

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of the members of **INNOVANA THINKLABS LIMITED** will be held on Wednesday 23rd July 2025 at 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.

Special Business:

ITEM 1: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 21,00,00,000/- (Rupees Twenty-One Crores only) divided into 2,10,00,000 (Two Crore Ten Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten each) to Rs. 22,00,00,000/- (Rupees Twenty-Two Crores only) divided into 2,20,00,000 (Two Crore Twenty Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten each) and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

“The Authorised Share Capital of the Company is ₹ 22,00,00,000/- (Rupees Twenty-Two Crores) divided into 2,20,00,000 (Two Crores Twenty Lakhs) equity shares of ₹ 10/- (Rupees Ten) each”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

ITEM 2: ISSUE OF WARRANTS ON PREFERENTIAL BASIS TO THE PERSON / ENTITY BELONGING TO THE PROMOTER AND NON-PROMOTER CATEGORY

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

RESOLVED THAT pursuant to the provisions of Section 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act 2013, as amended ("**Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, and any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s), or variation(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended ("**Takeover Regulations**") and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended ("**LODR Regulations**"), as amended, the listing agreements entered into by the Company with BSE Limited ("**BSE**") and National Stock Exchange

of India Limited (“**NSE**”) (“**Stock Exchanges**”), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and in accordance with other applicable Rules / Regulations / Guidelines / Notifications /Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including the stock exchanges and subject to any statutory amendment(s), modification(s), variation(s) or enactment(s) or re-enactment(s) of the aforementioned statutes/regulations for the time being in force and other applicable procedural laws made under any of the above mentioned statutes/regulations in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the board of directors of the Company (the “**Board**”, which term shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot upto 8,60,0000 (Eight Lakh Sixty Thousand) warrants (“**Warrants**”), each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each at a price of ₹ 431/- (Rupees Four Hundred Thirty-One only) each (“**Issue Price**”) including the 25% of the Issue Price, i.e. the upfront amount (“**Warrants Subscription Price**”) and balance 75% of the Issue Price i.e. at the time of conversion of Warrants into equity shares (“**Warrant Exercise Price**”), including premium of ₹ 421/- (Rupees Four Hundred Twenty-One only) each payable in cash aggregating upto ₹ 37,06,60,000 (Rupees Thirty-Seven Crore Six Lakh Sixty Thousand only) or such higher price as may be arrived at in accordance with the Chapter V of SEBI ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit, to the Promoter of the Company and certain identified non - promoter persons / entities (“**Proposed Allottees**”) as mentioned below by way of preferential allotment on such terms and conditions as may be determined by the Board (“**Preferential Allotment**”):

Sr. No.	Name of Proposed Allottees	PAN	Maximum number of Warrants to be allotted	Maximum Aggregate Amount (in ₹)
A	Promoter of the Company			
1	Chandan Garg	AIAPG0276C	1,20,000	5,17,20,000
Total A			1,20,000	5,17,20,000
B	Others			
1	RNR Wealth Management Private Limited	AAMCR8516K	1,00,000	4,31,00,000
2	Manish Kumar HUF	AAKHM8413M	1,00,000	4,31,00,000
3	Aryansh Advisors Private Limited	AAWCA1416B	1,00,000	4,31,00,000
4	Khushbu N Shah	BEAPS4757P	75,000	3,23,25,000
5	Maheshkumar K Shah	ACTPS7264F	75,000	3,23,25,000
6	Ishanvi Baranwal	FRIPB2004M	50,000	2,15,50,000
7	Gaurav Jain HUF	AAGHG4697F	50,000	2,15,50,000
8	Kinchit Sunilkumar Mehta	AIRPM7357H	50,000	2,15,50,000

9	Lakhdatar Finvest	AALFL3580D	30,000	1,29,30,000
10	Lalit Rai	AHHPR0852R	25,000	1,07,75,000
11	Krishna Advisory Services Private Limited	AAECK2775K	25,000	1,07,75,000
12	APS Investments	ACHFA5909K	20,000	86,20,000
13	Meenakshi Arora	AHOPA9217C	10,000	43,10,000
14	Hemangi Vikas Ruia	AGCPP4448H	10,000	43,10,000
15	Madan Gopal Aggarwal and Sons HUF	AAHMH3064P	10,000	43,10,000
16	Anju Goyal	AANPG9021G	10,000	43,10,000
Total B			7,40,000	31,89,40,000
Total (A+B)			8,60,000	37,06,60,000

RESOLVED FURTHER THAT in terms of the provisions of SEBI ICDR Regulations, the “**Relevant Date**” for the determination of the minimum price issue and allotment of the Warrants shall be Monday, June 23, 2025, being the date 30 (thirty) days prior to the date on which the resolution will be deemed to be passed in the Extra-Ordinary General Meeting i.e. July 23, 2025.

