e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in this Notice. The Company has engaged the Central Depository Services (India) Limited (CDSL) for facilitating e-voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Cut-off date for eligibility to vote	Friday, 27 th February, 2026
Commencement of e-voting period	Wednesday, 4 th March, 2026 at 9:00 A.M.
Conclusion of e-voting period	Thursday, 2 nd April, 2026 at 5:00 P.M.

The e-voting facility will be disabled by CDSL immediately after Thursday, 2nd April, 2026 at 5:00 P.M. and will be disallowed thereafter.

The Board has appointed Mr. Abhishek Goswami (COP No. 17057), Practicing Company Secretary as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within two working days from the conclusion of the remote e-voting period i.e. on or before Monday, 6th April, 2026. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. Thursday, 2nd April, 2026 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS

ITEM 1: APPROVAL FOR INCREASING THE BORROWING LIMIT UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee thereof) to borrow, from time to time, any sum or sums of money, whether secured or unsecured, for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total outstanding amount of such borrowings shall not at any time exceed **Rs. 200 Crores (Rupees Two Hundred Crores Only)**.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to sign, execute and deliver all such documents, instruments and writings as may be required to give effect to this resolution.”

ITEM 2: APPROVAL UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY:

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee thereof) to sell, lease or otherwise dispose of in any manner whatsoever, including but not limited to mortgaging, hypothecating, pledging or otherwise creating charge (including floating charge), on all or any part of the present and/or future movable and/or immovable properties, assets or undertakings of the Company, of whatsoever nature and kind (hereinafter collectively referred to as the “Assets”), in favour of banks, financial institutions, investors, debenture trustees or any other lenders, to secure the borrowings availed/to be availed by the Company, together with interest, additional interest, charges, costs, expenses and all other monies payable in respect of such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed the value of limits approved under Section 180(1)(c) of the Act;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution, including but not limited to negotiating and finalizing the terms and conditions of such sale, lease, creation of security or other disposition, execution of necessary agreements, deeds and documents, and filing of requisite forms, returns and submissions with the Registrar of Companies or any other statutory authority.”

ITEM 3: APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee thereof) to advance loan(s), including loan represented by way of book debt (the “Loan”), and/or to give guarantee(s), and/or to provide security(ies) in connection with any loan taken or to be taken, in one or more tranches, by any entity which is a subsidiary, associate, joint venture or group entity of the Company or any other person in whom any of the Directors of the Company is interested, up to an aggregate amount not exceeding **Rs. 200 Crores (Rupees Two Hundred Crores Only)**, on such terms and conditions as the Board may, in its absolute discretion, deem fit and in the best interest of the Company, provided that such Loans shall be utilised by the borrowing entity for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby severally authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, to execute all necessary agreements, documents and writings, and to take all such steps and actions as may be necessary, proper or expedient to give effect to this resolution and to comply with all applicable statutory requirements.”

ITEM 4: ENHANCEMENT OF THE EXISTING LIMIT UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee thereof) to give any loan to any person or other body corporate, to give any guarantee or provide security in connection with a loan to any other body corporate or person, and to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, from time to time, in excess of the limits specified under Section 186(2) of the Act, provided that the aggregate outstanding amount of all such loans, guarantees, securities

and investments made by the Company shall not at any time exceed **Rs. 200 Crores (Rupees Two Hundred Crores Only)**.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the terms and conditions of the aforesaid loans, guarantees, securities and investments and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

