

**NOTICE OF NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF INNOVASSYNTH TECHNOLOGIES (INDIA) LIMITED SCHEDULED TO BE HELD THROUGH PHYSICAL APPEARANCE PURSUANT TO THE ORDER DATED JUNE 25, 2025, READ WITH RECTIFICATION ORDER DATED JULY 9, 2025, PASSED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH, COURT-I**

**Day : Friday**

**Date : September 05, 2025**

**Time : 11:30 a.m. (IST)**

**Mode : As per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench, the meeting shall be conducted through Physical Appearance by mechanism of e-voting.**

**Registered office: Innovassynth Technologies (India) Limited: Old Mumbai – Pune Road, Raigarh, Khopoli, Maharashtra, India – 410203**

**Meeting Venue: Rahejas, 6th Floor, Corner of Main Avenue and VP Road, Santacruz West, Mumbai, Maharashtra, India -400054**

**Cut-off date for sending the notice to eligible Shareholders: July 25, 2025**

**Cut-off date for determining the Equity Shareholders entitled to vote: August 29, 2025**

**Remote E-voting Period**

<b>Commencement of Remote E-voting Date and Time</b>	<b>Tuesday, September 02, 2025 9:00 a.m. (IST)</b>
<b>End of E-voting Date and Time</b>	<b>Thursday, September 04, 2025 5:00 p.m. (IST)</b>

**E-Voting during the Meeting:**

E-voting shall be available to the Equity Shareholders of Innovassynth Technologies (India) Limited during the Meeting.

**Registered Office:**  
Innovassynth Technologies (India) Ltd.  
Old Mumbai-Pune Road, Khopoli – 410 203,  
Mumbai Area, India. Phone: +91-2192-260100  
Email: itil@innovassynth.com  
CIN: U24110MH2001PLC134105

**Corporate Office:**  
TCG International Biotech Park,  
2nd Floor, Genesis Square,  
Hinjewadi Phase – II,  
Pune – 411 057, India  
Phone: +91-20-61921000

[www.innovassynth.com](http://www.innovassynth.com)

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**The Notice of the Meeting, Statement under Sections 102, 230 and 232 and other applicable provisions of the Act and Rule 6 of the CAA Rules, and Annexure 1 to Annexure 20 (page nos. 1 to 480) constitute a single and complete set of documents and should be read in conjunction with each other as they form an integral part of this document.**

Sd/-  
Virendra Singh  
Chairman appointed for the Meeting

Place: New Delhi

Date: July 29, 2025

CIN: U24110MH2001PLC134105

Registered Office: Old Mumbai – Pune Road, Raigarh, Khopoli, Maharashtra, India – 410203.

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT MUMBAI**

**COMPANY SCHEME APPLICATION NO. 145 /MB/ 2025**

[Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 and 7 of the Companies  
(Compromises, Arrangements and Amalgamations) Rules, 2016]

In the matter of the Companies Act, 2013

**And**

In the matter of sections 230 to 232 read with Section 52 and Section 66 and other applicable  
provisions of the Companies Act, 2013

**And**

In the matter of Scheme of Merger by Absorption

**Of**

Innovassynth Technologies (India) Limited (First Applicant Company / Transferor Company)

**With**

Innovassynth Investments Limited (Second Applicant Company / Transferee Company)

**And**

Their Respective Shareholders

**Innovassynth Technologies (India) Limited )**

(CIN U24110MH2001PLC134105), a company )

incorporated under the provisions of the )

Companies Act, 1956, having its registered )

office at Old Mumbai – Pune Road, Raigarh, ) ...First Applicant Company/

Khopoli, Maharashtra, India – 410203 ) Transferor Company

**NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF  
INNOVASSYNTH TECHNOLOGIES (INDIA) LIMITED, TRANSFEROR  
COMPANY**

**To,**

**The Equity Shareholders of Innovassynth Technologies (India) Limited (“Transferor  
Company” or “First Applicant Company” or “ITIL”)**

**NOTICE** is hereby given that by an Order dated June 25, 2025 read with rectification order dated July 09, 2025, (**‘Order’**) in the abovementioned Company Scheme Application, No. C.A.(CAA)/145/MB/2025, the Hon’ble National Company Law Tribunal, Mumbai Bench (**‘NCLT’**) has directed that a meeting of the Equity Shareholders of the Innovassynth Technologies (India) Limited, be convened and held for the purpose of considering, and, if thought fit, approving with or without modification(s), the proposed Scheme of Merger by

Absorption of Innovassynth Technologies (India) Limited (**‘Transferor Company’**) with Innovassynth Investments Limited (**‘Transferee Company’**) and their respective Shareholders under provisions of Sections 230 to 232 read with Section 52 and Section 66 and other applicable provisions of the Companies Act, 2013 (**‘Act’**) (**‘Scheme’**).

In pursuance of the said NCLT order and as directed therein, Notice is hereby given that a meeting of the Equity Shareholders of the Transferor Company will be held through Physical Appearance at Rahejas, 6th Floor, Corner of Main Avenue and VP Road, Santacruz West, Mumbai, Maharashtra, India -400054 on Friday, September 05, 2025 at 11:30 a.m. (**‘Meeting’**) at which time the Equity Shareholders of the Transferor Company are requested to attend.

**The shareholding pattern of Promoter/Promoter Group and Public Shareholders in the Transferee Company before and after implementation of Scheme is depicted as under:**

Category	Pre- Scheme Shareholding (%)	Post- Scheme Shareholding (%)	Change (%)
<b>Promoter/Promoter Group</b>	<b>31.46</b>	<b>73.70</b>	<b>+42.24</b>
<b>Public Shareholders</b>	<b>68.54</b>	<b>26.30</b>	<b>-42.24</b>

**The shareholders may note that implementation of Scheme shall result in increase in the shareholding of Promoter/Promoter Group from 31.46% to 73.70% in the Transferee Company. Shareholders may also note ‘that approval of the shareholders to Scheme of merger by absorption would also result in to them agreeing to increase in shareholding of promoters on implementation of the Scheme. Therefore, investors should read all the Scheme related documents before exercising their voting rights.**

The Transferor entity is an operating company and the public shareholders will get direct ownership in the operating company pursuant to the merger. Further, the equity shares of IIL will be issued to equity shareholders of ITIL at fair value basis share swap ratio of 1:1 as determined by an independent registered valuer. There will be no adverse impact of the Scheme of merger by absorption on the public shareholders of IIL as the effective holding of the public shareholders in the merged entity will continue to remain the same.

At the Meeting, the following resolution with requisite majority will be considered and if thought fit, be passed under Section 230 to 232 read with Section 52 and Section 66 and other applicable provisions of the Companies Act, 2013

***‘RESOLVED THAT pursuant to the provisions of Sections 230 to 232 read with Section 52 and Section 66 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and related circulars and notifications thereto as applicable under the Companies Act, 2013 (including any statutory modification or re-enactment or***

*amendment thereof), and subject to the relevant provisions of any other applicable laws and all the enabling provisions of the Memorandum of Association and Articles of Association of Innovassynth Technologies (India) Limited and subject to the requisite sanction of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT'), as the case may be, and subject to such other consents, approvals, sanctions and permissions being obtained from appropriate statutory/regulatory authority(ies), to the extent applicable or necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), consent of the Equity Shareholders be and is hereby accorded to the Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited ('First Applicant Company' or 'Transferor Company' or 'ITIL') with Innovassynth Investments Limited ('Second Applicant Company' or 'Transferee Company' or 'IIL') and their respective Shareholders ('Scheme') providing for the merger of the Transferor Company into Transferee Company with effect from October 01, 2024 ('Appointed Date'), as per the terms and conditions mentioned in the draft Scheme and initialed by Chairman for the purpose of identification, be and is hereby approved.*

**RESOLVED FURTHER THAT** *any of the Directors of the Company and Mr. Shrikant Joshi, Company Secretary and Assistant General Manager, Legal, be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as may be deemed fit and proper.'*

**TAKE FURTHER NOTICE** that in compliance with the provisions of (i) Section 230(3) read with Section 108 of the Companies Act, 2013; (ii) Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (iv) in accordance with the requirements provided in Paragraphs 3 and 4 of the General circular no. 20/2020 dated May 05, 2020, General circular no. 02/2022 dated May 05, 2022, General circular no. 10/2022 dated December 28, 2022, and General circular no. 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars'), and (v) Secretarial Standards on General Meetings as issued by the Institute of Company Secretaries of India ('SS-2'), the Transferor Company has provided the facility of remote e-voting and e-voting at the Meeting so as to enable the Equity Shareholders, to consider and approve the Scheme by way of the aforesaid resolution. Accordingly, voting by Equity Shareholders of the Transferor Company to the Scheme shall be carried out through remote e-voting and e-voting at the Meeting.

**TAKE FURTHER NOTICE** that National Securities Depository Limited (“NSDL”) shall be providing the facility of remote e-voting and e-voting during the Meeting, and participation in the Meeting through physical appearance.

**TAKE FURTHER NOTICE** that pursuant to the provisions of Section 105 of the Companies Act, 2013, you may attend and vote at the said Meeting in person or by proxy, provided that all proxies in the prescribed form, duly signed by you or your authorized representative, are deposited at the registered office of the Transferor Company at Old Mumbai – Pune Road, Raigarh, Khopoli, Maharashtra, India – 410203 not later than 48 hours before the commencement of the Meeting. Further an option of voting on the resolution for approval of the Scheme by casting their votes through Remote e-voting during the period commencing on Tuesday, September 02, 2025 at 9:00 a.m. (IST) and ending on Thursday, September 04, 2025 at 5:00 p.m. (IST) (both days inclusive), arranged by NSDL. The voting rights of shareholders shall be in proportion to their share in the paid-up share capital of the Transferor Company as on August 29, 2025, being the cut-off date (“Cut-off Date”). The equity shareholders opting to cast their votes by Remote e-voting or e-voting during the Meeting are requested to read the instructions in the Notes below carefully.

**TAKE FURTHER NOTICE** that in pursuance of Section 112 and 113 of the Companies Act, 2013 authorized representatives of the members may be appointed for the purpose of voting through remote e-voting, for participation in the meeting and e-voting during the Meeting provided an authority letter/ power of attorney by the Board of Directors or a certified copy of the resolution passed by its Board of Directors or other governing body authorizing such representative to attend and vote at the Meeting on its behalf along with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote is emailed to the Scrutinizer at [kevalshah\\_001@yahoo.co.in](mailto:kevalshah_001@yahoo.co.in) with a copy marked to [secretarial@innovassynth.com](mailto:secretarial@innovassynth.com) before the commencement of the Meeting.

**TAKE FURTHER NOTICE** that NCLT has appointed Mr. Virendra Singh, Retired IRS to act as a Chairman of the said Meeting to be held on Friday, September 05, 2025 at 11:30 a.m. and in respect of any adjournment or adjournments thereof and Mr. Keval Mahendra Shah, Chartered Accountant is hereby appointed as Scrutinizer of the Meeting of the Equity Shareholders of the Transferor Company.

The above-mentioned Scheme, if approved by the Equity Shareholders, at the aforesaid meeting will be subject to the subsequent approval of the NCLT and such other approvals, permissions and sanctions of regulatory or other authorities may be required.

A copy of the Scheme and the Explanatory Statement under Section 230(3) read with Section 102 of the Companies Act, 2013 read with Rule 6 of CAA Rules and any other applicable

provisions of the Act and the Rules made thereunder, along with the enclosures as indicated in the Index are enclosed herewith.

The voting results of the meeting shall be announced by the Chairman within 2 (two) working days of the conclusion of the Meeting upon receipt of Scrutinizer's report and the result of the voting shall be displayed at the registered office of the Company.

Copies of this Notice which include Scheme and Explanatory Statement under Section 230(3) read with Section 102 of the Companies Act, 2013 can be obtained free of charge between 11:00 a.m. to 1:00 p.m. on all working days (except Saturday and Sunday) at the registered office of the Transferor Company upto 48 hours prior to the date of the Meeting.

Sd/-  
Virendra Singh  
Chairman appointed for the Meeting

Place: New Delhi

Date: July 29 , 2025

CIN: U24110MH2001PLC134105

Registered Office: Innovassynth Technologies (India) Limited, old Mumbai – Pune Road, Raigarh, Khopoli, Maharashtra, India – 410203.

**Notes:**

1. Pursuant to the directions of the NCLT vide its Order, the Meeting of the Equity Shareholders of Transferor Company will be held through physical appearance and by mechanism of e-voting to transact the business set out in the Notice convening this Meeting. The venue for the Meeting shall be the Rahejas, 6th Floor, Corner of Main Avenue and VP Road, Santacruz West, Mumbai, Maharashtra, India -400054. In terms of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, and MCA Circulars, the Transferor Company has provided e-voting facility through National Securities Depository Limited ('NSDL') at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). This facility is being provided to the Shareholders holding shares in physical or dematerialized form, as on August 29 2025 ('cut-off date'), to exercise their right to vote by electronic means on the business specified in the accompanying Notice.

The detailed procedure for participation in the Meeting through physical appearance and e-voting during the Meeting is provided as under.

2. The form of proxy can be obtained free of charge from the registered office of the Company. All alterations made in the form of proxy should be initialed.

3. The Notice is being sent to the Equity Shareholders whose names appear on the Register of Members as on July 25, 2025 (cut-off date). The Notice is being sent by email to Equity Shareholders who have registered their email IDs with the Transferor Company. For members whose email IDs are not registered, physical copies of the Notice are being sent by Registered Post/ Speed Post/Courier/Hand delivery.
4. Only registered Equity Shareholders of the Transferor Company may attend and vote (either in person or by proxy or by Authorised Representative under Sections 113 of the Companies Act, 2013) at the Equity Shareholders' Meeting. The Authorised Representative of a body corporate which is a registered Equity Shareholder of the Transferor Company may attend and vote at the Equity Shareholders' Meeting provided they send a legible scan certified true copy of the board resolution or governing body resolution/authority letter/power of attorney of the Board of Directors, etc. together with attested specimen signature(s) of the duly authorized representative(s) under Section 113 of the Companies Act, 2013 or other governing body of the body corporate authorizing such representative to attend and vote at the NCLT Convened Meeting of Equity Shareholders is deposited at the registered office of the Transferor Company or shall be emailed to [secretarial@innovassynth.com](mailto:secretarial@innovassynth.com) and Scrutinizer at [kevalshah\\_001@yahoo.co.in](mailto:kevalshah_001@yahoo.co.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) at least 48 (forty-eight) hours before the Meeting.
5. A registered Equity Shareholders of the Transferor Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Transferor Company. The Form of Proxy duly completed should, however, be deposited at the registered office of the Company not later than 48 hours before the commencement of the Meeting. As per Section 105 of the Companies Act, 2013 and the rules made thereunder, a person can act as a proxy on behalf of shareholders not exceeding 50 (Fifty) in number and/or holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by shareholder(s) holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
6. The quorum for the Meeting of the Equity Shareholders of the Transferor Company as directed by the NCLT shall be five (5) in number as per Section 103(1)(a)(i) of the Act. The Equity Shareholder or authorised representative of the body corporate attending the Physical Meeting shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Further, in case the required quorum for the Meeting is not present at the commencement of the Meeting, then the Meeting shall be adjourned by 30 (thirty) minutes and thereafter, the persons present shall be deemed to constitute the quorum.

7. The Explanatory Statement pursuant to Section 230(3) read with Section 102 of the Companies Act, 2013 ('Act') and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other applicable provisions of the Act and the Rules made thereunder, the Scheme and the other enclosures as indicated in the Index are enclosed to this statement.
8. Electronic Copy of Notice along with its Annexures is being sent to all the Equity Shareholders of Transferor Company as on July 25, 2025, whose e-mail addresses are registered with the Transferor Company/Depository Participants, for communication purpose.
9. The Notice convening the aforesaid Meeting will be published through advertisement in 'Business Standard' Maharashtra Editions in the English language and translation thereof in 'Pratahkal' Maharashtra Editions in the Marathi language.
10. Mr. Keval Mahendra Shah, Chartered Accountant having Membership No. 191638 has been appointed by the Hon'ble NCLT as the Scrutinizer to scrutinize the voting during the Meeting and e-voting process in a fair and transparent manner.
11. The Scrutinizer shall, after the conclusion of the Meeting, submit a consolidated Scrutinizer's report of the total votes cast in favor and against the resolution and invalid votes, if any and submit the same to the Chairman of the Meeting or a person authorised by Chairman in writing who shall countersign the same.
12. Results of voting shall be declared by the Chairman or a person so authorised by him in writing on receipt of report from the Scrutinizer. The results declared along with the Scrutinizer's Report shall be placed at the registered office of the Transferor Company.
13. Voting rights of the Equity Shareholders shall be in proportion to their shareholding in the Transferor Company as on August 29, 2025. The Scheme, if approved at the aforesaid Meeting, will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal, Mumbai Bench.
14. In accordance with the provisions of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the Equity Shareholders only if the Scheme is approved by majority of persons representing three-fourth in value of the Equity Shareholders of the Transferor Company, through remote e-voting and e-voting during the Meeting.
15. A Member or his Proxy or Authorised Representative are requested to bring the copy of the Notice to the Meeting and produce the attendance slip, duly completed and signed, at the entrance of the Meeting venue.