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government including the in-principle approval of the Stock Exchanges, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, Board is hereby authorised to record the name and details of the Proposed Allottees in form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through letter of offer/ private placement offer letter cum application letter in Form PAS 4 or such other forms prescribed under the Companies Act and SEBI ICDR Regulations containing the terms and conditions (“**Offer Document**”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- The Warrants may be exercised into equity shares in one or more tranches as aforesaid by the Proposed Allottees at any time before the expiry of 18 months from the date of allotment of the Warrants.
- The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* with the existing equity shares of the Company in all respects including either sub-divided or consolidated or the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between the allotment of Warrants and the conversion of the Warrants into equity shares of the Company then the face value, the number of equity shares to be allotted on conversion of the Warrants and the Issue Price shall automatically stand adjusted in the same proportion.

- d) The Warrant Subscription Price will be payable by the Proposed Allottees, at the time of subscription to the Warrants into the designated bank account of the Company as prescribed by Regulation 169 of the SEBI ICDR Regulations on or prior to the date of allotment thereof, from their respective bank account, which will be kept by the Company and to be adjusted and appropriated against the Issue Price. Further, the Warrant Exercise Price shall be payable by the Proposed Allottees from their respective bank account into the designated bank account of the Company at the time of exercising the Warrants.
- e) The equity shares to be issued to the Proposed Allottees pursuant to conversion of Warrants into equity shares shall be listed on the Stock Exchanges where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the Stock Exchanges.
- f) The issue of the Warrants as well as equity shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- g) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Proposed Allottees within the aforesaid period of 18 (eighteen) months, the entitlement of the Proposed Allottees to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Proposed Allottees on such Warrants shall stand forfeited by the Company.
- h) The Warrants and the equity shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter V of SEBI ICDR Regulations.
- i) The Warrants by itself, until exercised and converted into equity shares, shall not give to the Proposed Allottees thereof any rights with respect to that of an equity shareholder of the Company.
- j) The equity shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the issue and allotment of Warrant made to NRIs, FPIs and/or other eligible foreign investors, as applicable pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits as set forth thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Proposed Allottees.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned preferential allotment (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue), making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Jaipur (“**ROC**”), National Securities Depository Limited (“**NSDL**”), Central Depository Services (India) Limited (“**CDSL**”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the

admission of the Warrants and equity shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL / CDSL and for the credit of such Warrants / equity shares to the respective dematerialized securities account of the Proposed Allottees and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants/ equity shares and listing thereof, as applicable with the stock exchange as appropriate and utilisation of proceeds of the Warrants, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), Committee(s), executive(s), officer(s), Company Secretary or authorised signatory(ies) of the Company to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any of the directors of the Company or the Company Secretary of the Company, signed physically or by digital means, be forwarded to the authorities concerned for necessary action.”

By Order of Board of Directors
For INNOVANA THINKLABS LIMITED
CIN: L72900RJ2015PLC047363

DATE: 01/07/2025
PLACE: JAIPUR

Vasu Ajay Anand
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 a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% 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 a single person as a 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 the 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 July 15, 2025 to July 22, 2025 (both days inclusive) for the purpose of this Extra Ordinary 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 dematerialized 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, of 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 of 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 Extra Ordinary 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 have 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 Extra Ordinary 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 Extra Ordinary General Meeting 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. M/s. ABHISHEK GOSWAMI & CO., Practicing Company Secretary has been appointed as Scrutinizer for Conducting the EOGM in accordance with the law fairly and transparently.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- 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 <Date and Time> and ends on <Date and Time>. 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 <Record Date> 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 cdsi website www.cdslindia.com and click on login icon & New System Myeasi 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' websites 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 & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by

	<p>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.</p>
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 “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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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.