**By order of the Board of Directors
For Innovana Thinklabs Limited**

**Date: March 02, 2026
Place: Jaipur**

**Vasu Ajay Anand
Company Secretary & Compliance Officer**

NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out all material facts and reasons relating to the resolution in respect of the Special Business set out above is annexed herewith.
2. Members may note that as required under the provisions of Section 108, 110 and other applicable provisions, if any, of the Act and the rules made thereunder as applicable in this regard and Regulation 44 of the Listing Regulations, the Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facility to members of the Company.
3. The Postal Ballot Notice is being sent by e-mail to all the members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the NSDL/Central Depository Services (India) Limited (“CDSL”) as on **Friday, 27th February, 2026** (“Cut-off Date”). It is however, clarified that all the persons who are members of the Company as on the Cut-off Date and who may not have received notice due to non-registration of e-mail id shall also be entitled to vote in relation to the resolution specified in this notice.
4. Dispatch of the Notice shall be deemed to be completed on the day on which Company or CDSL sends out the Postal Ballot Notice by e-mail to the members of the Company.
5. The Postal Ballot Notice is also available on the website of the Company at www.innovanathinklabs.com and can also be downloaded by accessing website of the CDSL at www.evotingindia.com and at the relevant sections of the websites of the stock exchanges i.e. BSE Limited and NSE Limited at www.bseindia.com and www.nseindia.com respectively.
6. The Company hereby requests all its members to register their email IDs if not registered, to promote green initiative and to enable the Company to provide all communication to members through email.

7. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of members as on Friday, 27th February, 2026. A person who is not a member as on Cutoff date should treat this Notice for information purpose only.
8. As required by Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Jaipur (in vernacular language i.e. Hindi).
9. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. Thursday, 2nd April, 2026. Further, resolution passed by the members through postal ballot is deemed to have been passed as if they are passed at a general meeting of the members.
10. The remote e-voting period commences from **Wednesday, 4th March, 2026 [9:00 a.m. (IST)]** and ends on **Thursday, 2nd April, 2026 [5:00 p.m. (IST)]**. During this period, members holding shares as on Friday, 27 February, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after Thursday, 2 April, 2026 [5:00 p.m. (IST)]. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast vote again.
11. All relevant documents referred to in this Notice requiring the approval of the members shall be available for inspection by the members. Members who wish to inspect the documents are requested to send an e-mail to cs@innovanathinklabs.com mentioning their Name, Client ID and DP ID.
12. Members whose e-mail ids are not registered with the depositories are requested to register their e-mail address with the Depository Participant with whom they are maintaining their demat account by following the e-voting process given in this notice.
13. To exercise vote by using remote e-voting facility, please carefully follow the instructions given under the heading "E-Voting Instructions" of Postal Ballot Notice.
14. The Board of Directors has appointed Mr. Abhishek Goswami (COP: 17057), Practicing Company Secretary as the Scrutinizer for conducting the postal ballot remote e-voting process in a fair and transparent manner.
15. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or any other person authorized by the Chairman, and the result will be announced within two working days from the conclusion of the e-voting period i.e. on or before Monday, 6th April, 2026. The results declared along with the Scrutinizer's report shall be placed on the website of the company, CDSL and shall also be forwarded to the stock exchanges where the equity shares of the Company are listed i.e. BSE Limited and NSE Limited.

E-VOTING INSTRUCTIONS

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on **Wednesday, 4th March, 2026** and ends on **Thursday, 2nd April, 2026**. 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 **Friday, 27th February, 2026** 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(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 abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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, 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 cdsi website www.cdslindia.com and click on login & My Easi New (Token) 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 Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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. 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

	<p>“Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.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 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<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. 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.</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](https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp).

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

<u>Login type</u>	<u>Helpdesk details</u>
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 toll free no. 1800 21 09911
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: 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting 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 INNOVANA THINKLABS LIMITED 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, 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 mandatory 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 cs@innovanathinklabs.com
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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

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 at toll free no. 1800 21 09911

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

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item Nos. 1 to 4 of the accompanying Notice.

ITEM NO 1

The Members of the Company had earlier, by way of a Special Resolution passed on 06th July 2017, approved the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013 up to an amount of Rs. 100 Crores (Rupees Hundred Crores Only).

In order to further expand the business operations of the Company and to meet capital expenditure and working capital requirements, the Company may require additional funds from time to time. Accordingly, the Board of Directors is of the view that it may be necessary to enhance the existing borrowing limits.