16. Members are informed that in case of joint holders attending the Meeting; only such joint holder whose name stands first in the Register of Members of the Transferor Company in respect of such joint holding will be entitled to vote.

## **INSTRUCTIONS FOR E-VOTING DURING THE MEETING:**

The remote e-voting period begins on Tuesday, September 02, 2025 at 9:00 a.m. and ends on Thursday, September 04, 2025 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. August 29, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 29, 2025.

### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 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.

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

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="571 1276 1495 1713">1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="571 1736 1495 2007">2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to</b></li> </ol>

**e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

3. If you are 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>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking

	<p>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911
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**B) Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [kevalshah\\_001@yahoo.co.in](mailto:kevalshah_001@yahoo.co.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [scs\\_pl@yahoo.co.in](mailto:scs_pl@yahoo.co.in) and [secretarial@innovassynth.com](mailto:secretarial@innovassynth.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [scs\\_pl@yahoo.co.in](mailto:scs_pl@yahoo.co.in) and [secretarial@innovassynth.com](mailto:secretarial@innovassynth.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE MEETING ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through physical appearance and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the meeting shall be the same person mentioned for Remote e-voting.

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT MUMBAI  
COMPANY SCHEME APPLICATION NO. 145 /MB/ 2025**

In the matter of the Companies Act, 2013

**And**

In the matter of sections 230 to 232 read with Section 52 and Section 66 and other applicable provisions of the Companies Act, 2013

**And**

In the matter of Scheme of Merger by Absorption

**Of**

Innovassynth Technologies (India) Limited (First Applicant Company / Transferor Company)

**With**

Innovassynth Investments Limited (Second Applicant Company / Transferee Company)

**And**

Their Respective Shareholders

**Innovassynth Technologies (India) Limited )**

(CIN U24110MH2001PLC134105), a company )

incorporated under the provisions of the )

Companies Act, 1956, having its registered )

office at Old Mumbai – Pune Road, Raigarh, ) ...First Applicant Company/

Khopoli, Maharashtra, India – 410203 ) Transferor Company

**STATEMENT UNDER SECTIONS 102, 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 (“ACT”), RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 (“CAA RULES”), SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“SEBI LISTING REGULATIONS”) READ WITH THE SEBI SCHEME CIRCULARS ON SCHEMES, OTHER APPLICABLE CIRCULARS ISSUED BY SEBI, AND OTHER APPLICABLE PROVISIONS, EACH AS AMENDED AND RESTATED FROM TIME TO TIME, ACCOMPANYING THE NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF INNOVASSYNTH TECHNOLOGIES (INDIA) LIMITED (“COMPANY” OR “ITIL”) PURSUANT TO THE ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH, DATED JUNE 25, 2025 READ WITH RECTIFICATION ORDER DATED JULY 09, 2025**

This is a statement accompanying the Notice convening the meeting of the Equity Shareholders of the Transferor Company, pursuant to the Order dated June 25, 2025 read with rectification order dated July 09, 2025 passed by the National Company Law Tribunal, Bench at Mumbai ('NCLT') in the Company Scheme Application No. CA(CAA) 145/MB/2025 ('Order'), to be held at Rahejas, 6th Floor, Corner of Main Avenue and VP Road, Santacruz West, Mumbai, Maharashtra, India -400054 on Friday, September 05, 2025 at 11:30 a.m., ('Meeting') for the purpose of considering and, if thought fit, approving with or without modification(s), the amalgamation embodied in the Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited ('First Applicant Company' or 'Transferor Company' or 'ITIL') with Innovassynth Investments Limited ('Second Applicant Company' or 'Transferee Company' or 'IIL') and their respective Shareholders ('Scheme') under the provisions of Sections 230 to 232 read with Section 52 and Section 66 and other relevant provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any amendments thereto or re-enactments thereof ('CAA Rules'). The definitions contained in the Scheme shall also apply to this Explanatory Statement.

1. A copy of the Scheme, setting out in detail terms and conditions of the merger, inter alia, providing for merger of Transferor Company into Transferee Company, which has been duly approved by the Board of Directors of both the Applicant Companies at their respective meetings held on August 23, 2024, is attached to this Explanatory Statement.
2. As stated earlier, NCLT by its Order has, inter alia, directed that a Meeting of the Equity Shareholders of Transferor Company, shall be convened on Friday, September 05, 2025 at 11:30 a.m., through physical appearance.
3. In accordance with the provisions of the Act, the Scheme of Amalgamation shall be considered approved by the Equity Shareholders only if the Scheme is approved by majority of persons representing three-fourth in value of the members, of the Transferor Company, through remote e-voting and e-voting at the Meeting

#### 4. Background of the Companies:

##### 4.1 Innovassynth Technologies (India) Limited

1. **INNOVASSYNTH TECHNOLOGIES (INDIA) LIMITED** (hereinafter referred to as '**First Applicant Company**' or '**Transferor Company**' or '**ITIL**') bearing CIN: U24110MH2001PLC134105, was incorporated as an unlisted Public Company under the Companies Act, 1956 on December 4, 2001 in the State of Maharashtra. The name of the Transferor Company was changed from Innovassynth Technologies (India) Limited to Innovassynth Technologies (India) Limited on July 7, 2004.

2. The Registered Office of the Transferor Company is situated at Innovassynth Technologies (India) Limited, old Mumbai – Pune Road, Raigarh, Khopoli, Maharashtra, India – 410203.
3. The Authorised, Issued, Subscribed and Paid-up Share Capital of Innovassynth Technologies (India) Limited as on April 30, 2025 is as under:

<b>Innovassynth Technologies (India) Limited (Transferor Company)</b>	
<b>Particulars</b>	<b>Amount in Rs.</b>
<b>Authorized Share Capital</b>	
7,60,00,000 Equity Shares of Rs.10 each	76,00,00,000
<b>Total</b>	<b>76,00,00,000</b>
<b>Issued, Subscribed and Paid-up</b>	
7,50,21,351 Equity Shares of Rs.10 each	75,02,13,510
<b>Total</b>	<b>75,02,13,510</b>

4. There has been no change in the capital structure of the Transferor Company as on date.
5. The equity shares of Transferor Company are not listed on any of the stock exchanges.
6. The main objects of the Transferor Company as set out in its Memorandum of Association are as under:

*1) To carry on business as manufacturers, processors and dealers of speciality chemicals, fine chemicals, custom synthesis of all kinds and descriptions and to act as manufacturers of and dealers in intermediate, by-products and end products thereof and/or to carry on business of toll manufacturing and contract manufacturing of chemicals, all kinds and descriptions, as well as to do marketing and research & development of aforesaid products.*

*2) To acquire and takeover as a going concern the business of manufacturers, processors and dealers of speciality chemicals, fine chemicals, custom synthesis of all kinds and descriptions and its exports, now carried on by a division of Indian Organic Chemicals Limited and all of the assets and liabilities of that business in connection therewith, and with a view thereto to enter into the agreement referred to in clause 2 of the Company's Articles of Association, and to carry the same into effect with or without modification...*

*3) The following Clause no. 36 states the object of amalgamation:*

36) To amalgamate or enter into arrangement for sharing of profits (except entering into partnership), union of interest, co-operation, reciprocal concession, lease, license or otherwise with any person carrying on transactions which the company is authorised to carry on or engage in.

7. The details of the Promoters (including Promoter Group) of the Transferor Company as on the date of the Notice are as under:

Sr. No.	Name of Promoter	Number of Shares held	% of shareholding
1.	Viren Rajan Raheja	1,87,55,340	25.00
2.	Akshay Rajan Raheja	1,87,55,340	25.00
3.	Suman R. Raheja*	37,51,070	5.00
4.	Rajan B. Raheja*	15,43,500	2.06
5.	Innovassynth Investments Limited*	2,75,56,320	36.73
6.	R Raheja Investments Private Limited*	20,00,000	2.67
7.	Globus Stores Private Limited*	20,00,000	2.66
	<b>Total</b>	<b>7,43,61,570</b>	<b>99.12</b>

‘\*’ forms a part of Promoter Group

8. The details of the Directors of the Transferor Company as on the date of the Notice are as under:

Sr. No.	Name of Director	DIN	Designation	Address
1.	Dr. Hardik Mahesh Joshipura	09392511	Managing Director & CEO	D2-082, DLF West End Heights Apt., Akshaya Nagar, DLF New Town, Begur Hobli, Bengaluru 560076
2.	Mr. Viren Rajan Raheja	00037592	Non-Executive Director	‘Raheja Bungalow’, 87/1 G. B. Marg, Opp. Bhanu Apartment, Juhu, Mumbai – 400 049

3.	Mr. Akshay Rajan Raheja	00288397	Non-Executive Director	‘Raheja Bungalow’, 87/1 G. B. Marg, Opp. Bhanu Apartment, Juhu, Mumbai – 400 049
4.	Mr. Prosenjit Gupta	10278007	Non-executive Independent Director	A 902, T8, Lodha Altia, New Cuffe Parade, Wadala Truck Terminal Road, Antop Hill, Wadala, Mumbai, 400037
5.	Adv. Ameeta Aziz Parpia	02654277	Non-executive Independent Director	Blooming Heights, 4, Pali Hill, Bandra-West, Mumbai – 400050

#### 4.2 Innovassynth Investments Limited

1. **INNOVASSYNTH INVESTMENTS LIMITED** (hereinafter referred to as ‘**Second Applicant Company**’ or ‘**Transferee Company**’ or ‘**IIL**’) bearing CIN L67120MH2008PLC178923, was incorporated as a Public Listed Company under the Companies Act, 1956 on February 15, 2008 in the State of Maharashtra
2. The Registered Office of the Transferee Company is situated at Shop No. 17, C-Wing, S. No. 55, C.T.S. No. -1655, Leena Heritage Co.Op. Housing Society, Khopoli, Raigarh (MH), Khopoli, Maharashtra, India - 410203.
3. The Authorised, Issued, Subscribed and Paid-up Share Capital of Innovassynth Investments Limited as on April 30, 2025 is as under:

<b>Innovassynth Investments Limited (Transferee Company)</b>	
<b>Particulars</b>	<b>Amount in Rs.</b>
<b>Authorized Share Capital</b>	
2,90,00,000 equity shares of Rs.10 each	29,00,00,000
<b>Total</b>	29,00,00,000
<b>Issued, Subscribed, Called-up and Paid-up Capital</b>	
2,79,84,285 equity shares of Rs.10 each	27,98,42,850
<b>Total</b>	27,98,42,850

4. There has been no change in the capital structure of the Transferor Company as on date.
5. The equity shares of Transferee Company are listed on BSE Limited.
6. The main objects of the Transferee Company as set out in its Memorandum of Association are as under:

*1) To carry on business of an investment Company and/or a holding Company, to buy, sell, deal, hold, invest, disinvest, exchange and surrender stocks, shares, securities, scrips, derivatives, debt instruments, bonds, debentures, policies, book debts, and claims and commercial papers, government or commercial security or any other financial investment instruments of any Company, banks whether government or non-government, public or private or any local authority whether in India or abroad, and to promote, subsidize and assist Companies and syndicates in order to promote the business of Company...*

*2) The following Clause no. 35 states the object of amalgamation:*

*35) To amalgamate or enter into arrangement for sharing of profits (except entering into partnership), union of interest, co-operation, reciprocal concession, lease, license or otherwise with any person carrying on transactions which the company is authorised to carry on or engage in.*

7. The details of the Promoters (including Promoter Group) of the Transferee Company as on the date of the Notice are as under:

<b>Sr. No.</b>	<b>Name of Promoter</b>	<b>Number of Shares held</b>	<b>% of shareholding</b>
1.	Matsyagandha Investment and Finance Private Limited	54,16,854	19.36
2.	Bloomingdale Investment & Finance Private Limited	33,86,884	12.10
	<b>Total</b>	<b>88,03,738</b>	<b>31.46</b>

8. The details of the Directors of the Transferee Company as on the date of the Notice are as under:

<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN</b>	<b>Designation</b>	<b>Address</b>
1.	Mr. Sandesh Vithal Mhadalkar	08929791	Director	C-302, Navjyotirling Hsg Soc, General A K Vaidya Marg, Near Riddhi Garden, Malad

				(East), Mumbai-400097
2.	Dr. Hardik Mahesh Joshipura	09392511	Managing Director & CEO	D2-082, DLF West End Heights Apt., Akshaya Nagar, DLF New Town, Begur Hobli, Bengaluru 560076
3.	Dr. Nalini Ramaswamy	09714656	Director	D-8/B, 304, Arihant Garden, Laxmi Nagar, Taluka Khalapur Khopoli 410203
4.	Mr. Dilip Himmatmal Oswal	10587874	Director	Arihant Row House, A 11, Gagangiri Ashram, Laxmi Nagar, Taluka Khalapur Khopoli 410203

## 5. Background of the Scheme

The Scheme provides for the merger by absorption of Innovassynth Technologies (India) Limited with Innovassynth Investments Limited pursuant to provisions of Sections 230 to 232 read with Section 52 and Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

## 6. Rationale of the Scheme

The proposed corporate restructuring mechanism by way of a Scheme of merger by absorption is beneficial, advantageous and not prejudicial to the interest of the shareholders, creditors and other stakeholders. The proposed amalgamation of Transferor Company into Transferee Company is in consonance with the global corporate restructuring practices which intends and seeks to achieve flexibility and integration of size, scale and financial strength. The Transferor Company and the Transferee Company believe that the financial, and other resources of the Transferor Company and the Transferee Company pooled in the merged entity, will lead to increased competitive strength, cost reduction and efficiencies and logistic advantages, thereby contributing to future growth. Therefore, the management of the Transferor Company and the Transferee Company believe that this Scheme shall benefit the respective companies, shareholders and other stakeholders of respective companies, inter-alia, on account of the following reasons:

- a) Consolidation of businesses of the group;

- b) The proposed merger will also provide scope for value unlocking for shareholders given that the business of Transferor Company has achieved scale;
- c) Integration of business operations and provide significant impetus to its growth;
- d) Greater efficiency in cash management of the merged entity, and unfettered access to cash flow generated by the business which can be deployed more efficiently to fund growth opportunities;
- e) Garner the benefits arising out of economies of large scale and lower operating costs;
- f) Avoidance of duplication of administrative functions, reduction in multiplicity of legal and regulatory compliances and cost;
- g) Merger will result in increase in net worth of Transferee Company, which will facilitate effective and fast mobilization of financial resources for meeting increased capital expenditure;
- h) Merger shall result in efficient and focused management control and system.

There is no adverse effect of Scheme on the directors, key management personnel, shareholders, creditors, other security holders and employees of Transferor Company and Transferee Company. However, the Board of the Transferor Company upon merger shall stand dissolved without prejudice to decisions, actions, taken by the Board of the Transferor Company. The Scheme would be in the best interest of all stakeholders.

Due to the aforesaid rationale, it is considered desirable and expedient to enter into this Scheme for amalgamation by absorption of Transferor Company with the Transferee Company, and in consideration thereof issue equity shares of the Transferee Company to the shareholders of Transferor Company in accordance with this Scheme.

Accordingly, in order to achieve the above objectives, the Board of Directors of the Parties have resolved to make requisite applications and/or petitions before the Hon'ble National Company Law Tribunal/ Governmental Authority (as defined hereinafter) as the case may be and as applicable under Section 230 to 232 read with Sections 52 and 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, the rules framed thereunder and other applicable provisions for the sanction of this Scheme

## 7. Salient features of the Scheme

The salient features of the Scheme are as follows:

- i. Appointed Date means the opening of business on October 01, 2024 or if the Board of the Transferor Company and the Transferee Company require any other date or the Tribunal modifies the appointed date to such other date, then the same shall be the appointed date.
- ii. Effective Date means the date on which certified copies of the order passed by NCLT is filed with the Registrar of Companies, Maharashtra at Mumbai.
- iii. With effect from the Appointed Date, the Transferor Company along with its Undertaking shall stand merged with and be vested and vested in or deemed to have been transferred to or vested in the Transferee Company, as a going concern, without

any further act or instrument and pursuant to the provisions of Sections 230 to 232 read with Sections 52 and 66 of the Act together with all the assets, rights, liabilities, benefits and interest therein, as more specifically described in the subsequent clauses of this Scheme.