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 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	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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. 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 **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 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

By Order of Board of Directors
For INNOVANA THINKLABS LIMITED
CIN: L72900RJ2015PLC047363

DATE: 01/07/2025
PLACE: JAIPUR

Vasu Ajay Anand
Company Secretary

EXPLANATORY STATEMENT

[Pursuant to Sec. 102 of the Companies Act, 2013]

ITEM 1: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

Presently, the authorised share capital of the Company is Rs. 21,00,00,000/- (Rupees Twenty-One Crore) divided into 2,10,00,000 (Two Crore Ten Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten each).

The Company is planning to raise funds by way of issuing warrant on preferential Basis. As the current authorised share capital of the Company is not sufficient for the size and nature of the issuance contemplated, the Board of Directors at its meeting held on 30th June, 2025, have recommended to increase the existing authorised share capital of the Company from Rs. 21,00,00,000/- (Rupees Twenty-One Crore only) divided into 2,10,00,000 (Two Crore Ten Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten each) to 22,00,00,000/- (Rupees Twenty-Two Crore only) divided into 2,20,00,000 (Two Crore Twenty Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten each) by creation of additional 10,00,000 (Ten Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten each). The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013.

Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 1 of this Notice. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice. The Board of Directors commend the Ordinary Resolution set out at Item No. 1 of this Notice for approval by the members

Item 2: ISSUE OF WARRANTS ON PREFERENTIAL BASIS TO THE PERSON / ENTITY BELONGING TO THE PROMOTER AND NON-PROMOTER CATEGORY

The Special Resolutions contained in Item No. 2 of the Notice, have been proposed pursuant to the applicable provisions of Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the PAS Rules and Regulation 163(1) of Chapter V of the SEBI ICDR Regulations and as per Companies Act, 2013, to issue and allot upto 8,60,0000 (Eight Lakh Sixty Thousand) warrants ("**Warrants**"), each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each at a price of ₹ 431/- (Rupees Four Hundred Thirty-One only) each ("**Issue Price**") including the 25% of the Issue Price, i.e. the upfront amount ("**Warrants Subscription Price**") and balance 75% of the Issue Price i.e. at the time of conversion of Warrants into equity shares ("**Warrant Exercise Price**"), including premium of ₹ 421/- (Rupees Four Hundred Twenty-One only) each payable in cash aggregating upto ₹ 37,06,60,000 (Rupees Thirty-Seven Crore Six Lakh Sixty Thousand only) or such higher price as may be arrived at in accordance with the Chapter V of SEBI ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit in their meeting held on June 27, 2025, subject to the approval of the members of the Company, to the Promoter of the Company and certain identified non - promoter persons / entities ("**Proposed Allottees**") as mentioned in point 2 below by way of preferential allotment on such terms and conditions as may be determined by the Board ("**Preferential Allotment**").

1. Objects of the Preferential Issue and aggregate amount proposed to be raised,

The Company needs to raise additional funds to have access to long term resources to meet its growth requirements and for general corporate purposes. The Board of Directors of the Company proposed to raise

up to ₹ 37,06,60,000 (Rupees Thirty-Seven Crore Six Lakh Sixty Thousand only) through issue of convertible Warrants on preferential basis to Promoter and certain other non-promoter persons/entities. The Company shall utilize the proceeds from the preferential issue to fund the capital requirement for the purpose of capital expenditures for development of Software and Technology, working capital requirements, acquisition, investment in technology and for general corporate purpose which shall enhance the business of the Company and for any other purpose as may be decided and approved by the Board in terms of the SEBI ICDR Regulations and other rules and regulations.

2. Particulars of the Preferential Issue include terms of issue, issue size, date of passing of Board resolution, kind of Securities offered, nominal value of and maximum number of Securities to be issued, rate of dividend and the Issue Price.

The Board of Directors of the Company at their meeting held on June 27, 2025 had, subject to the approval of the members of the Company (“**Members**”) and such other approvals as may be required, approved the issue of upto 8,60,000 (Eight Lakh Sixty Thousand) warrants (“**Warrants**”), each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each at a price of ₹ 431/- (Rupees Four Hundred Thirty-One only) each (“**Issue Price**”) including the 25% of the Issue Price, i.e. the upfront amount (“**Warrants Subscription Price**”) and balance 75% of the Issue Price i.e. at the time of conversion of Warrants into equity shares (“**Warrant Exercise Price**”), including premium of ₹ 421/- (Rupees Four Hundred Twenty-One only) each payable in cash aggregating upto ₹ 37,06,60,000 (Rupees Thirty-Seven Crore Six Lakh Sixty Thousand only) or such higher price as may be arrived at in accordance with the Chapter V of SEBI ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit in their meeting held on June 27, 2025, subject to the approval of the members of the Company, to the Promoter of the Company and certain identified non - promoter persons / entities (“**Proposed Allottees**”) as mentioned below by way of preferential allotment on such terms and conditions as may be determined by the Board (“**Preferential Allotment**”):