The Board of Directors of the Company, therefore, proposes to increase the borrowing limits from Rs. 100 Crores to Rs. 200 Crores (Rupees Two Hundred Crores Only), notwithstanding that the aggregate amount of monies so borrowed, together with monies already borrowed (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, approval of the Members by way of a Special Resolution is required for borrowing in excess of the said limits. Accordingly, the approval of the Members is sought for enhancement of the borrowing powers of the Board up to Rs. 200 Crores.

The Board recommends the resolution set out at Item No. 1 of the Notice for approval of the Members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO 2

In order to meet the funding requirements of the Company for its business operations, expansion plans and capital expenditure, the Company may be required to borrow monies from time to time from banks, financial institutions, non-banking financial companies and other lenders.

To secure such borrowings, the Company may be required to create charge, mortgage, hypothecation or otherwise encumber its movable and/or immovable properties, both present and future, in favour of such lenders.

Pursuant to Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company can exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company only with the consent of the Members by way of a Special Resolution. Creation of mortgage, charge or other security on the assets of the Company to secure borrowings may be regarded as disposal of the Company's undertaking within the meaning of the said section.

Accordingly, approval of the Members is being sought by way of a Special Resolution to authorize the Board of Directors to create such mortgages, charges, hypothecations and other encumbrances on the assets of the Company, whether movable or immovable, present or future, in favour of banks, financial institutions, non-banking financial companies and other lenders, to secure borrowings of the Company, subject to the overall borrowing limits approved under Section 180(1)(c) of the Act.

The Board recommends the resolution set out at Item No. 2 of the Notice for approval of the Members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 3

Pursuant to Section 185 of the Companies Act, 2013, the Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, subject to approval of the shareholders by way of a Special Resolution in the General Meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested including loan(s) including loan represented by way of Book Debt already made, and/or already provided guarantee(s) and/or provided security(ies) in connection with any loans already taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for any purposes as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 3 of the Notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time on such terms, as agreed by the parties in the best interest of the Company and shall be used by the borrowing Company only for its principal business activities and other matters connected and incidental thereto.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval of the Members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 4

Pursuant to Section 186(2) of the Companies Act, 2013 ("the Act"), the Company is permitted to give loans, guarantees, provide security in connection with a loan and make investments in any body corporate or person up to:

- sixty per cent (60%) of its paid-up share capital, free reserves and securities premium account; or
- one hundred per cent (100%) of its free reserves and securities premium account,

whichever is more.

In terms of Section 186(3) of the Act, the Company may, with the prior approval of the Members by way of a Special Resolution, give loans, guarantees, provide security or make investments exceeding the aforesaid limits.

The Members of the Company had earlier approved, by way of a Special Resolution passed at the General Meeting held on 06th July 2017, the limit for giving loans, guarantees, providing securities and making investments up to Rs. 100 crores, based on the business requirements assessed at that time.

Considering the Company's existing and future business prospects, growth plans and the possibility of availability of surplus funds, the Company may, from time to time, be required to make investments or extend loans or provide guarantees, letters of comfort, letters of support or securities in connection with loans availed by its subsidiaries, joint ventures, associates, affiliates or any other body corporate, as may be considered appropriate for business and strategic purposes.

Accordingly, it is proposed to enhance the existing limit from Rs. 100 crores to an overall aggregate limit of Rs. 200 crore (Rupees Two Hundred Crore only), notwithstanding that such aggregate of loans, guarantees, securities and investments may exceed the limits specified under Section 186(2) of the Act, provided that the total outstanding amount at any point of time shall not exceed Rs. 200 crores.

The approval of the Members is therefore sought by way of a Special Resolution to authorize the Board of Directors to make loans, give guarantees, provide securities and make investments, by way of subscription, purchase or otherwise, in securities of any other body corporate or person within the aforesaid limit.

The Board recommends the resolution set out at Item No. 4 of the Notice for approval of the Members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.