- iv. It is expressly provided that in respect of such of the assets and properties of the Transferor Company as are movable in nature or incorporeal property or are otherwise capable of vesting or transfer by delivery or possession, or by endorsement and/or delivery, the same shall stand so transferred or vested by the Transferor Company upon the coming into effect of this Scheme, and shall, become the assets and property of the Transferee Company with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 read with Sections 52 and 66 of the Act,.
- v. With effect from the Appointed Date, debts, liabilities, duties and obligations of the Transferor Company shall, without any further act or deed, also stand transferred to the Transferee Company, pursuant to the applicable provisions of the Act, so as to become as from the Appointed Date, the liabilities, debts, duties and obligations of the Transferee Company.
- vi. All the properties including freehold & leasehold properties, leases, estates, assets, rights, titles, interests, benefits, licenses, consents, allotment letters, sanctions, approvals, permissions and authorities etc. as described in Clause 1.24 (a) and (b) accrued to and/or acquired by the Transferor Company after the Appointed Date, shall have been and deemed to have accrued to and/or acquired for and on behalf of the Transferee Company and shall, upon the coming into effect of the Scheme, pursuant to the provisions of Sections 230 to 232 read with Sections 52 and 66 of the Act and without any further act, instrument or deed, be and stand transferred to or vested in or be deemed to have been transferred to or vested in the Transferee Company to that extent and shall become the properties, leases, estates, assets, rights, titles, interests, benefits, licenses, approvals, permissions and authorities etc. of the Transferee Company.
- vii. All inter party transactions between each of the Transferor Company and the Transferee Company which as may be outstanding on the Appointed Date or which may take place subsequent to the Appointed Date and prior to the Effective Date, shall be considered as intra party transactions for all purposes from the Appointed Date. Any loans or other obligations, if any, due inter-se i.e., between each of the Transferor Company and the Transferee Company as on the Appointed Date, and thereafter till the Effective Date, shall stand automatically extinguished.
- viii. In case of any differences in accounting policy between the Transferor Company and the Transferee Company, the accounting policies followed by the Transferee Company will prevail and the difference, if any, will be quantified and adjusted in the Capital Reserve Account mentioned earlier to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.
- ix. With effect from the Appointed Date and up to and including the Effective Date:

- (i) The Transferor Company shall be deemed to have been carrying on all business and activities and shall hold and stand possessed of and shall be deemed to hold and stand possessed of all its estates, assets, rights, title, interest, authorities, contracts and investments for and on account of, and in trust for, the Transferee Company.
- (ii) The Transferor Company shall carry on its business and activities with due business prudence and diligence and shall not, without prior written consent of the Transferee Company or pursuant to any pre-existing obligation, sell transfer or otherwise alienate, charge, mortgage, encumber or otherwise deal with any part of its assets nor incur or accept or acknowledge any debt, obligation or liability except as is necessary in the ordinary course of business.
- (iii) all profits and income accruing or arising to the Transferor Company, and losses and expenditure arising or incurred by them (including taxes, if any, accruing or paid in relation to any profits or income) for the period commencing from the Appointed Date shall, for all purposes, be treated as and be deemed to be the profits, income, losses or expenditure (including taxes), as the case may be, of the Transferee Company

*Please note that the features set out above being only the salient features of the Scheme of Amalgamation; the Equity Shareholders are requested to read the entire text of the Scheme annexed hereto to get fully acquainted with the provisions thereof.*

## 8. Capital Structure Pre and Post Merger by Absorption:

### 8.1. Capital Structure of Transferee Company pre and post-merger by absorption is as follows:

A	Authorised Share Capital	Pre-Scheme (as on April 30, 2025)		Post-Scheme	
		No. of Shares	Amount (in Rs.)	No. of Shares	Amount (in Rs.)
	Equity Shares of Rs.10/- each	2,90,00,000	29,00,00,000	10,50,00,000	1,05,00,00,000
	<b>Total Authorised Share Capital</b>	<b>2,90,00,000</b>	<b>29,00,00,000</b>	<b>10,50,00,000</b>	<b>1,05,00,00,000</b>
B	Issued, Subscribed and Paid up Share Capital				
	Equity Shares of Rs. 10/- each	2,79,84,285	27,98,42,850	7,54,49,316	75,44,93,160
	<b>Total Issued, Subscribed and Paid up Share Capital</b>	<b>2,79,84,285</b>	<b>27,98,42,850</b>	<b>7,54,49,316</b>	<b>75,44,93,160</b>

Upon the Scheme becoming effective and upon merger by absorption of Transferor Company with Transferee Company, the Transferee Company shall, without any further act or deed, issue and allot equity shares, credited as fully paid up, to the extent indicated below, to every member of the Transferor Company whose names appear in the register of members of Transferor Company (other than to the extent of shares already held by the Transferee Company), on the Record Date or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title in the following proportion viz:

***‘1 (One) equity share of the face value Rs. 10 each of IIL shall be issued and allotted as fully paid up for every 1 (One) equity shares of the face value of Rs. 10 each fully paid up held in ITIL’***

**9. Pre-Scheme and post-Scheme shareholding pattern of the Transferor Company:**

A. The pre-Scheme and post-Scheme shareholding pattern of the Transferor Company as on July 25, 2025 is given below:

	Category of shareholder	Pre-Scheme			Post-Scheme		
		No. of shareholders	Total no. of shares	% of total no. of shares	No. of shareholders	Total no. of shares	% of total no. of shares
<b>A</b>	<b>Promoter and Promoter Group</b>						
<b>1</b>	<b>Indian</b>						
(a)	Individuals/ HUF's	4	4,28,05,250	57.06	0	0	0.00
1.	Viren Rajan Raheja		1,87,55,340	25.00	0	0	0.00
2.	Akshay Rajan Raheja		1,87,55,340	25.00	0	0	0.00
3.	Suman R Raheja		37,51,070	5.00	0	0	0.00
4.	Rajan B Raheja		15,43,500	2.06	0	0	0.00
(b)	Central Government/ State Government(s)	0	0	0.00	0	0	0.00
(c)	Financial Institutions/ Banks	0	0	0.00	0	0	0.00
(d)	Any Other (specify)	0	0	0.00	0	0	0.00
(d-1)	Corporate Bodies	3	3,15,56,320	42.06	0	0	0.00

(i)	Innovassynth Investments Limited		2,75,56,320	36.73	0	0	0.00
(ii)	R Raheja Investments Private Limited		20,00,000	2.67	0	0	0.00
(iii)	Globus Stores Private Limited		20,00,000	2.67	0	0	0.00
	<b>Sub-Total (A)(1)</b>	<b>7</b>	<b>7,43,61,570</b>	<b>99.12</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>2</b>	<b>Foreign</b>						
(a)	Individuals (NRI/ Foreign Individuals)	0	0	0.00	0	0	0.00
(b)	Government	0	0	0.00	0	0	0.00
(c)	Institutions	0	0	0.00	0	0	0.00
(d)	Foreign Portfolio Investor	0	0	0.00	0	0	0.00
(e)	Any Other (specify)	0	0	0.00	0	0	0.00
	<b>Sub-Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>7</b>	<b>7,43,61,570</b>	<b>99.12</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>(B)</b>	<b>Institutions</b>						
<b>B1</b>	<b>Institutions (Domestic)</b>						
(a)	Mutual Funds/ UTI	0	0	0.00	0	0	0.00
(b)	Venture Capital Funds	0	0	0.00	0	0	0.00
(c)	Alternate Investments Funds	0	0	0.00	0	0	0.00
(d)	Banks	0	0	0.00	0	0	0.00
(e)	Insurance Companies	0	0	0.00	0	0	0.00
(f)	Provident Funds / Pension Funds	0	0	0.00	0	0	0.00
(g)	Asset Reconstruction Companies	0	0	0.00	0	0	0.00

(h)	Sovereign Wealth Funds	0	0	0.00	0	0	0.00
(i)	NBFCs registered with RBI	0	0	0.00	0	0	0.00
(j)	Other Financial Institutions	0	0	0.00	0	0	0.00
(k)	Any Other (specify)	0	0	0.00	0	0	0.00
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>B2</b>	<b>Institutions (Foreign)</b>						
(a)	Foreign Direct Investment	0	0	0.00	0	0	0.00
(b)	Foreign Venture Capital	0	0	0.00	0	0	0.00
(c)	Sovereign Wealth Funds	0	0	0.00	0	0	0.00
(d)	Foreign Portfolio Investors Category I	0	0	0.00	0	0	0.00
(e)	Foreign Portfolio Investors Category II	0	0	0.00	0	0	0.00
(f)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0.00	0	0	0.00
(g)	Any Other (specify)	0	0	0.00	0	0	0.00
	<b>Sub-Total (B)(2)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>B3</b>	<b>Central Government/ State Government(s)/ President of India</b>						
(a)	Central Government / President of India	0	0	0.00	0	0	0.00
(b)	State Government / Governor	0	0	0.00	0	0	0.00
(c)	Shareholding by Companies or Bodies Corporate	0	0	0.00	0	0	0.00

	where Central / State Government is a promoter						
	<b>Sub-Total (B)(3)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>B4</b>	<b>Non-Institutions</b>						
(a)	Associate companies / Subsidiaries	0	0	0.00	0	0	0.00
(b)	Directors and their relatives (excluding independent directors and nominee directors)	0	0	0.00	0	0	0.00
(c)	Key Managerial Personnel	0	0	0.00	0	0	0.00
(d)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	0	0	0.00	0	0	0.00
(e)	Trusts where any person belonging to Promoter and Promoter Group category is trustee, beneficiary, or author of the trust	0	0	0.00	0	0	0.00
(f)	Investor Education and Protection Fund (IEPF)	0	0	0.00	0	0	0.00
(g)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	10	89,239	0.12	0	0	0.00
(h)	Resident Individuals shareholders	8	5,37,000	0.72	0	0	0.00

	holding nominal share capital in excess of Rs. 2 lakhs.						
(i)	Non-Resident Indians (NRIs)	0	0	0.00	0	0	0.00
(j)	Foreign Nationals	0	0	0.00	0	0	0.00
(k)	Foreign Companies	0	0	0.00			
(l)	Bodies Corporate	2	33,542	0.04	0	0	0.00
(m)	Any Other (Specify)	0	0	0.00	0	0	0.00
	<b>Sub-Total (B)(4)</b>	<b>20</b>	<b>6,59,781</b>	<b>0.88</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)+(B)(4)</b>	<b>20</b>	<b>6,59,781</b>	<b>0.88</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>(C)</b>	<b>Shares held by Non-Promoter – Non-Public Shareholder</b>						
<b>C1</b>	Custodian/ DR Holder	0	0	0.00	0	0	0.00
(a)	Name of DR Holder	0	0	0.00	0	0	0.00
	<b>Sub -Total (C)(1)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>C2</b>	<b>Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations,2021</b>	0	0	0.00	0	0	0.00
	<b>Sub -Total (C)(2)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
	<b>Total Non-Promoter-Non-Public Shareholding (C) = (C)(1) + (C)(2)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>27</b>	<b>7,50,21,351</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

B. The pre-Scheme shareholding pattern of the Equity Shares of the Transferee Company as on July 25, 2025 is given below:

	Category of shareholder	Pre-Scheme		
		No. of shareholders	Total no. of shares	% of total no. of shares
<b>A</b>	<b>Promoter and Promoter Group</b>			
<b>1</b>	<b>Indian</b>			
(a)	Individuals/ HUF's	0	0	0.00
(b)	Central Government/ State Government(s)	0	0	0.00
(c)	Financial Institutions/ Banks	0	0	0.00
(d)	Any Other (specify)	0	0	0.00
(d-1)	Corporate Bodies	2	88,03,738	31.46
(i)	Matsyagandha Investment and Finance Private Limited	1	54,16,854	19.36
(ii)	Bloomingdale Investment & Finance Private Limited	1	33,86,884	12.10
	<b>Sub-Total (A)(1)</b>	<b>2</b>	<b>88,03,738</b>	<b>31.46</b>
<b>2</b>	<b>Foreign</b>			
(a)	Individuals (NRI/ Foreign Individuals)	0	0	0.00
(b)	Government	0	0	0.00
(c)	Institutions	0	0	0.00
(d)	Foreign Portfolio Investor	0	0	0.00
(e)	Any Other (specify)	0	0	0.00
	<b>Sub-Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>2</b>	<b>88,03,738</b>	<b>31.46</b>
<b>(B)</b>	<b>Institutions</b>			
<b>B1</b>	<b>Institutions (Domestic)</b>			
(a)	Mutual Funds/ UTI	13	72,292	0.26
(b)	Venture Capital Funds	0	0	0.00
(c)	Alternate Investments Funds	0	0	0.00
(d)	Banks	42	11,514	0.04
(e)	Insurance Companies	4	8,03,383	2.87
	LIFE INSURANCE CORPORATION OF INDIA		7,76,675	2.78
(f)	Provident Funds / Pension Funds	0	0	0.00
(g)	Asset Reconstruction Companies	0	0	0.00

(h)	Sovereign Wealth Funds	0	0	0.00
(i)	NBFCs registered with RBI	2	2,02,272	0.72
(j)	Other Financial Institutions	0	0	0.00
(k)	Any Other (specify)	0	0	0.00
(k-1)	Foreign Banks	0	0	0.00
(k-2)	Foreign Institutional Investors (FII)	0	0	0.00
	<b>Sub-Total (B)(1)</b>	<b>61</b>	<b>10,89,461</b>	<b>3.89</b>
<b>B2</b>	<b>Institutions (Foreign)</b>			
(a)	Foreign Direct Investment	0	0	0.00
(b)	Foreign Venture Capital	0	0	0.00
(c)	Sovereign Wealth Funds	0	0	0.00
(d)	Foreign Portfolio Investors Category I	0	0	0.00
(e)	Foreign Portfolio Investors Category II	0	0	0.00
(f)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0.00
(g)	Any Other (specify)	6	3276	0.01
	<b>Sub-Total (B)(2)</b>	<b>6</b>	<b>3276</b>	<b>0.01</b>
<b>B3</b>	<b>Central Government/ State Government(s)/ President of India</b>			
(a)	Central Government / President of India	0	0	0.00
(b)	State Government / Governor	0	0	0.00
(c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	0	0	0.00
	<b>Sub-Total (B)(3)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>B4</b>	<b>Non-Institutions</b>			
(a)	Associate companies / Subsidiaries	0	0	0.00
(b)	Directors and their relatives (excluding independent directors and nominee directors)	0	0	0.00
(c)	Key Managerial Personnel	0	0	0.00
(d)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	0	0	0.00
(e)	Trusts where any person belonging to Promoter and Promoter Group category is trustee, beneficiary, or author of the trust	0	0	0.00

(f)	Investor Education and Protection Fund (IEPF)	0	0	0.00
(g)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	26,145	53,01,161	18.94
(h)	Resident Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs.	79	64,65,803	23.11
	Hitesh Kuvelkar		3,74,022	1.34
	Rajendra Yashwant Shah		6,55,000	2.34
	Jagat Navratna Lodha		6,30,000	2.25
(i)	Non-Resident Indians (NRIs)	253	8,51,603	3.04
	Sudhir Keshavji Sampat		3,53,966	1.26
(j)	Foreign Nationals	0	0	0.00
(k)	Foreign Companies	0	0	0.00
(l)	Bodies Corporate	251	37,80,932	13.51
	Chanakya Corporate Services Pvt. Ltd		34,06,250	12.17
(m)	Any Other (Specify)	0	0	0.00
(m-1)	Clearing Member	2	145	0.00
(m-2)	Escrow Account	1	487	0.00
(m-3)	Firm	16	58,548	0.21
(m-4)	Hindu Undivided Families (HUF)	301	5,79,427	2.07
(m-5)	Trusts	11	7,120	0.03
(m-6)	Overseas Bodies Corporate	4	10,42,584	3.73
	<b>Sub-Total (B)(4)</b>	<b>27,063</b>	<b>1,80,87,810</b>	<b>64.64</b>
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2) +(B)(3) +(B)(4)</b>	<b>27,130</b>	<b>1,91,80,547</b>	<b>68.54</b>
<b>(C)</b>				
<b>C1</b>	Custodian/ DR Holder	0	0	0.00
(a)	Name of DR Holder	0	0	0.00
	<b>Sub -Total (C)(1)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>C2</b>	<b>Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations,2021</b>	0	0	0.00
	<b>Sub -Total (C)(2)</b>	0	0	0.00
	<b>Total Non-Promoter-Non-Public Shareholding (C) = (C)(1) + (C)(2)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>27,132</b>	<b>2,79,84,285</b>	<b>100.00</b>

C. The post-Scheme (projected) shareholding pattern of the Equity Shares of the Transferee Company consequent to the sanctioning of the Scheme, is given below:

	Category of shareholder	Post-Scheme (projected)		
		No. of shareholders	Total no. of shares	% of total no. of shares
<b>A</b>	<b>Promoter and Promoter Group</b>			
<b>1</b>	<b>Indian</b>			
(a)	Individuals/ HUF's	4	4,28,05,250	56.73
1	Viren Rajan Raheja	1	1,87,55,340	24.86
2	Akshay Rajan Raheja	1	1,87,55,340	24.86
3	Suman R Raheja	1	37,51,070	4.97
4	Rajan B Raheja	1	15,43,500	2.05
(b)	Central Government/ State Government(s)	0	0	0.00
(c)	Financial Institutions/ Banks	0	0	0.00
(d)	Any Other (specify)	0	0	0.00
(d-1)	Corporate Bodies	4	1,28,03,738	16.97
(i)	Matsyagandha Investment and Finance Private Limited	1	54,16,854	7.18
(ii)	Bloomingdale Investment & Finance Private Limited	1	33,86,884	4.49
(iii)	R Raheja Investments Private Limited	1	20,00,000	2.65
(iv)	Globus Stores Private Limited	1	20,00,000	2.65
	<b>Sub-Total (A)(1)</b>	<b>8</b>	<b>5,56,08,988</b>	<b>73.704</b>
<b>2</b>	<b>Foreign</b>			
(a)	Individuals (NRI/ Foreign Individuals)	0	0	0.00
(b)	Government	0	0	0.00
(c)	Institutions	0	0	0.00
(d)	Foreign Portfolio Investor	0	0	0.00
(e)	Any Other (specify)	0	0	0.00
	<b>Sub-Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>8</b>	<b>5,56,08,988</b>	<b>73.704</b>
<b>(B)</b>	<b>Institutions</b>			
<b>B1</b>	<b>Institutions (Domestic)</b>			
(a)	Mutual Funds/ UTI	13	72,292	0.10
(b)	Venture Capital Funds	0	0	0.00
(c)	Alternate Investments Funds	0	0	0.00
(d)	Banks	42	11,514	0.02