Sr. No.	Name of Proposed Allottees	PAN	Maximum number of Warrants to be allotted	Maximum Aggregate Amount (in ₹)
A	Promoter of the Company			
1	Chandan Garg	AIAPG0276C	1,20,000	5,17,20,000
Total A			1,20,000	5,17,20,000
B	Others			
1	RNR Wealth Management Private Limited	AAMCR8516K	1,00,000	4,31,00,000
2	Manish Kumar HUF	AAKHM8413M	1,00,000	4,31,00,000
3	Aryansh Advisors Private Limited	AAWCA1416B	1,00,000	4,31,00,000
4	Khushbu N Shah	BEAPS4757P	75,000	3,23,25,000
5	Maheshkumar K Shah	ACTPS7264F	75,000	3,23,25,000
6	Ishanvi Baranwal	FRIPB2004M	50,000	2,15,50,000
7	Gaurav Jain HUF	AAGHG4697F	50,000	2,15,50,000
8	Kinchit Sunilkumar Mehta	AIRPM7357H	50,000	2,15,50,000
9	Lakhdatar Finvest	AALFL3580D	30,000	1,29,30,000
10	Lalit Rai	AHHPR0852R	25,000	1,07,75,000
11	Krishna Advisory Services Private Limited	AAECK2775K	25,000	1,07,75,000

12	APS Investments	ACHFA5909K	20,000	86,20,000
13	Meenakshi Arora	AHOPA9217C	10,000	43,10,000
14	Hemangi Vikas Ruia	AGCPP4448H	10,000	43,10,000
15	Madan Gopal Aggarwal and Sons HUF	AAHMH3064P	10,000	43,10,000
16	Anju Goyal	AANPG9021G	10,000	43,10,000
Total B			7,40,000	31,89,40,000
Total (A+B)			8,60,000	37,06,60,000

The preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b) The Warrants may be exercised into equity shares in one or more tranches as aforesaid by the Proposed Allottees at any time before the expiry of 18 months from the date of allotment of the Warrants.
- c) The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* with the existing equity shares of the Company in all respects including either sub-divided or consolidated or the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between the allotment of Warrants and the conversion of the Warrants into equity shares of the Company then the face value, the number of equity shares to be allotted on conversion of the Warrants and the Issue Price shall automatically stand adjusted in the same proportion.
- d) The Warrant Subscription Price will be payable by the Proposed Allottees, at the time of subscription to the Warrants into the designated bank account of the Company as prescribed by Regulation 169 of the SEBI ICDR Regulations on or prior to the date of allotment thereof, from their respective bank account, which will be kept by the Company and to be adjusted and appropriated against the Issue Price. Further, the Warrant Exercise Price shall be payable by the Proposed Allottees from their respective bank account into the designated bank account of the Company at the time of exercising the Warrants.
- e) The equity shares to be issued to the Proposed Allottees pursuant to conversion of Warrants into equity shares shall be listed on the Stock Exchanges where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the Stock Exchanges.
- f) The issue of the Warrants as well as equity shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- g) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Proposed Allottees within the aforesaid period of 18 (eighteen) months, the entitlement of the Proposed Allottees to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Proposed Allottees on such Warrants shall stand forfeited by the Company.
- h) The Warrants and the equity shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter V of SEBI ICDR Regulations.
- i) The Warrants by itself, until exercised and converted into equity shares, shall not give to the Proposed Allottees thereof any rights with respect to that of an equity shareholder of the Company.
- j) The equity shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.
- k) The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

3. Maximum number of specified securities to be issued:

The Board of Directors in its meeting held on June 27, 2025 has approved to issue not exceeding 8,60,000 (Eight Lakh Sixty Thousand) warrants (“**Warrants**”), each convertible into, or exchangeable for 1 (one) fully

paid-up equity share of the Company of face value of ₹ 10/- each.

4. Amount which the Company intends to raise by way of such Securities:

The Company intends to raise an aggregate amount up to ₹ ₹ 37,06,60,000 (Rupees Thirty-Seven Crore Six Lakh Sixty Thousand only) by way of issue of Warrants.

5. Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the issue price for the Preferential Allotment of the Warrants will **Monday, June 23, 2025**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed in the Extra Ordinary General Meeting i.e. **Wednesday, July 23, 2025**.

6. Basis on which the price has been arrived at along with report of the Registered Valuer and justification for the price (including premium, if any):

The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock of India Limited ("NSE") ("Stock Exchanges") for a period of more than 90 trading days as on the relevant date i.e. Monday June 23, 2025 and are frequently traded in accordance with Regulation 164 of the SEBI ICDR Regulations.

For the purpose of computation of the Issue Price per Warrant to the Proposed Allottees of the Company, the Issue Price shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

In case of frequently traded shares as per Regulation 164(1) of the SEBI ICDR Regulations:

The stock exchange which has the highest trading volume in respect of the Equity Shares of the Company, during the preceding 90 trading days prior to the Relevant Date has been considered. Trading volume of the Equity Shares on the NSE has been considered to determine the Issue Price as it has the highest trading volume in respect of the equity shares of the Company, during the preceding 90 trading days prior to the Relevant Date. In terms of the provisions of Regulation 164(1) of SEBI ICDR Regulations, the price at which Warrants shall be allotted shall not be less than and higher of the following:

- the 90 trading days volume weighted average price of the equity shares of the Company quoted on the NSE preceding the Relevant Date i.e. ₹ 346.1503; or
- the 10 trading days volume weighted average price of the equity shares of the Company quoted on the NSE preceding the Relevant Date i.e. ₹ 419.4805.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

It is to be noted that under sub-clause (1)(c) of clause 14 under title "*Further Issue of shares*" of the Articles of Association of the Company provide for the method of determination of floor price, please find below the extract of the same:

"Further Issue of shares

14. (1) Where at any time Company having Share Capital proposes to increase its subscribed capital by the issue of further Shares, such shares shall be offered:

(a) to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions specified in the relevant provisions of Section 62 of the Act.

(b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such other conditions as may be prescribed under the relevant rules of Section 62.

(c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such

conditions as may be prescribed under the relevant rules of Section 62.”

Pursuant to the above the Company has obtained a valuation report from CA Ashok Mittal, an Independent Registered Valuer with Registration No. IBBI/RV/16/2022/14573, having office at S-138, 2ND Floor, B-Wing, Express Zone Commercial Hub, Western Express Highway, Goregaon East, Mumbai-400063 and the price determined by such Independent Registered Valuer in the Valuation Report dated June 27, 2025 is ₹ 419.4805/- The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: https://img1.innovanathinklabs.com/v2/PDFFile/Valuation_Report.pdf

None of the Propose Allottees categorised as the qualified institutional buyers.

In terms of Regulation 166A(1) of SEBI ICDR Regulations, the Preferential Issue shall not result in a change in control or allotment of more than five percent of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert.

Pursuant to the above, the minimum floor price of ₹ 419.4805/- of the Warrants to be issued and allotted to the Proposed Allottees, has been determined taking into account and Regulation 164(1) of the SEBI ICDR Regulations, payable in cash. Accordingly, the Board of the Company has fixed the Issue Price of each Warrants of ₹ 431/- which include Warrants Subscription Price and Warrant Exercise Price and including premium of ₹ 421/-, which is above the floor price i.e. minimum issue price as determined in compliance with the requirements of the SEBI ICDR Regulations.

7. Equity Shareholding pattern of the Company before and after the Preferential Issue:

Sr. No.	Category	Pre-Issue Shareholding as March 31, 2025		No. of Warrants to be Allotted	Post Issue Shareholding*	
		No. of Equity Shares	%		No. of Equity Shares	%
A	Promoters and Promoter Group Holding:					
1	Indian:					
	Individual	1,50,12,400	73.23	1,20,000	1,51,32,400	70.84
	Sub Total (A)	1,50,12,400	73.23	1,20,000	1,51,32,400	70.84
B	Non – Promoters’ Holding:					
1	Institutions (Domestic):					
	Mutual Fund	35,000	0.17	-	35,000	0.16
	NBFCs registered with RBI	200	0.00	-	200	0.00
2	Institutions (Foreign):					
	Foreign Portfolio Investors Category I	76,550	0.37	-	76,550	0.36
3	Non-Institutions:					
	Resident Individuals	28,34,903	13.83	3,05,000	31,39,903	14.70
	Non-Resident Indians	63,194	0.31	-	63,194	0.30
	Bodies Corporate	12,93,485	6.31	2,25,000	15,18,485	7.11
4	Any Other (specify)					