(e)	Insurance Companies	4	8,03,383	1.06
	LIFE INSURANCE CORPORATION OF INDIA		7,76,675	1.03
(f)	Provident Funds / Pension Funds	0	0	0.00
(g)	Asset Reconstruction Companies	0	0	0.00
(h)	Sovereign Wealth Funds	0	0	0.00
(i)	NBFCs registered with RBI	2	2,02,272	0.27
(j)	Other Financial Institutions	0	0	0.00
(k)	Any Other (specify)	0	0	0.00
(k-1)	Foreign Banks	0	0	0.00
(k-2)	Foreign Institutional Investors (FII)	0	0	0.00
	<b>Sub-Total (B)(1)</b>	<b>61</b>	<b>10,89,461</b>	<b>1.44</b>
<b>B2</b>	<b>Institutions (Foreign)</b>			
(a)	Foreign Direct Investment	0	0	0.00
(b)	Foreign Venture Capital	0	0	0.00
(c)	Sovereign Wealth Funds	0	0	0.00
(d)	Foreign Portfolio Investors Category I	0	0	0.00
(e)	Foreign Portfolio Investors Category II	0	0	0.00
(f)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0.00
(g)	Any Other (specify)	6	3276	0.00
	<b>Sub-Total (B)(2)</b>	<b>6</b>	<b>3276</b>	<b>0.00</b>
<b>B3</b>	<b>Central Government/ State Government(s)/ President of India</b>			
(a)	Central Government / President of India	0	0	0.00
(b)	State Government / Governor	0	0	0.00
(c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	0	0	0.00
	<b>Sub-Total (B)(3)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>B4</b>	<b>Non-Institutions</b>			
(a)	Associate companies / Subsidiaries	0	0	0.00
(b)	Directors and their relatives (excluding independent directors and nominee directors)	0	0	0.00
(c)	Key Managerial Personnel	0	0	0.00
(d)	Relatives of promoters (other than 'immediate relatives' of promoters)	0	0	0.00

	disclosed under 'Promoter and Promoter Group' category)			
(e)	Trusts where any person belonging to Promoter and Promoter Group category is trustee, beneficiary, or author of the trust	0	0	0.00
(f)	Investor Education and Protection Fund (IEPF)	0	0	0.00
(g)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	26,155	53,90,400	7.14
(h)	Resident Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs.	87	70,02,803	9.28
	Hitesh Kuvelkar		3,74,022	0.50
	Rajendra Yashwant Shah		6,55,000	0.87
	Jagat Navratna Lodha		6,30,000	0.83
(i)	Non-Resident Indians (NRIs)	253	8,51,603	1.13
	Sudhir Keshavji Sampat		3,53,966	0.47
(j)	Foreign Nationals	0	0	0.00
(k)	Foreign Companies	0	0	0.00
(l)	Bodies Corporate	253	38,14,474	5.06
	Chanakya Corporate Services Pvt. Ltd		34,06,250	4.51
(m)	Any Other (Specify)	0	0	0.00
(m-1)	Clearing Member	2	145	0.00
(m-2)	Escrow Account	1	487	0.00
(m-3)	Firm	16	58,548	0.08
(m-4)	Hindu Undivided Families (HUF)	301	5,79,427	0.77
(m-5)	Trusts	11	7,120	0.01
(m-6)	Overseas Bodies Corporate	4	10,42,584	1.38
	<b>Sub-Total (B)(4)</b>	<b>27,083</b>	<b>1,87,47,591</b>	<b>24.85</b>
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2) +(B)(3) +(B)(4)</b>	<b>27,150</b>	<b>1,98,40,328</b>	<b>26.30</b>
<b>(C)</b>				
<b>C1</b>	Custodian/ DR Holder	0	0	0.00
(a)	Name of DR Holder	0	0	0.00
	<b>Sub -Total (C)(1)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>C2</b>	<b>Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations,2021</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

	<b>Sub -Total (C)(2)</b>	0	0	0.00
	<b>Total Non-Promoter-Non-Public Shareholding (C) = (C)(1) + (C)(2)</b>	0	0	0.00
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>27,158</b>	<b>7,54,49,316</b>	<b>100.00</b>

## 10. Extent of Shareholding of Directors and Key Managerial Personnel

None of the Directors or Key Managerial Personnel ('KMPs') of the Transferor Company and the Transferee Company, or their relatives, have any material interest in the Scheme except to the extent of shares held by them in the Applicant Companies. The shareholding of the said Directors and KMPs is provided hereinbelow. The effect of the Scheme on interests of the Directors and KMPs and their relatives, is not any different from the effect of the Scheme on like interests of other persons. The shareholding of the present Directors and KMPs of the Transferor Company and the Transferee Company, as on the appointed date, is as under:

### 10.1 Shareholding of Directors and Key Managerial Personnel of Transferor Company as on April 30, 2025 in the Transferor Company and the Transferee Company are as follows:

Sr. No	Name of the Directors and KMP	Designation	Equity Shares in ITIL	Equity Shares in IIL
1.	Mr. Viren Rajan Raheja	Non-Executive Director	1,87,55,340	NIL
2.	Mr. Akshay Rajan Raheja	Non-Executive Director	1,87,55,340	NIL
3.	Dr. Hardik Mahesh Joshipura	MD & CEO	NIL	NIL
4.	Mr. Prosenjit Gupta	Non-Executive Independent Director	NIL	NIL
5.	Adv. Ameeta Aziz Parpia	Non-Executive Independent Director	NIL	NIL
6.	Mr. Jayesh Patel	CFO	NIL	NIL
7.	Mr. Shrikant Joshi	Company Secretary	NIL	NIL

### 10.2 Shareholding of Directors and Key Managerial Personnel of Transferee Company as on April 30, 2025 in the Transferor Company and the Transferee Company are as follows:

Sr. No	Name of the Directors and KMP	Designation	Equity Shares in ITIL	Equity Shares in IIL
1.	Dr. Hardik Mahesh Joshipura	CMD	NIL	NIL
2.	Mr. Sandesh Vithal Mhadalkar	Non-Executive Independent Director	NIL	NIL
3.	Dr. Nalini Ramaswamy	Non-Executive Independent Director	NIL	650
4.	Mr. Dilip Himmatmal Oswal	Non-Executive Independent Director	NIL	NIL
5.	Mr. Sameer Pakhali	CFO	NIL	NIL
6.	Mr. Sameer Pakhali	Company Secretary	NIL	NIL

#### 11. Relationship Between the Companies Involved in the Scheme:

The Transferor company is an associate of the Transferee Company

#### 12. Details of Debt Restructuring:

There shall be no debt restructuring of the Transferor Company and Transferee Company pursuant to the Scheme.

#### 13. Disclosures made by the Transferee Company on the Observations as per the BSE Letter dated May 12, 2025 are as under:

##### i. Impact of Scheme on the revenue generation capacity of Transferee Company.

Innovassynth Technologies (India) Limited (“ITIL”) is a leading supplier of a wide range of nucleoside building blocks in the last 20 years. Its clientele includes several global pharmaceutical companies involved in drug development, as well as major players in the specialty chemicals sector. Approximately 95% of its revenue is derived from export markets. The recent approvals of new oligonucleotide-based drugs have significantly increased the interest of pharmaceutical companies in nucleic acid therapeutics.

ITIL has been supplying few intermediate products to its customers for the development of drugs which are currently at different clinical stages. This is expected to substantially improve the business potential of ITIL.

On the organometallic chemistry front, ITIL is actively collaborating with a global material science company for the development of next-generation catalysts used in polymerization processes.

In addition, ITIL has a long-term supply agreement with one of the world's largest chemical companies for a multi-ton intermediate product. ITIL has been the sole supplier of this product for over two decades.

Post-merger, the entire business operations of ITIL will be transferred to Innovassynth Investments Ltd.

- ii. **The Need and Rationale of the Scheme, synergies of business of the companies involved in the Scheme, impact of the Scheme on the shareholders and cost benefit analysis is a mentioned aforesaid at Point No. 6 in the Explanatory Statement.**
- iii. **The Transferor Company shall transfer the assets of ₹ 21,865.93 lakhs and liabilities of ₹ 11,166.57 lakhs to the Transferee Company as on October 1, 2024. (Asset includes ₹ 561.14 lakhs advanced as ICD to Transferee Company and liabilities excludes the Equity amount.)**
- iv. **Details/ facts about the basis of valuation of ITIL including company's substantial order book and the management's anticipation regarding sustained growth in the coming years, projections considered for valuation of transferor and transferee companies along with justification for growth rate considered for valuation**

The Company has undertaken a series of focused initiatives to accelerate growth, improve operational efficiency, and strengthen its market position. These efforts are expected to support long-term performance and contribute meaningfully to future revenue growth.

#### Strategic Initiatives & R&D

The Company has bolstered its innovation and market-readiness by commissioning a state-of-the-art research facility in Pune. This facility is expected to strengthen the Company's value proposition and attract additional customers.

#### Operational Excellence & Capital Investments

To achieve operational efficiency, the Company has made capital investments in the Khopoli plant resulting in enhanced batch size for select products to boost production efficiency. The Company also plans to invest in infrastructure, including the development of a new GMP-compliant facility within the next one to two years and ongoing upgrades to existing assets.

#### Market Dynamics & Growth Drivers

Global supply chain shifts—particularly by North American and European companies diversifying away from China—are creating new opportunities for growth and we estimate increased demand for our products.

#### Order Pipeline & Commercialization

The Company maintains a healthy order pipeline, supported by confirmed contracts and active discussions for new custom synthesis projects. The Company is currently supplying key intermediates for few drugs which are at various clinical stages, paving the way for future commercial supply.

Cost Optimization & Workforce Efficiency

To strengthen our cost structure and improve agility, we have onboarded advisors to guide diversification and transformation efforts.

Outlook & Confidence:

Backed by strong customer relationships, a growing project pipeline, and a proven execution track record, management is expecting to achieve projected revenue targets and sustaining long-term profitable growth.

Basis of valuation:

While the detailed report of the Registered Valuer (“RV”) is available in the public domain and contains detailed basis of valuation, key aspects of the same are covered below:

Valuation of ITIL has been determined considering the nature of the Business of ITIL and based on review of projected financial statements made available by the management considering the past performance and best estimates of the future performance and taking into considerations current economic conditions. The RV is of the view that ‘Income’ approach may be appropriate for the current valuation exercise for arriving at fair value of ITIL, as the assets may not provide true reflection of the earning capacity of ITIL. RV has added an additional risk premium to arrive at the cost of equity for the purpose of arriving at the discount rate for the valuation exercise under the ‘Income’ approach.

Further, as IIL only holds investments in ITIL and does not carry on any material commercial operations, it would derive value from the investments it holds and therefore, the RV has not considered it appropriate to value IIL as per ‘Income’ approach. The RV has taken into consideration the ‘Underlying Asset’ approach for IIL as it derives value from the assets (Investments) it holds.

- v. **The latest audited financials of the Transferor Company and Transferee Company are annexed hereto and marked as ‘Annexure 2’ and ‘Annexure 3’. In furtherance, the audited financials for the year ended March 31, 2024 of the Transferee Company has been updated on the Transferee Company’s website i.e. [www.innovassynthinvestments.in](http://www.innovassynthinvestments.in).**
- vi. **The revised shareholding pattern of the Transferor Company and Transferee Company Pre and Post-Merger as on June 20, 2025 are mentioned aforesaid at Point No. 9 in Explanatory Statement. There are no changes in the shareholding pattern except to the extent of the number of public shareholders in the Listed Transferee Company.**
- vii. **Pre and Post Scheme shareholding of the Transferor Company and Transferee Company as on July 25, 2025 is as given in Point No. 9 in Explanatory**

**Statement. There are no changes in the shareholding pattern except to the extent of the number of public shareholders in the Listed Transferee Company.**

- viii. **There are no pending actions against the Transferee Company and its Promoters / Directors / KMPs. In case of the Transferor Company and its Promoters/Directors/KMPs, there are following pending matters:** (i) Four (4) matters of appeal are pending before Appellate Authorities pertaining to GST; (ii) one (1) matter pertaining to Khopoli Municipal Council for which rectification application has been filed and is presently pending; (iii) Proceedings have been initiated against Dr. Hardik Joshipura, Managing Director /Occupier by the Factory Inspector under the Maharashtra Factories Rules before the Chief Judicial Magistrate, Alibag ; (iv) one (1) matter in appeal before Appellate Authorities pertaining to GST claim received from Department of Customs. (v) An FIR, bearing number (MECR) 02/2017 dated May 13, 2017 under section 465, 468, 471, 420 and 34 of Indian Penal Code, was filed inter alia against Mr. Viren Raheja and Ors on an application filed by Mr. Paresh G Thakkar under Section 156 (3) before Metropolitan Magistrate, Vikhroli Court bearing No. 894 of 2017 and filing No. 4981/2017. The police after investigation, filed the “C” Summary Report dated December 8, 2017. However, the Complainant pursuant to the C Summary Report, filed a protest petition/objection to the same i.e. the C Summary Report alleging that matter has not been investigated properly by the concerned IO wherein IO has failed to consider various evidences presented by the Complainant. The Complainant, however, during the course of hearing withdrew its plea for re-investigation wherein pursuant to the same Court in view of Section 200 Cr. Pc allowed the prayer of Complainant to adduce his evidence to proceed with the Complaint under the aforementioned Section. The Case is pending for verification of evidence. The next date in the matter is 17.09.2025

- ix. **Additional information as submitted to BSE is as below:**

Sr. No.	Particulars	Annexure / Remarks
1.	In cases of Demerger, apportionment of losses of the listed company among the companies involved in the scheme.	Not applicable as this is a Scheme of merger by absorption
2.	Details of assets, liabilities, revenue and net worth of the companies involved in the scheme, both pre and post scheme of arrangement, along with a write up on the history of the Transferor Company certified by Chartered Accountant (CA).	Certified copy of the Chartered Accountant’s Certificate dated September 4, 2024 and September 05, 2024 confirming the details of assets, liabilities, revenue and net worth of the companies involved in the Scheme , both pre and post Scheme of Merger by Absorption, along with a write up on the history of the Transferee Company and the Transferor

		Company are attached herewith and marked as ' <u><b>Annexure 15</b></u> '
3.	Any type of arrangement or agreement between the demerged company/resulting company/merged/amalgamated company/ creditors / shareholders / promoters / directors/etc., which may have any implications on the scheme of arrangement as well as on the shareholders of listed entity.	Not applicable
4.	In the cases of capital reduction/ reorganization of capital of the Company, Reasons along with relevant provisions of Companies Act, 2013 or applicable laws for proposed utilization of reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, as a free reserve, certified by CA.	The debit balance, if any, arising pursuant to the merger shall be adjusted against the Securities Premium Account. The Statutory Auditors' Certificate confirming the Accounting Treatment is attached at ' <u><b>Annexure 10</b></u> '.
5.	In the cases of capital reduction/ reorganization of capital of the Company, Built up for reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, certified by CA.	Further, Securities Premium Account amounting to Rs. 21,00,75,000/- (Rupees Twenty One Crores Seventy Five Thousand) in Transferor Company is arising on account of a preferential issue of 1,40,05,000 shares undertaken at Rs. 25/- per share (Face value of
6.	In the cases of capital reduction/ reorganization of capital of the Company, Nature of reserves viz. Capital Reserve, Capital Redemption Reserve, whether they are notional and/or unrealized, certified by CA.	Rs. 10/- per share and securities premium of Rs. 15/- per share) on 30 June 2005. Certified copy of the Chartered Accountant's Certificate dated July 10, 2025 certifying the built up of Securities Premium Account is attached herewith and marked as ' <u><b>Annexure 16</b></u> '.
7.	In the cases of capital reduction/ reorganization of capital of the Company, the built up of the accumulated losses over the years, certified by CA.	Not applicable
8.	Relevant sections of Companies Act, 2013 and applicable Indian Accounting Standards and Accounting treatment, certified by CA.	Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standard) Rule, 2015 as amended from time to time. The Statutory Auditors' Certificate confirming the Accounting Treatment is attached herewith at ' <u><b>Annexure 10</b></u> '

9.	In case of Composite Scheme, details of shareholding of companies involved in the scheme at each stage	Not applicable
10.	Whether the Board of unlisted Company has taken the decision regarding issuance of Bonus shares. If yes provide the details thereof.	Not applicable
11.	List of comparable companies considered for comparable companies' multiple method, if the same method is used in valuation.	Not Applicable, as comparable companies' multiple method has not been used in valuation
12.	Share Capital built-up in case of scheme of arrangement involving unlisted entity/entities, certified by CA.	Certified copy of the Chartered Accountants certificate dated September 4, 2024 and September 05, 2024 certifying the Share Capital built-up of the Transferee Company and the Transferor Company respectively, in case of Scheme of Merger by Absorption involving both the Companies are attached herewith and marked as ' <u><b>Annexure 17</b></u> '
13.	Any action taken/pending by Govt./Regulatory body/Agency against all the entities involved in the scheme for the period of recent 8 years.	With respect to Transferee Company, there are no action taken/ pending by government/ Regulatory Body/ Agency against all the entities involved in the Scheme, other than those arising in the ordinary course of business for the period of recent 8 years.  With respect to Transferor Company, please refer to Point No. 13(viii) above.
14.	Comparison of revenue and net worth of demerged undertaking with the total revenue and net worth of the listed entity in last three financial years.	Not applicable
15.	Detailed rationale for arriving at the swap ratio for issuance of shares as proposed in the draft scheme of arrangement by the Board of Directors of the listed company.	The valuation report dated August 23, 2024 is attached at ' <i>Annexure 7</i> '
16.	In case of Demerger, basis for division of assets and liabilities between divisions of Demerged entity.	Not applicable

17.	How the scheme will be beneficial to public shareholders of the Listed entity and details of change in value of public shareholders pre and post scheme of arrangement.	Public shareholders will get direct ownership in the operating company. Further, as the equity shares of IIL will be issued to equity shareholders of ITIL at fair value basis swap ratio as determined by an independent registered valuer, there will be no adverse impact of the Scheme of merger by absorption on the public shareholders of IIL.
18.	Tax/other liability/benefit arising to the entities involved in the scheme, if any.	There is no tax benefit which arises pursuant to the Merger by Absorption of ITIL (Transferor Company) with and into IIL (Transferee Company). The Scheme has been drawn up to comply with the conditions relating to “Amalgamation” as specified under the income-tax laws, specifically Section 2(1B) of the Income Tax Act, 1961 (“IT Act”) and other application relevant sections of the IT Act (including Section 47 of IT Act). Further, GST is also not applicable on transfer of assets and liabilities pursuant to merger.
19.	Comments of the Company on the Accounting treatment specified in the scheme to conform whether it is in compliance with the Accounting Standards/Indian Accounting Standards.	The Certificate to the effect that the Scheme is in compliance with applicable Accounting Standards specified by the Central Government in pursuance to Section 133 of the Companies Act, 2013, read with applicable rules and / or the accounting standards and principles, received from Statutory Auditors of the Transferee Company i.e., P.G. Bhagwat LLP, Chartered Accountants (Firm Reg. No. 101118W/W100682) is attached at ‘ <u>Annexure 10</u> ’.
20.	If the Income Approach method used in the Valuation, Revenue, PAT and EBIDTA (in value and percentage terms) details of entities involved in the scheme for all the number of years considered for valuation. Reasons justifying the EBIDTA/PAT margin considered in the valuation report.	Revenue, PAT and EBIDTA details of entities involved in the proposed Scheme as well as the reasons justifying the EBIDTA/PAT margin considered in the valuation report are annexed herewith and marked as ‘ <u>Annexure 18</u> ’

21.	Confirmation that the valuation done in the scheme is in accordance with applicable valuation standards.	The valuation done in the scheme is in accordance with applicable valuation standards. The valuation report dated August 23, 2024 is attached at ' <u>Annexure 07</u> '
22.	Confirmation that the scheme is in compliance with the applicable securities laws.	The Scheme is in compliance with the applicable securities laws. The letter dated September 04, 2024 confirming the same is attached herewith and marked as ' <u>Annexure 19</u> '
23.	Confirmation that the arrangement proposed in the scheme is yet to be executed.	The letter dated September 04, 2024 confirming the arrangement proposed in the Scheme is yet to be executed is attached herewith and marked as ' <u>Annexure 20</u> '

#### 14. General

- a) The Scheme is not prejudicial to the interests of the members of the Transferor Company.
- b) The Directors of the Transferor Company have no material interest in the Scheme except as shareholders in general, the extent of which will appear from the Register of Directors maintained by the Transferor Company.
- c) There are no winding up proceedings pending against the Transferor Company as of date.
- d) No investigation or proceedings have been instituted or are pending in relation to the Transferor Company under Section 235 to 251 and the like of the Act and corresponding provisions of Companies Act, 2013 notified thereto.
- e) In the event of the Scheme not being sanctioned by the Tribunal and/or the order or orders not being passed as aforesaid, the Scheme shall become fully null and void and in that event no rights and liabilities shall accrue to or be inter-se by the parties in terms of the Scheme, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.
- f) Inspection of the following documents will be open for the Equity Shareholders of the Transferor Company at the registered office of the Transferor Company between 11:00 a.m. and 1:00 p.m. on all working days (except Saturday and Sunday) upto 48 hours prior to the date of the Meeting

- i) Papers and Proceedings in Company Application No. 145/MB/ 2025 including certified copy of the Order dated June 25, 2025 read with rectification order dated July 09, 2025 of the National Company Law Tribunal, Mumbai Bench, in the said Company Application directing the convening and holding of the Meeting of the Equity Shareholders of the Transferor Company.
  - ii) Scheme of Merger by Absorption
  - iii) Copies of the Board Resolution of the Transferor Company and the Transferee Company each dated August 23, 2024 approving the Scheme.
  - iv) Memorandum of Association and Articles of Association of the Transferor Company and the Transferee Company.
  - v) Audited Financial Statements of the Transferor Company and the Transferee Company.as on March 31, 2024
  - vi) Unaudited Provisional Financial Statements of the Transferor Company and the Transferee Company.as on December 31, 2024
  - vii) Valuation Report issued by Mr. Harsh Chandrakant Ruparelia dated August 23, 2024 and Fairness Opinion dated August 23, 2024 issued by M/s. Kunvarji Finstock Private Limited.
  - viii) Certificate issued by the Statutory Auditors of the Innovassynth Investments Limited confirming the Accounting Treatment proposed in the Scheme dated August 23, 2024
- g) This statement may be treated as an Explanatory Statement pursuant to Section 230(3) read with Section 102 of the Act read with Rule 6 of CAA Rules and any other applicable provisions of the Act and the Rules made thereunder.
- h) A copy of the Scheme, Explanatory Statement, may be obtained free of charge on any working day (except Saturday and Sunday) upto 48 hours prior to the date of the Meeting between 11:00 a.m. and 1:00 p.m. from the registered office of the Transferor Company situated at Old Mumbai – Pune Road, Raigarh, Khopoli, Maharashtra, India – 410203.

Sd/-  
Virendra Singh  
Chairman appointed for the Meeting

Place: New Delhi

Date: July 29, 2025

CIN: U24110MH2001PLC134105

Registered Office: Innovassynth Technologies (India) Limited, Old Mumbai – Pune Road, Raigarh, Khopoli, Maharashtra, India – 410203.

**Scheme of Merger by Absorption**  
**Of**  
**Innovassynth Technologies (India) Limited**  
**With**  
**Innovassynth Investments Limited**  
**AND**  
**THEIR RESPECTIVE SHAREHOLDERS**

**UNDER SECTIONS 230 TO 232 READ WITH SECTIONS 52 AND 66 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013**

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**A. PREAMBLE:**

This Scheme of Merger by Absorption (“**Scheme**”) is presented under Sections 230 to 232 read with Sections 52 and 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act 2013 and rules framed thereunder (including any statutory modification or re-enactment or amendment thereof), as may be applicable, for the merger by absorption of Innovassynth Technologies (India) Limited with Innovassynth Investments Limited.

**B. BACKGROUND AND DESCRIPTION OF THE COMPANIES**

Innovassynth Technologies (India) Limited (hereinafter referred to as “ITIL” or the “Transferor Company”) is an unlisted public company, incorporated under the provisions of the Companies Act, 1956 on December 4, 2001 in the name of Innovasynth Technologies (India) Limited in the state of Maharashtra under CIN U24110MH2001PLC134105. The name of the Transferor Company was changed from Innovasynth Technologies (India) Limited to Innovassynth Technologies (India) Limited and a fresh certificate of incorporation consequent upon the change of name was issued on July 7, 2004. The registered office of the Transferor Company is situated at Innovassynth Technologies (India) Limited, old Mumbai – Pune Road, Raigarh, Khopoli, Maharashtra, India – 410203. The Transferor Company is engaged in developing, scaling up and manufacturing of speciality chemicals and pharmaceuticals intermediates.

Innovassynth Investments Limited (hereinafter referred to as “IIL” or the “Transferee Company”) is a public listed company, incorporated under the provisions of the Companies Act, 1956 on February 15, 2008 in the state of Maharashtra under CIN L67120MH2008PLC178923. The registered office of the Transferee Company is situated at Shop No. 17, C-Wing, S. No. 55, C.T.S. No. -1655, Leena Heritage Co.Op. Housing Society, Khopoli, Raigarh (MH), Khopoli, Maharashtra, India - 410203. The equity shares of the Transferee Company are listed on the BSE Limited. The Transferee Company is an investment company and holds investments in Transferor Company.

*The Transferor Company and the Transferee Company are hereinafter collectively referred to as the “Parties”*

**C. RATIONALE OF THE SCHEME**

The proposed corporate restructuring mechanism by way of a scheme of merger by absorption is beneficial, advantageous and not prejudicial to the interest of the shareholders, creditors and other stakeholders. The proposed amalgamation of Transferor Company into Transferee Company is in consonance with the global corporate restructuring practices which intends and seeks to achieve flexibility and integration of size, scale and financial strength. The Transferor Company and the Transferee Company believe that the financial, and other resources of the Transferor Company and the Transferee Company pooled in the merged entity, will lead to increased competitive strength, cost reduction and efficiencies and logistic advantages, thereby contributing to future growth. Therefore, the management of the Transferor Company and the Transferee Company believe that this Scheme shall benefit the respective companies, shareholders and other stakeholders of respective companies, inter-alia, on account of the following reasons:

- a) Consolidation of businesses of the group;
- b) The proposed merger will also provide scope for value unlocking for shareholders given that the business of Transferor Company has achieved scale;
- c) Integration of business operations and provide significant impetus to its growth;
- d) Greater efficiency in cash management of the merged entity, and unfettered access to cash flow generated by the business which can be deployed more efficiently to fund growth opportunities;
- e) Garner the benefits arising out of economies of large scale and lower operating costs;
- f) Avoidance of duplication of administrative functions, reduction in multiplicity of legal and regulatory compliances and cost;
- g) Merger will result in increase in net worth of Transferee Company, which will facilitate effective and fast mobilization of financial resources for meeting increased capital expenditure;
- h) Merger shall result in efficient and focused management control and system.

There is no adverse effect of Scheme on the directors, key management personnel, shareholders, creditors, other security holders and employees of Transferor Company and Transferee Company. However, the Board of the Transferor Company upon merger shall stand dissolved without prejudice to decisions, actions, taken by the Board of the Transferor Company. The Scheme would be in the best interest of all stakeholders.

Due to the aforesaid rationale, it is considered desirable and expedient to enter into this Scheme for amalgamation by absorption of Transferor Company with the Transferee Company, and in consideration thereof issue equity shares of the Transferee Company to the shareholders of Transferor Company in accordance with this Scheme.

Accordingly, in order to achieve the above objectives, the Board of Directors of the Parties have resolved to make requisite applications and/or petitions before the Hon'ble National Company Law Tribunal/ Governmental Authority (as defined hereinafter) as the case may be and as applicable under Section 230 to 232 read with Sections 52 and 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, the rules framed thereunder and other applicable provisions for the sanction of this Scheme

#### **D. PARTS OF THE SCHEME**

The Scheme is divided into following parts:

PART I, which deals with the definitions and financial position of the Transferor Company and the Transferee Company;

PART II, which deals with the merger of the Transferor Company into the Transferee Company;

PART III, which deals with the accounting treatment to the Transferor Company and the Transferee Company under this Scheme;

PART IV, which deals with the general terms and conditions applicable to this Scheme.

The Scheme as set out herein in its present form or with any modifications(s) approved or imposed or directed by the NCLT shall be and shall be deemed to have been given effect to the merger of the Transferor Company into the Transferee Company.

**PART I**

**1. DEFINITIONS**

In this Scheme, unless inconsistent with the meaning or context, the following expressions shall have the following meanings:-

- 1.1 “**Act**” means the Companies Act, 2013 including any statutory modifications, re-enactment rules, regulations, notifications, amendments or statutory replacement or re-enactment or amendments thereof for the time being in force.
- 1.2 “**Accounting Standards**” means the Accounting Standards as notified under Section 133 of the Act read together with Rule 7 of The Companies (Accounts Rules) Rules, 2014, as amended from time to time, issued by the Ministry of Corporate Affairs and the other accounting principles generally accepted in India.
- 1.3 “**Applicable Law(s)**” means and includes any applicable central, provincial, local or other law including any statute, notification, bye laws, rules, regulations, permits, guidelines or common law, policy, code, directives, ordinance, schemes, notices, orders, decisions, injunctions, judgments, awards or instructions or law enacted or issued or sanctioned by any Appropriate Authority including any modification or re-enactment thereof for the time being in force and decrees of or agreements with any authority having jurisdiction over the Parties.
- 1.4 “**Appointed Date**” means 1 October 2024 or such other date as may be directed or approved by the Hon’ble National Company Law Tribunal or any other appropriate authority.
- 1.5 “**Board of Directors**” in relation to Transferor Company and/or Transferee Company, as the case may be, shall, unless it is repugnant to the context or otherwise, include a committee of directors or any person authorized by the board of directors or such committee of directors.
- 1.6 “**Effective Date**” means the last of the dates on which the conditions mentioned in Clause 20 are satisfied.
- 1.7 “**Employees**” means all the employees of the Transferor Company who are on the pay-roll of the Transferor Company as on the Effective Date.
- 1.8 “**Encumbrances**” means any options, pledge, mortgage, lien, security, interest, claim, charge, pre-emptive right, easement, limitation, attachment, restraint or any other encumbrances of any kind or nature whatsoever, and the term ‘Encumber’ or ‘Encumbered’ shall be construed accordingly.
- 1.9 “**Financial Year**” means the period commencing from 1st April of each year and ending at 31st March of each year..
- 1.10 “**Governmental Authority**” or “**Appropriate Authority**” means any applicable Central, State or Local Government, Legislative Body, Regulatory, Administrative or Statutory Authority, Agency or Commission or Department or Public or Judicial Body or Authority, including, but not limited, to Regional Director, Registrar of Companies, Securities and Exchange Board of India, BSE Limited, and Hon’ble NCLT.
- 1.11 “**Income Tax**” means any Tax imposed, levied, collected, withheld or assessed under the Income Tax Act.
- 1.12 “**Income Tax Act**” means the Indian Income Tax Act, 1961, as amended from time to time.

- 1.13 **“New Equity Shares”** means the equity shares issued to the shareholders of the Transferor Company pursuant to this Scheme.
- 1.14 **“Record Date”** means the date for the purpose of determining the Members of the Transferor Company to whom the shares in the Transferee Company will be allotted (if applicable) under the Scheme.
- 1.15 **“Registrar of Companies” or “ROC”** means the Registrar of Companies having jurisdiction over the Companies forming part of this Scheme.
- 1.16 **“RBI”** means the Reserve Bank of India.
- 1.17 **“Scheme”** means this Scheme of Merger by Absorption in its present form submitted to the NCLT for sanction or with any modification(s) made under Clause 19 of this Scheme and/or any modification(s) approved or imposed or directed by the NCLT.
- 1.18 **“SEBI”** shall mean the Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992”
- 1.19 **“SEBI Circular”** shall mean the circular issued by SEBI, being Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and any other circulars issued by SEBI applicable to schemes of Merger and amendments thereof.
- 1.20 **“Stock Exchanges”** means BSE Limited (**“BSE”**);
- 1.21 **“Transferee Company or “IIL”** means Innovassynth Investments Limited, a company incorporated under the Companies Act, 1956, and having its registered office situated at Shop No. 17, C-Wing, S. No. 55, C.T.S. No. -1655, Leena Heritage Co.Op. Housing Society, Khopoli, Raigarh(MH), Khopoli, Maharashtra, India - 410203.
- 1.22 **“Transferor Company or “ITIL”** means Innovassynth Technologies (India) Limited, a company incorporated under the Companies Act, 1956, having its registered office situated at Innovassynth Technologies (India) Limited, old Mumbai – Pune Road, Raigarh, Khopoli, Maharashtra, India – 410203.
- 1.23 **“Tribunal” or “NCLT” or “Competent Authority”** means the Hon’ble National Company Law Tribunal constituted under Section 408 of the Act.
- 1.24 **“Undertaking”** means the business, undertaking, properties, assets and liabilities, of whatsoever nature and kind and wheresoever situated pertaining to the entire business of the Transferor Company on a going concern basis, as on the Appointed Date and shall include, without limitation, the following:
- a. All the assets and properties (whether movable or immovable, tangible or intangible, real or personal, in possession or reversion, corporeal or incorporeal, present, future or contingent of whatsoever nature) of the Transferor Company, whether situated in India or abroad including, without limitation, all land whether freehold or leasehold or otherwise , buildings and structures, offices, branches, residential and other premises, capital work-in-progress, project work-in-progress, machines and equipment, furniture, fixtures, office equipment, computers, information technology equipment, laptops, server, vehicles, appliances, accessories, power lines, stocks, current assets (including inventories, sundry debtors, bills of exchange, loans and advances), investments of all

kinds (including shares, scrips, stocks, bonds, debenture stocks, units or pass through certificates, investment in subsidiaries), cash and bank accounts (including bank balances), contingent rights or benefits, benefits of any deposits, earnest monies, receivables, advances or deposits paid by or deemed to have been paid by the Transferor Company, financial assets, benefit of any bank guarantees, performance guarantees and letters of credit, leases (including lease rights), hire purchase contracts and assets, lending contracts, rights and benefits under any agreement, benefit of any security arrangements or under any guarantees, reversions, powers, tenancies in relation to the office and/or residential properties, rights to use and avail of telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interest held in trust, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, privileges, liberties and advantages of whatsoever nature and wheresoever situate belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by the Transferor Company or in connection with or relating to the Transferor Company and all other interests of whatsoever nature belonging to or in the ownership, power, possession or the control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Company, whether in India or abroad whether or not so recorded in the books of accounts or disclosed in the balance sheet of the Transferor Company;