Trusts	29,985	0.15	-	29,985	0.14
Firm	6,64,602	3.24	50,000	7,14,602	3.35
HUF	4,89,681	2.39	1,60,000	6,49,681	3.04
Sub Total (B)	54,87,600	26.77	7,40,000	62,27,600	29.16
Grand Total (A + B)	2,05,00,000	100.00	8,60,000	2,13,60,000	100.00

** The post issue shareholding percentage has been calculated assuming that all the Warrants allotted will be converted into equity shares.*

8. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects

Except Chandan Garg, one of the Promoter of the Company intend to subscribe upto 1,20,000 warrants at the Issue Price of ₹ 431/- each payable in cash aggregating upto ₹ 5,17,20,000/- (Rupees Five Crore Seventeen Lakh Twenty Thousand only) or such higher price as may be arrived at in accordance with the Chapter V of SEBI ICDR Regulations, none of the Promoter and Promoter Group, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the convertible Warrants and equity shares issued on conversion, proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issur or separately in furtherance of the objects.

9. Time frame within which the Preferential Allotment shall be completed and terms of conversion

As required under the SEBI ICDR Regulations, the Warrants shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government including the in-principle approval of the stock exchange, the allotment shall be completed within a period of 15 days from the date of such approval.

The Proposed Allottees shall be required to pay Warrant Subscription Price at the time of allotment of Warrant. The Warrant Exercise Price shall be payable by the Proposed Allottees upon exercise of the entitlement attached to Warrant(s) to subscribe for equity share(s) within a period of eighteen months from the date of allotment of Warrants. The initial amount of 25% paid against the Warrants shall be adjusted/ set off against the Issue Price of the resultant equity shares. The Proposed Allottees shall be entitled to exercise their right to subscribe for the equity shares in one or more tranches as and when they deem fit within the prescribed period of eighteen months.

Upon receipt of the Warrant Exercise Price, the Board (or a committee thereof) shall allot one equity share of face value of ₹ 10/- each, per warrant by appropriating ₹ 10/- towards equity share capital and the balance amount paid against each Warrant towards the securities premium. The allotment shall only be made in the dematerialized form.

If the entitlement against the Warrants to apply for the equity shares is not exercised by the allottees, within the specified period of eighteen months as stipulated under SEBI ICDR Regulations, the entitlement of the Proposed Allottees to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited by the Company.

The Proposed Allottees, upon conversion of their warrants into equity shares, shall also be entitled to any future bonus/rights issue(s) of equity shares or other securities convertible into Equity Shares by the Company, in the same proportion and manner as any other members of the Company for the time being. The warrants by itself do not give to the holder thereof any rights of the members of the Company.

10. Names of the Proposed Allottees, identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post preferential issue capital that may be held by them and change in

control, if any, in the Company consequent to the Preferential Allotment, expected dilution in equity share capital upon issuance of securities:

Identity of the Proposed Allottees	Pre-Preferential Allotment Shareholding		The maximum n0. of Equity shares proposed to be allotted upon full conversion of Warrants	Post issue Shareholding		Ultimate Beneficial Owner
	No. of Shares	%		No. of Shares	%	
Promoter						
Chandan Garg – Individual	1,46,08,400	71.26	120000	14728400	68.95	NA
Others						
RNR Wealth Management Private Limited – Company	-	0.00	1,00,000	100000	0.47	Utsav Pramodkumar Shrivastav (PAN: AQGPS7669M)
Manish Kumar HUF – HUF	4,000	0.02	1,00,000	104000	0.49	Manish Kumar (PAN: AOQPK3800G)
Aryansh Advisors Private Limited – Company	-	0.00	1,00,000	100000	0.47	Ajeet Modi (PAN: AHTPM0744P)
Khushbu N Shah – Individual	-	0.00	75,000	75000	0.35	NA
Maheshkumar K Shah – Individual	10,000	0.05	75,000	85000	0.40	NA
Ishanvi Baranwal – Individual	-	0.00	50,000	50000	0.23	NA
Gaurav Jain HUF – HUF	-	0.00	50,000	50000	0.23	Gaurav Jain (PAN: AEYPJ4410R)
Kinchit Sunilkumar Mehta – Individual	-	0.00	50,000	50000	0.23	NA
Lakhdatar Finvest – Firm	-	0.00	30,000	30000	0.14	Ankita Agrawal (PAN: APNPA6015P) and Akanksha Agrawal (PAN: BPUPA5361Q)
Lalit Rai – Individual	-	0.00	25,000	25000	0.12	NA
Krishna Advisory Services Private Limited – Company	-	0.00	25,000	25000	0.12	Swati Pragnesh Joshi (PAN: AKBPJ1939N) and Pragneshkumar Manikantbhai Joshi (PAN: ADYPJ6270A)
APS Investments - Firm	-	0.00	20,000	20000	0.09	Rishab Agrawal (PAN: BELPA5205B) and Sushil Kumar Agrawal (PAN: AAUPA3244Q)