- b. all permits, quotas, rights, entitlements, industrial and other licences, contracts, agreements, bids, tenders, letters of intent, expressions of interest, memorandums of understanding, offer letters, approvals, consents, subsidies, privileges, incentives, deductions, exemptions, rebates, allowances, amortization, tax credits [including but not limited to advance tax, self-assessment tax, regular tax, securities transaction tax, deferred tax assets/liabilities, Foreign Tax Credit, tax deducted at source, tax collected at source, accumulated losses under Income-tax Act, allowance for unabsorbed depreciation under Income-tax Act, tax refunds, tax losses and exemptions in respect of the profits of the undertaking of the Transferor Company for the residual period, i.e., for the period remaining as on the Appointed Date out of the total period for which the benefit or exemption is available in law if the merger pursuant to this Scheme does not take place, the input credit balances (including State Goods & Service Tax ('SGST'), Integrated Goods and Services Tax ('IGST') and Central Goods and Service Tax ('CGST') credits) under the Goods and Service Tax ('GST') laws, CENVAT/ MODVAT credit balances under Central Excise Act, 1944, sales tax law], all other rights including sales tax deferrals and exemptions and other benefits, duty drawback claims, rebate receivables, all customs duty benefits and exemptions, export and import incentives and benefits or any other benefits/ incentives/ exemptions/ given under any policy announcements issued or promulgated by the Government of India or state government or any other government body or authority or any other like benefits under any statute) receivables, and liabilities related thereto, licenses, powers and facilities of every kind, nature and description whatsoever, provisions and benefits of all agreements, contracts and arrangements and all other interests in connection with or relating to the Transferor Company, whether or not so recorded in the books of accounts of the Transferor Company;
- c. all debts, borrowings, obligations, duties and liabilities, both present and future, current and non-current (including deferred tax liabilities, contingent liabilities and the Liabilities and obligations under any licenses or permits or schemes) of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilized, whether secured or unsecured, whether in Rupees or foreign currency, whether provided for or not in the books of accounts or disclosed in the balance sheet of the Transferor

Company;

- d. All deposits and balances with Government, semi Government, local and other authorities and bodies, customers and other persons, earnest moneys and / or security deposits paid or received by the Transferor Company directly or indirectly;
- e. all trade and service names and marks, patents, copyrights, goodwill, designs and other intellectual property rights of any nature whatsoever, books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), drawings, computer programs, manuals, data, catalogues, quotations, sales and advertising material, lists of present and former customers and suppliers, other customer information, customer credit information, customer pricing information and all other records and documents, whether in physical or electronic form relating to business activities and operations of the Transferor Company;
- f. all earnest monies and/or security deposits paid by the Transferor Company;
- g. all staff and employees of the Transferor Company in service on the Effective Date and who are willing to become the employees of the Transferee Company including liabilities of the Transferor Company with regard to its employees, with respect to the payment of gratuity, superannuation, pension benefits and the provident fund or compensation or benefits, if any, in the event of resignation, death, voluntary retirement or retrenchment or otherwise;
- h. Right to any claim, including MAT (if any) not preferred or made by the Transferor Company in respect of any refund of tax, duty, cess or other charge, including any erroneous or excess payment thereof made by the Transferor Company and any interest thereon, with regard to any law, act or rule or scheme made by the Governmental Authority, and in respect of set-off, carry forward of unabsorbed losses, deferred revenue expenditure, deduction, exemption, rebate, allowance, amortization benefit, etc. under the Income-tax Act, 1961, Goods and Services Tax Act, 2017 or taxation laws of other countries or any other or like benefits under the said acts or under and in accordance with any law or act, whether in India or anywhere outside India;
- i. any statutory licenses, permissions, registrations or approvals or consents held by the Transferor Company required to carry on the operations shall stand vested in or transferred to the Transferee Company without any further act or deed and shall be appropriately mutated by the statutory authorities concerned therewith in favour of the Transferee Company and the benefit of all the statutory and regulatory permissions, environmental approvals and consents, registration or other licenses and consents shall vest in and become available to the Transferee Company as if they were originally obtained by the Transferee Company. In so far as the various incentives, subsidies, rehabilitation scheme, special status and other benefits or privileges enjoyed, granted by any Governmental Authority or by any other person, or availed by the Transferor Company, are concerned, the same shall vest with and be available to the Transferee Company on the same terms and conditions as applicable to the Transferor Company, as if the same had been allotted and/ or granted and/ or sanctioned and/ or allowed to the Transferee Company;

It is intended that the definition of Transferred Undertaking under this clause would enable the transfer of all property, assets, rights, duties, employees and liabilities of Transferor Company into the Transferee Company pursuant to this Scheme of Merger by Absorption;

## 2. **INTERPRETATIONS**

References to clauses and recitals, unless otherwise provided, are to clauses and recitals of and to this Scheme.

The headings herein shall not affect the construction of this Scheme.

Unless the context otherwise requires:

- i. The singular shall include the plural and vice versa, and references to one gender include all genders.
- ii. References to a person include any individual, firm, body corporate (whether incorporated), government, state or agency of a state or any joint venture, association, partnership, works council or employee representatives' body (whether or not having separate legal personality).
- iii. Reference to any law or to any provision thereof or to any rule or regulation promulgated thereunder includes a reference to such law, provision, rule or regulation as it may, from time to time, be amended, supplemented or re-enacted, or to any law, provision, rule or regulation that replaces it.

## 3. **DATE OF TAKING EFFECT**

Each section of the Scheme set out herein in its present form or with any modifications(s) approved or imposed or directed by the Hon'ble NCLT, Mumbai Bench under Clause 19 of the Scheme or any other Appropriate Authority, unless otherwise specified, be effective from the applicable Appointed Date but operative from the Effective Date.

Any references in the Scheme to 'upon the Scheme becoming effective' or 'upon this Scheme becoming effective' or 'effectiveness of the Scheme' shall mean the Effective Date.

The Scheme of Merger by Absorption of the Transferor Company with the Transferee Company shall be in accordance with Section 2(1B) of the Income-tax Act, 1961.

## 4. **SHARE CAPITAL**

- 4.1 The Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferor Company as on 31<sup>st</sup> March, 2024 was as under:

<b>Innovassynth Technologies (India) Limited (Transferor Company)</b>	
<b>Particulars</b>	<b>Amount in Rs.</b>
<b>Authorized Share Capital</b>	
7,60,00,000 Equity Shares of Rs.10 each	76,00,00,000
<b>Total</b>	<b>76,00,00,000</b>
<b>Issued, Subscribed and Paid-up</b>	
7,50,21,351 Equity Shares of Rs.10 each	75,02,13,510
<b>Total</b>	<b>75,02,13,510</b>

Subsequent to the above date and till the date of filing the Scheme with the Tribunal, there has been no change in the issued, subscribed and paid-up share capital of the Transferor Company.

- 4.2 The Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferee Company as on 31<sup>st</sup> March, 2024 was as under:

<b>Innovassynth Investments Limited (Transferee Company)</b>	
<b>Particulars</b>	<b>Amount in Rs.</b>
<b>Authorized Share Capital</b>	
2,50,00,000 equity shares of Rs.10 each	25,00,00,000
<b>Total</b>	<b>25,00,00,000</b>
<b>Issued, Subscribed, Called-up and Paid-up Capital</b>	
2,42,78,035 equity shares of Rs.10 each	24,27,80,350
<b>Total</b>	<b>24,27,80,350</b>

Subsequent to the above date, Transferee Company has proposed to make a preferential allotment. The revised Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferee Company post the preferential allotment will be as under:

<b>Innovassynth Investments Limited (Transferee Company)</b>	
<b>Particulars</b>	<b>Amount in Rs.</b>
<b>Authorized Share Capital</b>	
2,90,00,000 equity shares of Rs.10 each	29,00,00,000
<b>Total</b>	<b>29,00,00,000</b>
<b>Issued, Subscribed, Called-up and Paid-up Capital</b>	
2,79,84,285 equity shares of Rs.10 each	27,98,42,850
<b>Total</b>	<b>27,98,42,850</b>

Subsequent to the preferential allotment and till the date of filing the Scheme with the Tribunal, there has been no change in the issued, subscribed and paid-up share capital of the Transferee Company.

## PART II

### **5. TRANSFER AND VESTING**

- 5.1 With effect from the Appointed Date and upon this Scheme coming into effect, the Transferor Company along with its Undertaking shall stand merged with and be vested in the Transferee Company, as a going concern, without any further act or instrument and pursuant to the provisions of Sections 230 to 232 read with Sections 52 and 66 of the Act, together with all the properties, assets, rights, liabilities, benefits and interest therein, as more specifically described in the subsequent clauses of this Scheme.

#### **Transfer and Vesting of Assets**

- 5.2 All the estate, assets, properties, rights, claims, title, interest and authorities including accretions and appurtenances comprised in the Undertaking of whatsoever nature and where so ever situate shall, under the provisions of Sections 230 to 232 read with Sections 52 and 66 of the Act and all other applicable provisions of Applicable Law, if any, without any further act or deed, be and stand transferred to and vested in the Transferee Company and/or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become, as and from the Appointed Date, the estate, assets, properties, rights, claims, title, interest and authorities of the Transferee Company.
- 5.3 All immovable properties of the Transferor Company, if any, including land together with the buildings and structures standing thereon and rights and interests in immovable properties of the Transferor Company, whether freehold or leasehold or otherwise, and all documents of title, rights and easements in relation thereto shall be vested in and/or be deemed to have been vested in the Transferee Company by operation of law pursuant to sanctioning of the Scheme and upon the Scheme becoming effective, without any further act or deed done or being required to be done by the Transferor Company and/or the Transferee Company. Such assets shall stand vested in Transferee and shall be deemed to be and become the property as an integral part of the Transferee Company by operation of law. The Transferee Company shall be entitled to exercise all rights and privileges attached to such immovable properties and shall be liable to pay the ground rent and Taxes and fulfil all obligations in relation to or applicable to such immovable properties. The mutation or substitution of the title to the immovable properties shall, upon this Scheme becoming effective, be made and duly recorded in the name of the Transferee Company by the appropriate authorities pursuant to the sanction of this Scheme by the Tribunal and upon the coming into effect of this Scheme in accordance with the terms hereof. Further the mere filing thereof with the appropriate registrar or sub-registrar or with the relevant Government Authority shall suffice as a record of continuing title with Transferee Company and shall be constituted as a deemed mutation and substitution thereof. The Transferee Company shall upon the Scheme becoming effective be entitled to the delivery and possession of all documents of title to such immovable property in this regard. Further, at the discretion of Transferee Company, such immovable properties including leasehold rights can be vested pursuant to a separate conveyance or any other agreement as well.
- 5.4 Without prejudice to the provisions of Clause 5.2 and 5.3 above, in respect of such of the assets and properties of the Transferor Company as are movable in nature or incorporeal property or are otherwise capable of vesting or transfer by delivery or possession, or by endorsement and/or delivery, the same shall stand so transferred or vested by the Transferor Company upon the coming into effect of this Scheme, and shall, become the assets and property of the Transferee Company with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 read with Sections 52 and 66 of the Act, without requiring any deed or instrument of conveyance for transfer or vesting of the same.

- 5.5 In respect of such of the assets and properties belonging to the Transferor Company (other than those referred to in Clause 5.4 above) including sundry debtors, receivables, bills, credits, loans and advances, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any government, quasi government, local or other authority or body or with any company or other person, the same shall stand transferred to and vested in the Transferee Company and/or be deemed to have been transferred to and vested in the Transferee Company, without any further act, instrument or deed, cost or charge and without any notice or other intimation to any third party, upon the coming into effect of this Scheme and with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 read with Sections 52 and 66 of the Act.
- 5.6 All assets, rights, title, interest, investments and properties of the Transferor Company as on the Appointed Date, whether or not included in the books of the Transferor Company, and all assets, rights, title, interest, investments and properties, which are acquired by the Transferor Company on or after the Appointed Date but prior to the Effective Date, shall be deemed to be and shall become the assets, rights, title, interest, investments and properties of the Transferee Company, and shall under the provisions of Sections 230 to 232 read with Sections 52 and 66 and all other applicable provisions, if any, of the Act, without any further act, instrument or deed, be and stand transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company upon the coming into effect of this Scheme and with effect from the Appointed Date or from the date of their acquisition (after the Appointed Date but before the Effective Date) as the case may be, pursuant to the provisions of Sections 230 to 232 read with Sections 52 and 66 of the Act.
- 5.7 All the profits or costs, charges, or expenditure accruing to the Transferor Company in India and abroad or expenditure or losses arising or incurred or suffered by the Transferor Company shall for all purpose be treated and be deemed to be and accrue as the profits, costs, charges, expenditure or losses of Transferee Company, as the case may be.
- 5.8 All taxes (including but not limited to advance tax, self-assessment tax, regular tax, MAT paid u/s 115JB, securities transaction tax, deferred tax assets/liabilities, foreign tax credit, tax deducted at source, tax collected at source, accumulated losses under Income-tax Act, allowance for unabsorbed depreciation under Income-tax Act, value added tax, sales tax, service tax, customs duty, CGST, IGST, SGST, etc.), including any interest, penalty, surcharge and cess, if any, paid / payable by or refunded / refundable to the Transferor Company, including all or any refunds or claims shall be treated as the tax paid / payable by the Transferee Company, or as the case may be, refunds/claims, of the Transferee Company, and any tax incentives, advantages, privileges, deductions otherwise admissible such as under Section 40, 40A, 43B, etc. of the Income-tax Act, as would have been available to the Transferor Company, shall pursuant to this Scheme becoming effective, be available to the Transferee Company.
- 5.9 All the benefits under the various incentive schemes and policies that the Transferor Company is entitled to, if any, including tax credits, tax deferral, exemptions, holidays and benefits, subsidies, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed by the Transferor Company, rights of any claim not made by the Transferor Company in respect of any refund of tax, duty, cess or other charge, including any erroneous or excess payment thereof made by the Transferor Company and any interest thereon and all rights or benefits that have accrued or which may accrue to the Transferor Company, whether on, before or after the Appointed Date, shall upon this Scheme becoming effective and with effect from the

Appointed Date be transferred to and vest in the Transferee Company and all benefits, entitlements and incentives of any nature whatsoever, shall be claimed by the Transferee Company and these shall relate back to the Appointed Date as if the Transferee Company was originally entitled to all benefits under such incentive schemes and/or policies.

- 5.10 All the licenses, permits, registrations, quotas, entitlements, approvals, permissions, registrations, incentives, tax deferrals, exemptions and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the Transferor Company and all rights and benefits that have accrued or which may accrue to the Transferor Company, whether on, before or after the Appointed Date, including income tax benefits and exemptions, shall, under the provisions of Sections 230 to 232 read with Sections 52 and 66 of the Act and all other applicable provisions, if any, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in and/or be deemed to be transferred to and vested in and be available to the Transferee Company so as to become the licenses, permits, registrations, quotas, entitlements, approvals, permissions, registrations, incentives, tax deferrals, exemptions and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges of the Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions.
- 5.11 The registration in name of the Transferor Company like Profession Tax, GST, PAN, TAN, Shop Act Licenses and any other registration under any other statute, law, Enactment, Act, shall if permitted by law and unless otherwise directed by the court without any further act, deed, matter or thing be transferred in the name of the Transferee Company from the Effective Date.

#### **Transfer and Vesting of Liabilities**

- 5.12 Upon the coming into effect of this Scheme and with effect from the Appointed Date, all secured and unsecured debts, (whether in rupees or in foreign currency), all liabilities whether provided for or not in the books of the Transferor Company, duties and obligations of the Transferor Company alongwith any charge, encumbrance, lien or security thereon (hereinafter referred to as the "said Liabilities") shall be and stand transferred to and vested in or deemed to have been transferred to and vested in the Transferee Company, so as to become the debts, liabilities, duties and obligations of the Transferee Company, and further that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this Clause. It is clarified that in so far as the assets of the Transferor Company is concerned, the security or charge over such assets or any part thereof, relating to any loans, debentures or borrowing of the Transferor Company shall without any further act or deed continue to relate to such assets or any part thereof, after the Effective Date and shall not relate to or be available as security in relation to any or any part of the assets of the Transferee Company, save to the extent warranted by the terms of the existing security arrangements to which any of the Transferor Company and the Transferee Company are parties, and consistent with the joint obligations assumed by them under such arrangement.
- 5.13 Where any such debts, liabilities, duties and obligations of the Transferor Company as on the Appointed Date have been discharged by such Transferor Company on or after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to be for and on account of the Transferee Company upon the coming into effect of this Scheme.

- 5.14 All loans raised and utilized and all debts, duties, undertakings, liabilities and obligations incurred or undertaken by the Transferor Company after the Appointed Date, shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date.
- 5.15 Loans, advances and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time from the Appointed Date to the Effective Date become due between the Transferor Company and the Transferee Company shall, ipso facto, stand discharged and come to an end and there shall be no liability in that behalf on any party and the appropriate effect shall be given in the books of accounts and records of the Transferee Company.
- 5.16 It is clarified that the Scheme shall not in any manner affect the rights and interest of the Creditors of the Transferor Company or be deemed to be prejudicial to their interest.

**6. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS:**

- 6.1 Subject to other provisions of this Scheme, the Transferee Company shall accept all acts, deeds and things relating to the Undertaking of the Transferor Company done and executed by and/or on behalf of the Transferor Company on or after the Appointed Date as acts, deeds and things done and executed by and/or on behalf of the Transferee Company.
- 6.2 Subject to other provisions of this Scheme, all contracts, deeds, bonds, agreements, leases, insurance policies, letters of intent, memorandums of understanding, offer letters, undertaking, policies and other instrument of whatsoever nature relating to the Undertaking of the Transferor Company to which the Transferor Company is a party or to the benefit of which Transferor Company may be eligible, and which are subsisting or having effect on or before the Effective date shall be in full force and effect against or in favour of the Transferee Company and may be enforced as fully and effectually, as if, instead of the Transferor Company, the Transferee Company had at all material times been a party thereto.
- 6.3 Without prejudice to the other provisions of this Scheme and notwithstanding that vesting of the Undertaking occurs by virtue of this Scheme itself, the Transferee Company may, at any time after the coming into effect of this Scheme, in accordance with the provisions hereof, if so required under any law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or arrangements with any party to any contract or arrangement to which the Transferor Company is a party or any writings as may be necessary in order to give formal effect to the provisions of this Scheme. The Transferee Company shall, after the Effective Date, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Company and to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Company to be carried out or performed.
- 6.4 On this Scheme finally taking effect as aforesaid:
- i. All the agreements, guarantees, approvals, consents, permissions, licenses, sanctions, leases and the like entered into with and/or given by, as the case may be, the various Central/ State Governments, statutory or regulatory body or agencies or third parties with respect to the Transferor Company shall, without any further act, deed, matter or thing, stand transferred to and vested in the Transferee Company as if the same were

originally given by, issued to or executed in favour of the Transferee Company, and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company;

- ii. All business activities engaged in by the Transferor Company shall be continued by the Transferee Company; and
- iii. The Transferor Company shall stand dissolved without winding up.

## **7. ENCUMBRANCES**

- 7.1 The transfer and vesting of the assets comprised in the Undertaking to the Transferee Company under foregoing clauses of this Scheme shall be subject to the encumbrances, if any, affecting the same as hereinafter provided.
- 7.2 All encumbrances, if any, existing prior to the Effective Date over the assets of the Transferor Company shall, after the Effective Date, without any further act, instrument or deed, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date, provided that if any of the assets of the Transferor Company have not been encumbered, such assets shall remain unencumbered and the existing encumbrance referred to above shall not be extended to and shall not operate over such assets. Further, such encumbrances shall not relate or attach to any of the other assets of the Transferee Company. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above. Furthermore, no duty (including stamp duty), levy, cess of any nature will be payable by the Transferee Company at the time of transfer of the encumbrance, charge and/or right covered above with respect to the immovable property.
- 7.3 The existing encumbrances over the other assets and properties of the Transferee Company or any part thereof which relate to the Liabilities of the Transferee Company prior to the Effective Date shall continue to relate to such assets and properties and shall not extend or attach to any of the assets and properties of the Transferor Company transferred to and vested in the Transferee Company by virtue of this Scheme.
- 7.4 Any reference in any security documents or arrangements (to which the Transferor Company is party) to the Transferor Company and its assets and properties, shall be construed as a reference to the Transferee Company and the assets and properties of the Transferor Company transferred to the Transferee Company by virtue of this Scheme. Without prejudice to the foregoing provisions, the Transferee Company may execute any instruments or documents or do all the acts and deeds as may be considered appropriate, including the filing of necessary particulars and/or modification(s) of charge, with the Registrar of Companies to give formal effect to the above provisions, if required.
- 7.5 Upon the coming into effect of this Scheme, the Transferee Company shall be liable to perform all obligations in respect of the Liabilities, which have been transferred to it in terms of this Scheme.
- 7.6 It is expressly provided that, save as herein provided, no other term or condition of the Liabilities transferred to the Transferee Company is amended by virtue of this Scheme except to the extent that such amendment is required statutorily.
- 7.7 The provisions of this Clause 7 shall operate notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document; all of which instruments, deeds or writings or the terms of sanction or issue or any security document shall stand modified and/or superseded by the foregoing provisions.

## **8. TRANSFEROR COMPANY STAFF AND EMPLOYEES:**

On and from the Effective Date:

- 8.1 All employees of the Transferor Company in service on the Effective Date shall become the employees of the Transferee Company, on same terms and conditions and without any break or interruption in service and on terms and conditions not less favourable than those on which they are engaged by the Transferor Company as on the Effective Date. For the purpose of payment of any compensation, gratuity and other terminal benefits, the past services of such Employees with the Transferor Company and such benefits to which the Employees are entitled in the Transferor Company shall also be taken into account and paid (as and when payable) by the Transferee Company.
- 8.2 It is clarified that save as expressly provided for in this Scheme, the Employees who become the employees of the Transferee Company by virtue of this Scheme, shall not be entitled to the employment policies and shall not be entitled to avail of any schemes and benefits that may be applicable and available to any of the other employees of the Transferee Company, unless otherwise determined by the Transferee Company. The Transferee Company undertakes to continue to abide by any agreement/settlement, if any, entered into or deemed to have been entered into by the Transferor Company with any employee of the Transferor Company.
- 8.3 Insofar as the provident fund, gratuity fund, superannuation fund, retirement fund and any other funds or benefits created by the Transferor Company for its Employees or to which the Transferor Company is contributing for the benefit of its Employees (collectively referred to as the "Funds") are concerned, the Funds or such part thereof as relates to the Employees (including the aggregate of all the contributions made to such Funds for the benefit of the Employees, accretions thereto and the investments made by the Funds in relation to the Employees) shall be transferred to the Transferee Company and shall be held for the benefit of the concerned Employees. In the event the Transferee Company has its own funds in respect of any of the employee benefits referred to above, the Funds shall, subject to the necessary approvals and permissions and at the discretion of the Transferee Company, be merged with the relevant funds of the Transferee Company. In the event that the Transferee Company does not have its own funds in respect of any of the above or if deemed appropriate by the Transferee Company, the Transferee Company may, subject to necessary approvals and permissions, maintain the existing funds separately and contribute thereto until such time that the Transferee Company creates its own funds, at which time the Funds and the investments and contributions pertaining to the Employees shall be merged with the funds created by the Transferee Company.
- 8.4 In relation to those Employees for whom the Transferor Company is making contributions to the government provident fund or other employee benefit fund, the Transferee Company shall stand substituted for the Transferor Company, for all purposes whatsoever, including relating to the obligation to make contributions to the said fund in accordance with the provisions of such fund, bye laws, etc. in respect of such Employees, such that all the rights, duties, powers and obligations of the Transferor Company as the case may be in relation to such schemes/ Funds shall become those of the Transferee Company.

## **9. LEGAL, TAXATION AND OTHER PROCEEDINGS**

- 9.1 Upon the coming into effect of this Scheme, all suits, actions, and other proceedings including legal and taxation proceedings, (including before any statutory or quasi-judicial authority or tribunal) by or against the Transferor Company pending on the Effective Date shall be continued and/ or enforced by or against the Transferee Company as effectually and in the same manner and to the same extent as if the same had been instituted by or against the Transferee Company.

- 9.2 If any suit, appeal or other proceeding of whatever nature by or against the Transferor Company is pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against Transferee Company, as the case may be, in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company as if this Scheme had not been made.
- 9.3 In case of any litigation, suits, recovery proceedings which are to be initiated or may be initiated against the Transferor Company, Transferee Company shall be made party thereto and any payment and expenses made thereto shall be the liability of Transferee Company.

## **10. CONDUCT OF BUSINESS UNTIL EFFECTIVE DATE:**

- 10.1 With effect from the Appointed Date and upto and including the Effective Date:
- (i) the Transferor Company shall carry on and be deemed to have carried on all business and activities and shall hold and stand possessed of and shall be deemed to hold and stand possessed of all its estates, assets, rights, title, interest, authorities, contracts and investments for and on account of, and in trust for, the Transferee Company;
  - (ii) The Transferor Company shall carry on its business and activities with due business prudence and diligence and shall not, without prior written consent of the Transferee Company or pursuant to any pre-existing obligation, sell transfer or otherwise alienate, charge, mortgage, encumber or otherwise deal with any part of its assets nor incur or accept or acknowledge any debt, obligation or liability except as is necessary in the ordinary course of business.
  - (iii) all profits and income accruing or arising to the Transferor Company, and losses and expenditure arising or incurred by them (including taxes, if any, accruing or paid in relation to any profits or income) for the period commencing from the Appointed Date shall, for all purposes, be treated as and be deemed to be the profits, income, losses or expenditure (including taxes), as the case may be, of the Transferee Company;
  - (iv) any of the rights, powers, authorities or privileges exercised by the Transferor Company shall be deemed to have been exercised by the Transferor Company for and on behalf of, and in trust for and as an agent of the Transferee Company. Similarly, any of the obligations, duties and commitments that have been undertaken or discharged by the Transferor Company shall be deemed to have been undertaken for and on behalf of and as an agent for the Transferee Company; and
  - (v) all taxes (including, without limitation, income tax, sales tax, service tax, VAT, excise and custom duties, Central Goods and Service Tax law (CGST), State Goods and Service Tax law (SGST) and Integrated Goods and Service Tax law (IGST), foreign taxes, etc.) paid or payable by the Transferor Company in respect of the operations and/or the profits of the Transferor Company before the Appointed Date, shall be on account of the Transferor Company and, insofar as it relates to the tax payment (including, without limitation, income tax, sales tax, service tax, VAT, excise and custom duties, CGST, SGST, IGST, foreign taxes, etc.), whether by way of deduction at source, tax collected at source, advance tax, self-assessment tax, regular tax, or otherwise howsoever, by the Transferor Company in respect of the profits or activities or operation of the Transferor Company with effect from the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company, and, shall, in all proceedings, be dealt with accordingly.
  - (vi) If and to the extent there are inter-corporate loans, deposits, balances or agreements as

between the Transferor Company and Transferee Company, the obligations in respect thereof shall, on and from the Appointed Date, stand cancelled and there shall be no obligation/outstanding balance in that behalf.

- (vii) The Transferor Company shall not alter its equity capital structure either by fresh issue of shares or convertible securities (on a rights basis or by way of bonus shares or otherwise) or by any decrease, reduction, reclassification, sub-division, consolidation, re-organisation or by undertaking amalgamation or demerger or any other mode of restructuring or in any other manner, except by and with the consent of the Board of Directors of the Transferee Company.
- (viii) Without prejudice to the provisions of Clauses 5 to 9, with effect from the Appointed Date, all inter-party transactions between the Transferor Company and the Transferee Company shall be considered as intra-party transactions for all purposes from the Appointed Date.
- (ix) For the avoidance of doubt, it is hereby clarified that nothing in the scheme shall prevent the Transferee Company from declaring and paying dividends, whether interim or final, to its equity shareholders.
- (x) For the avoidance of doubt, it is hereby further clarified that nothing in the scheme shall prevent the Transferee Company from issuance of bonus shares, rights issue, splitting or consolidation of its shares, making investments or undertaking merger or demerger or any other mode of restructuring.

## **11. COMPLIANCE WITH TAX LAWS**

- 11.1 This Scheme has been drawn up to comply with the conditions as specified under Section 2(1B) of the Income-tax Act, 1961 and other relevant provisions of the Income-tax Act, 1961. If any terms or provisions of this Scheme are found or interpreted to be inconsistent with the provisions of the said section at a later date including resulting from a retrospective amendment of law or for any other reason whatsoever, till the time the Scheme becomes effective, the provisions of the said section of the Income-tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(1B) of the Income-tax Act, 1961 and other relevant provisions of the Income-tax Act, 1961. Such modification will, however, not affect the other parts of the Scheme.
- 11.2 On or after the Effective Date, the Transferor Company and the Transferee Company are expressly permitted to revise their financial statements and returns along with prescribed forms, filings and annexure under the Income-tax Act, 1961, (including for the purpose of re-computing tax on book profits, carry forward and set-off of tax losses and claiming other tax benefits), service tax, sales tax, VAT, excise and customs laws, as may be applicable, CGST, SGST, IGST and other tax laws and to claim refunds and/or credits for taxes paid by Transferor Company (including minimum alternate tax, dividend distribution tax and foreign taxes), and to claim tax benefits under the Income Tax Act including any credit for dividend distribution tax on dividend received by the Transferor Company from Transferor Company's subsidiary/ies and other tax laws etc. and for matters incidental thereto, if required to give effect to the provisions of this Scheme.
- 11.3 All tax assessment proceedings/ appeals of whatsoever nature by or against the Transferor Company pending and/or arising at the Appointed Date and relating to the Transferor Company shall be continued and/or enforced until the Effective Date as desired by the Transferee Company. As and from the Effective Date, the tax proceedings shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company. Further, the aforementioned proceedings shall not abate or be discontinued nor be in any way prejudicially

affected by reason of the merger of the Transferor Company with the Transferee Company or anything contained in the Scheme of Merger by Absorption.

- 11.4 The Transferee Company shall also be permitted to claim refunds / credits in respect of any transaction between the Transferor Company and the Transferee Company. Without prejudice to the generality of Clause 11.3 above, upon the Scheme becoming effective, the Transferee Company shall be permitted to revise, if it becomes necessary, its income tax returns and related withholding tax certificates, including withholding tax certificates, relating to transactions between the Transferor Company and the Transferee Company, and to claim refunds, advance tax and withholding tax credits, benefit of credit for minimum alternate tax/ dividend distribution tax (including any credit for dividend distribution tax on dividend received by the Transferor Company)/, foreign taxes and carry forward of accumulated losses etc., pursuant to the provisions of this Scheme.
- 11.5 Any tax liabilities under the Income-tax Act, 1961, service tax, sales tax, VAT, excise and customs laws, as may be applicable, CGST, SGST, IGST or other applicable laws/ regulations dealing with taxes/ duties/ levies allocable or related to the Transferor Company to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred to the Transferee Company. Any surplus in the provision for taxation / duties / levies account including advance tax and tax deducted at source as on the date immediately preceding the Appointed Date will also be transferred to the account of the Transferee Company.
- 11.6 Any refund under the Income-tax Act, 1961, Customs Act 1962, Service tax, Goods and Service Tax laws, applicable State Value Added Tax laws or other applicable laws/ regulations dealing with taxes/ duties/ levies allocable or related to the Transferor Company and due to the said Transferor Company consequent to the assessment made on the said Transferor Company for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.
- 11.7 All taxes/ credits / refunds including income-tax, tax on book profits, credit for minimum alternate tax, dividend distribution tax and foreign taxes, service tax, sales tax, VAT, excise and customs duty, as may be applicable, CGST, SGST, IGST, etc. paid or payable by the said Transferor Company in respect of the operations and/ or the profits of the Transferred Undertaking, as applicable before the Appointed Date, shall be on account of the Transferor Company and, in so far as it relates to the tax payment (including, without limitation, income-tax, tax on book profits, service tax, foreign taxes, sales tax, VAT, excise and customs duty, as may be applicable, CGST, SGST, IGST etc. whether by way of deduction at source, advance tax, MAT credit or otherwise) howsoever, by the Transferor Company in respect of the profits or activities or operation of the business after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company and shall, in all proceedings, be dealt with accordingly. Further, any tax deducted at source by the Transferor Company and the Transferee Company on payables to said Transferor Company /Transferee Company which has been deemed not to be accrued, shall be deemed to be advance taxes paid by the Transferee Company and shall, in all proceedings, be dealt with accordingly.
- 11.8 Obligation for deduction of tax at source on any payment made by or to be made by the Transferor Company under the Income-tax Act, 1961, Goods and Service Tax, or other applicable laws / regulations dealing with taxes/ duties / levies shall be made or deemed to have been made and duly complied with by the Transferee Company.
- 11.9 Without prejudice to the generality of the above, all benefits, incentives, losses, credits (including, without limitation income tax, tax on book profits, Goods and Service Tax, other applicable tax etc.) to which the Transferor Company is entitled to in terms of applicable laws, shall be available to and vest in the Transferee Company.