Meenakshi Arora – Individual	12,000	0.06	10,000	22000	0.10	NA
Hemangi Vikas Ruia – Individual	200	0.00	10,000	10200	0.05	NA
Madan Gopal Aggarwal and Sons HUF - HUF	11,200	0.05	10,000	21200	0.10	Madan Gopal Aggarwal (PAN: ADQPA3636F)
Anju Goyal – Individual	72,900	0.36	10,000	82900	0.39	NA

Notes: For detailed holding of the Promoter and Promoter Group and Publis, please refer to shareholding pattern provided above.

There shall be no substantial change in management or control of the Company pursuant to the aforesaid issue of Equity Shares those arising from conversion of Warrants. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

11. Change in control if any in the Company that would occur consequent to the Preferential Issue:

There shall be no substantial change in management or control of the Company pursuant to the aforesaid issue of Equity Shares those arising from conversion of Warrants. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

12. Undertaking as to re-computation of price of the specified securities in terms of the provision of these regulations where it is required to do so and other undertakings and lock-in of specified securities:

As the equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of equity shares shall not be applicable. However, the Company shall re-compute the Issue Price of the Warrants and/or the equity shares to be allotted on exercise of the Warrants in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Warrants and/or equity shares to be allotted on exercise of the Warrants under the Preferential Issue shall continue to be locked-in till the time such amount is paid.

13. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotment on preferential basis during the year.

14. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable as the allotment will be made for cash.

15. Lock-in Period:

The Warrants and equity shares to be allotted on conversion of Warrants shall be locked-in for such period as may be specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in as specified under Regulation 167(6) of the SEBI ICDR Regulations.

16. Practicing Company Secretary Certificate:

A certificate from Mr. CS Nitin Ghanshyam Hotchandani, Proprietor of H. Nitin & Associates., a firm of Practicing Company Secretaries, (Membership No. FCS F9632, COP No. 11673), having his office at B-230, Malviya Nagar Jaipur: - 302017 RJ certifying that the Preferential Issue of Warrants is being made in accordance with requirements of SEBI ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at https://img1.innovanathinklabs.com/v2/PDFFile/PCS_Certificate.pdf

17. SEBI Takeover code:

In the present case none of the Proposed Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchanges.

18. Holding of shares in demat form, non-disposal of shares by the Proposed Allottees and lock-in period of shares:

The entire shareholding of the Proposed Allottees in the Company, if any is held by them in dematerialized form. The Proposed Allottees including the promoter and promoter group have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of Warrants on preferential basis. The Proposed Allottees have Permanent Account Number. The lock-in kindly refers to above point 15.

19. Listing:

The Company will make an application to BSE and NSE at which the existing equity shares are presently listed, for listing of the equity shares that will be issued on conversion of Warrants. Such equity shares, once allotted, shall rank *pari passu* with the then existing equity shares of the Company, in all respects, including voting rights and dividend.

20. Compliances:

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

21. Current and proposed status of the Proposed Allottees post the preferential issues namely, promoter or non-promoter:

Chandan Garg is one of the Promoters of the Company, as on date of this notice. Further, upon the issuance and allotment of the Warrants and equity shares to be allotted on exercise of the Warrants, he will continue to be categorized as Promoter of the Company.

Manish Kumar HUF, Maheshkumar K Shah, Meenakshi Arora, Hemangi Vikas Ruia, Madan Gopal Aggarwal and Sons HUF and Anju Goyal are an existing shareholder and are categorized as public shareholders of the Company as on date of this notice. Upon the issuance and allotment of the Warrants, they will continue to be categorized as a public shareholder of the Company.

Presently, RNR Wealth Management Private Limited, Aryansh Advisors Private Limited, Khushbu N Shah, Ishanvi Baranwal, Gaurav Jain HUF, Kinchit Sunilkumar Mehta, Lakhdatar Finvest, Krisha Advisory Services Private Limited and APS Investments are not the shareholders of the Company. Upon the issuance and allotment of the Warrants, they will be categorized as public shareholders of the Company.

22. Monitoring Agency

Since the issue size is below One hundred Crores Rupees, the appointment of Credit Rating Agency registered with SEBI is not required pursuant to Regulation 162A of SEBI ICDR Regulations.

23. Principal terms of assets charged as securities:

Not Applicable

24. Other disclosures/undertaking

a) The Company, its Promoter and Promoter Group and its Directors are not categorized as wilful

- defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- b) None of Directors or Promoter and Promoter Group of the Company are fugitive economic offenders as defined under the SEBI ICDR Regulations.
 - c) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
 - d) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
 - e) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.
 - f) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
 - g) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.
 - h) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
 - i) The Proposed Allottees have further confirmed that the Proposed Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

25. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Allotment is proposed to be made to both Promoters and Non-Promoters.

- 26.** Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

27. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, *inter alia*, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares/convertible warrants, such shares/convertible warrants shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to create, offer, issue and allot convertible Warrants as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and non-promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

Except, as specify in this notice none of the promoter and promoter group, Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution except to the extent to their shareholding in the Company.

A copy of the Memorandum of Association of the Company duly amended, Valuation Certification, PCS certificates and such other documents which are mentioned elsewhere in the proposed resolutions will be available for inspection in the manner provided in this Notice.

The board recommends the said resolution No. 2 to be passed as a special resolution.

By Order of Board of Directors
For INNOVANA THINKLABS LIMITED
CIN: L72900RJ2015PLC047363

DATE: 01/07/2025
PLACE: JAIPUR

Vasu Ajay Anand
Company Secretary

INNOVANA THINKLABS LIMITED

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

CIN: L72900RJ2015PLC047363

E-Mail ID: cs@innovanathinklabs.com

Contact No.: 0141-4919128

Attendance Slip Extra Ordinary General Meeting

Please Fill Attendance Slip and hand it over at The Entrance of the Meeting Hall. Joint shareholders may obtain additional slip at the venue of the meeting.

Folio No.	
DP Id	
Client ID	
No. of shares	

I/We hereby record my presence at the Extra Ordinary General Meeting of the Company at Plot No. D-41, Patrakar Colony, Near Jawahar Nagar Moti Dungri Vistar Yojna, Raja Park-302004, Jaipur, Rajasthan on July 23, 2025 at 11:30 A.M.

Name of the Shareholder		Signature of shareholder	
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Notes:

1. Only Member/Proxy holder can attend the Meeting.
2. Please complete the Folio No./DP ID No., Client ID No. and name of the Member/Proxy holder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.

Form No. MGT-11 Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L72900RJ2015PLC047363

Name of the company: Innovana Thinklabs Limited

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

Name of the Member (s): Registered Address:

E-Mail Id:

Folio No/ Client Id: DP ID:

I/We, being the member (s) of shares of the above-named company, hereby appoint

1. Name: Address:

E-Mail Id:

Signature....., or failing him

2. Name: Address:

E-Mail Id:

Signature....., or failing him

As my proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on the, July 23, 2025 at 11:30 A.M. at Plot No. D-41, Patrakar Colony, Near Jawahar Nagar Moti Dungri Vistar Yojna, Raja Park-302004, Jaipur, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution		
Special Business:		For	Against
01	TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION		
02	ISSUE OF WARRANTS ON PREFERENTIAL BASIS TO THE PERSON / ENTITY BELONGING TO THE PROMOTER AND NON-PROMOTER CATEGORY		

Signed this..... day of..... 20....

Signature of shareholder Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the General Meeting of the Company.

INNOVANA THINKLABS LIMITED

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

CIN: L72900RJ2015PLC047363

E-Mail [ID: cs@innovanathinklabs.com](mailto:cs@innovanathinklabs.com) **Contact No.:** 0141-4919128

Route Map for holding Extra Ordinary General Meeting



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