**12. ALTERATIONS/AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF TRANSFEREE COMPANY:**

With respect to the Transferee Company, upon the Scheme being effective:

- 12.1 Upon the occurrence of the last of the dates on which the certified copy of the order of the NCLT at Mumbai, is filed with the relevant Registrar of Companies, Mumbai the name of Transferee Company shall be deemed to have been changed from “Innovassynth Investments Limited” to “Innovassynth Technologies (India) Limited” or such other alternate name as may be permitted by the Registrar of Companies, Mumbai in accordance with relevant provisions of the Act.
- 12.2 Upon the coming into effect of this Scheme, the authorized share capital of the Transferee Company shall stand increased, without any further act, instrument or deed on the part of the Transferee Company including payment of stamp duty and fees payable to Registrar of Companies, by the authorized share capital of the Transferor Company being amounting to Rs. 76,00,00,000/- comprising of 7,60,00,000 equity shares of Rs. 10/- each. Hence, the authorized share capital of the Transferee Company shall amount to Rs. 1,05,00,00,000/- comprising of 10,50,00,000 equity shares of Rs. 10/- each and the Memorandum of Association and Articles of Association of the Transferee Company (relating to the authorized share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended, and the consent of the shareholders of the Transferee Company to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under the applicable provisions of the Act would be required to be separately passed, as the case may be and for this purpose the stamp duty and fees paid on the authorized share capital of the Transferor Company shall be utilized and applied to the increased authorized share capital of Transferee Company and there would be no requirement for any further payment of stamp duty and/or fee by Transferee Company for increase in the authorized share capital to that extent.
- 12.3 It is hereby clarified that the consent of the shareholders of Transferee Company to this Scheme shall be deemed to be sufficient for the purpose of effecting the aforementioned amendment and that no further resolution under Section 13 or Section 61 or 64 or any other applicable provisions of the Act, would be required to be separately passed. Clause V of the Memorandum of Association and Clause 4 of the Articles of Association of the Transferee Company shall stand substituted without any further act instrument or deed by virtue of and upon the coming into effect of this Scheme to read as follows:

**Clause V of the Memorandum of Association of the Transferee Company:**

“The Authorized Share Capital of the Company is Rs. 1,05,00,00,000 (Rupees Hundred and Five Crores only) divided into 10,50,00,000 (Ten Crore Fifty Lakhs only) equity shares of Rs. 10 (Ten) each with the power to increase, consolidate, sub-divide, cancel, original or increased, with or subject to any rights or conditions as regards dividend, repayment of capital or otherwise in accordance with the Company’s regulations and the provisions of the said Act. The Company shall have power to convert fully paid-up shares into stock and to reconvert stock into shares”

**Clause 4 of the Articles of Association of the Transferee Company:**

“4. The Authorised Share Capital of the Company is Rs. 1,05,00,00,000 (Rupees Hundred and Five Crores only) divided into 10,50,00,000 (Ten Crore Fifty Lakhs only) equity shares of Rs. 10 (Ten) each with power to increase, consolidate, sub-divide, cancel and/or reduce the capital of the Company and to issue any of these shares in the capital, original or increased, with or subject to any rights or conditions as regards dividend, repayment of capital or otherwise in accordance with the Company's regulations and the provisions of the Said Act. The Company shall have power to convert fully paid-up shares into stock and to reconvert stock into shares. The Company shall have power to issue equity shares with differential rights as to dividend, voting or otherwise,

in accordance with such rules and subject to such conditions as may be prescribed, from time to time, by the Government of India. The share(s), in the capital of the Company, for the time being, whether original or increased, may be divided into several classes, with any preferential, qualified or other special rights, privileges, conditions or restrictions attached thereto, whether in regard to dividend, voting, return of capital or otherwise. The Company shall have power to issue redeemable preference shares. If and whenever the capital of the Company is divided into shares of different classes, rights of any class may and whether or not the company is being wound-up, be varied, modified, affected, extended, abrogated or surrendered with the consent of the in writing of the holders of three-fourth of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. To every such separate meeting, the provisions of these regulations relating to general meeting shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class in question.”

- 12.4 With effect from the Appointed Date, without following any further procedure, the Transferee Company shall be deemed to be authorized to commence such business as laid down in the Main and Object Clauses of the Memorandum of Association of the Transferor Company.

### **13. CONSIDERATION**

- 13.1 Upon the Scheme becoming effective and upon merger of Transferor Company with Transferee Company, the Transferee Company shall, without any further act or deed, issue and allot equity shares, credited as fully paid up, to the extent indicated below, to every member of the Transferor Company whose names appear in the register of members of Transferor Company (other than to the extent of shares already held by the Transferee Company), on the Record Date or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title in the following proportion viz:

***1 (One) equity share of the face value Rs. 10 each of IIL shall be issued and allotted as fully paid up for every 1 (One) equity shares of the face value of Rs. 10 each fully paid up held in ITIL***

- 13.2 If any equity shareholders of the Transferor Company becomes entitled to a fractional equity share to be issued by the Transferee Company pursuant to Clause 13.1 above, the Transferee Company shall not issue fractional equity shares to such shareholders of the Transferor Company, but shall consolidate all such fractional entitlements of all equity shareholders of the Transferor Company and the Board of the Transferee Company shall, without any further act, instrument or deed, issue and allot such Equity shares that represent the consolidated fractional entitlements to a trustee nominated by the Board of the Transferee Company (“Trustee”) and the Trustee shall hold Equity shares, with all additions or accretions thereto, in trust for the benefit of the equity shareholders of the Transferor Company who are entitled to the fractional entitlements for the specific purpose of selling such Equity shares in the market within a period of 90 (ninety) days from the date of allotment of shares and on such sale, distribute to the equity shareholders in proportion to their respective fractional entitlements, the net sale proceeds of such Equity Shares (after deduction of applicable taxes and costs incurred and subject to the withholding tax, if any). It is clarified that any such distribution shall take place only after the sale of all the Equity Shares of the Transferee Company that were issued and allotted to the Trustee pursuant to this Clause 13.2.
- 13.3 The New Equity Shares to be issued and allotted to the equity shareholders of Transferor Company pursuant to Clause 13.1 of this Scheme shall be issued and allotted in dematerialized form to the equity shareholders of Transferor Company. In the event any member of the Transferor Company entitled to receive New Equity Shares pursuant to clause 13.1 hold shares in physical form, the Board of Directors of the Transferee Company shall issue corresponding

equity shares in dematerialized form to a trustee nominated by its Board of the Transferee Company (“Trustee”). The Trustee shall hold these equity shares in trust for the benefit of such members and shall transfer the same to the respective members of the Transferor Company once such members provide details of his/her/its demat account to the Trustee, along with such other documents as may be required by the Trustee. The respective members of the Transferor Company shall have the same right as other shareholders of the Transferee Company, including the right to receive dividend, voting rights and other corporate benefits, pending the transfer of New Equity Shares from the Trustee to the respective member.

- 13.4 The New Equity Shares to be issued and allotted to the equity shareholders of Transferor Company pursuant to Clause 13.1 of this Scheme shall be subject to the Memorandum and Articles of Association of the Transferee Company and shall rank pari passu with the existing equity shares of Transferee Company in all respects including dividends.
- 13.5 The New Equity Shares to be issued and allotted to the equity shareholders of Transferor Company pursuant to Clause 13.1 of this Scheme shall be issued free from all liens, charges, equitable interests, encumbrances and other third party rights of any nature whatsoever to respective equity shareholder of Transferor Company whose name is recorded in the register of members of Transferor Company as of the Record Date.
- 13.6 The Board of Directors of the Transferee Company shall, if and to the extent required, apply for and obtain any approvals from concerned Government / Regulatory authorities for the issue and allotment of New Equity Shares pursuant to Clause 13.1 of the Scheme.
- 13.7 The Transferee Company shall apply for listing of its equity shares issued in terms of Clause 13.1 above with the Stock Exchanges in terms of and in compliance of the SEBI Circular. The equity shares issued by the Transferee Company in terms of Clause 13.1 above, pursuant to the Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the Stock Exchanges.
- 13.8 Transferee Company’s Equity Shares to be issued and allotted to the equity shareholders of Transferor Company pursuant to Clause 13.1 of this Scheme will be listed and/or admitted to trading on the BSE where the equity shares of Transferee Company are listed and/or admitted to trading. Transferee Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with the applicable laws or regulations for complying with the formalities of the said stock exchanges.
- 13.9 In the event of there being any pending share transfers with respect to the application lodged for transfer by any shareholder of Transferor Company, the Board of Directors or any committee thereof of Transferor Company if in existence, or failing which the Board of Directors or any committee thereof of Transferee Company shall be empowered in appropriate case, even subsequent to the Record Date to effectuate such a transfer in Transferor Company as if such changes in registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor or the transferee of the share(s) in Transferor Company and in relation to the Transferor Company Equity Shares after the Scheme becomes effective.
- 13.10 New Equity Shares to be issued and allotted by Transferee Company to the equity shareholders of Transferor Company pursuant to Clause 13.1 of this Scheme, in respect of any equity shares in Transferor Company which are held in abeyance under the provisions of Section 126 of the Act, pending allotment or settlement of dispute, by order of court or otherwise, be held in abeyance by Transferee Company.
- 13.11 Approval of this Scheme by the equity shareholders of the Transferee Company shall be deemed to be due compliance of the provisions of Section 61 of the Act and the other relevant and

applicable provisions of the Act for the issue and allotment of New Equity Shares by Transferee Company pursuant to Clause 13.1 of this Scheme.

- 13.12 The approval of this Scheme by the equity shareholders of Transferee Company under Sections 230 to 232 read with Sections 52 and 66 of the Act shall be deemed to have the approval under Sections 13, 14, 42, 62 and 188 and any other applicable provisions of the Act and any other consents and approvals required in this regard.

**14. CANCELLATION OF SHARES**

- 14.1 In relation to the equity shares held by the Transferee Company in Transferor Company, upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the holding of the Transferee Company in the Transferor Company and the issued and paid-up capital of the Transferor Company shall stand cancelled on the Effective Date without any further act, instrument or deed and to that extent no shares will be issued by the Transferee Company.

### **PART III**

#### **15. ACCOUNTING TREATMENT:**

On this Scheme taking effect, the Transferee Company shall account for Amalgamation of the Transferor Company with the Transferee Company in its books of accounts as under:

- 15.1 Notwithstanding anything to the contrary, upon the Scheme becoming effective, the Transferee Company shall give effect to the amalgamation in accordance with 'Indian Accounting Standard (Ind-AS) and other Ind-AS (as may be applicable) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other generally accepted accounting principles as applicable on the Appointed Date.
- 15.2 Any inter-company balances, loans and advances, payables and receivable investments, guarantees, etc. between the Transferor Company and the Transferee Company will stand cancelled or discharged.
- 15.3 The Transferee Company shall account the deemed consideration at its fair market value and such amount shall be credited to the Restructuring Reserve Account.
- 15.4 The difference between deemed consideration and fair market value of net assets to be acquired, any impact arising on account of clause 15.2 above and consequential adjustments to share capital and reserves as per provisions of Ind AS and other generally accepted accounting principles, shall be adjusted in the Restructuring Reserve Account by the Transferee Company.
- 15.5 The resultant balance in the Restructuring Reserve Account (after adjustments referred in clause 15.3 and 15.4 above), if debit, shall be adjusted against the Securities Premium Account.
- 15.6 Aforesaid utilization of securities premium and consequential capital reduction shall be effected as an integral part of this Scheme itself and not under a separate procedure, in terms of Section 52(1) read with Section 66 of the Act, and the order of the NCLT sanctioning this Scheme shall be deemed to be an order under Section 66 of the Act, or any other applicable provisions, confirming the reduction. The consent of the shareholders of the Transferor Company and the Transferee Company to this Scheme shall be deemed to be the consent of its shareholders for the purpose of effecting the reduction under the provisions of Section 52(1) read with Section 66 of the Act as well and no further compliances would be separately required. The Transferee Company shall not, nor shall be obliged to, (i) call for a separate meeting of its shareholders and / or creditors for obtaining their approval sanctioning the reduction of the securities premium account of the Transferee Company; or (ii) obtain any additional approvals / compliances under section 66 and section 52 of the Act.
- 15.7 Notwithstanding the above, the Board of Directors of the Transferee Company, in consultation with its statutory auditors, is authorized to account for any of these balances in any manner whatsoever, as may be deemed fit, in accordance with the prescribed Indian Accounting Standards specified as per Section 133 of the Act read with relevant rules issued thereunder and applicable accounting standards prescribed under the Act.

#### **16. SAVING OF CONCLUDED TRANSACTIONS**

- 16.1 The transfer and vesting of the entire business and Transferred Undertaking of the Transferor Company pursuant to this Scheme, and the continuance of proceedings under Clause 9 above shall not affect any transaction or proceedings already concluded by the Transferor Company on or after the Appointed Date for Merger till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company in respect thereto, as if done and executed on its behalf.

**17. DISSOLUTION OF THE TRANSFEROR COMPANY**

- 17.1 On the Scheme becoming effective, the Transferor Company shall stand dissolved without being wound up and without any further act or deed by the parties.
- 17.2 On and with effect from the Effective Date, the name of the Transferor Company shall be struck off from the records of the appropriate Registrar of Companies.
- 17.3 Even after the Scheme becomes effective, the Transferee Company shall be entitled to operate all bank accounts of the Transferor Company and realize all monies and complete and enforce all pending contracts and transactions in respect of the Transferor Company in the name of the Transferee Company in so far as may be necessary until the transfer and vesting of rights and obligations of the Transferor Company to the Transferee Company under this Scheme is formally effected by the parties concerned.

**PART IV**

**18. APPLICATION TO THE NCLT**

- 18.1 The Transferor Company and Transferee Company shall make necessary applications / petitions under Sections 230 to 232 read with Sections 52 and 66 and other applicable provisions of the Act to the NCLT for sanction of this scheme and other incidental matters thereto under the provisions of the law including but not limited to seeking orders for dispensing with or convening, holding and conducting of the meetings of the respective classes of the members and/or creditors of the Transferor /Transferee Companies, as may be directed by the NCLT or such other appropriate authority.
- 18.2 The Transferor Company shall take all necessary steps for sanctioning of this Scheme and for its dissolution without winding up, and apply for and obtain such other approvals, if any, required under the law.

**19. MODIFICATIONS/AMENDMENTS TO THE SCHEME:**

- 19.1 The Transferor Company and the Transferee Company, through their respective Board of Directors, may, in their full and absolute discretion, assent to any alterations or modifications in this Scheme which the Tribunal may deem fit to approve or impose and may give such directions as they may consider necessary to settle any questions or difficulty that may arise under the Scheme or in regard to its implementation or in any matter connected therewith (including any question or difficulty arising in connection with any deceased or insolvent shareholder of the respective Companies). In the event that any conditions are imposed by the Tribunal which the Transferor Company or the Transferee Company find unacceptable for any reason whatsoever then the Transferor Company and/or the Transferee Company shall be entitled to withdraw the Scheme.
- 19.2 For the purpose of giving effect to the Scheme or to any modification thereof, the Board of Directors are hereby authorized to give such directions and / or to take such steps as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise.

**20. SCHEME CONDITIONAL ON APPROVALS/SANCTIONS:**

- 20.1 The effectiveness of the Scheme is conditional upon and subject to:
- (i) The requisite sanction or approval from Securities and Exchange Board of India, Stock Exchanges, Registrar of Companies, Regional Director, Official Liquidator as may be applicable or as may be directed by the Tribunal
  - (ii) The Scheme being approved by the respective requisite majority of the members of the Transferor Company and the Transferee Company and the requisite orders of the Tribunal being obtained;

Notwithstanding the above, the Scheme is conditional upon Scheme being approved by the public shareholders through e-voting in terms of Part – I (A)(10)(a) of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June, 2023 and the scheme shall be acted upon only if vote cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.

- (iii) The certified copy of the order of the Tribunal under Section 230 to 232 read with Sections 52 and 66 and other applicable provisions of the Act sanctioning the scheme being filed with the Registrar of Companies, Maharashtra at Mumbai by the Transferor

and Transferee Companies

- (iv) Any other sanction or approval of any governmental or regulatory authority, as may be considered necessary and appropriate by the respective Board of Directors of the Transferor Company and the Transferee Company, being obtained and granted in respect of any of the matters for which such sanction or approval is required.

20.2 On the approval of this Scheme by the shareholders of the Transferor Company and the Transferee Company, if required, such shareholders shall also be deemed to have resolved and accorded all relevant consents under the Act or otherwise to the same extent applicable in relation to the merger set out in this Scheme, related matters and this Scheme itself.

## **21. EFFECT OF NON RECEIPT OF APPROVALS/SANCTIONS**

21.1 In the event of any of the said sanctions and approvals referred to in the preceding Clause not being obtained and/ or the Scheme not being sanctioned by the Appropriate Authority and / or the Order not being passed as aforesaid within such period or periods as may be agreed upon between the Transferor Company and the Transferee Company by their Board of Directors (and which the Board of Directors of the Transferor Company and Transferee Company are hereby empowered and authorized to agree to and extend the Scheme from time to time without any limitation) this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

21.2 If any part of this Scheme hereof is invalid, held illegal or unenforceable, under any present or future laws, then it is the intention of the parties that such part shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to any party, in which case the parties shall attempt to bring about a modification in the Scheme, as will best preserve for the parties the benefits and obligations of the Scheme, including but not limited to such part.

## **22. WITHDRAWAL OF THE SCHEME**

22.1 The Transferee Company and the Transferor Company shall be at liberty to withdraw this Scheme at any time as may be mutually agreed by all of the Boards of Directors of the Transferee Company and the Transferor Company prior to the Effective Date. In such a case, the Transferee Company and the Transferor Company shall respectively bear their own cost or as may be mutually agreed. It is hereby clarified that notwithstanding anything to the contrary contained in this Scheme, the Transferee Company and the Transferor Company shall not be entitled to withdraw the Scheme unilaterally without the prior written Consent of the other company.

## **23. COSTS, CHARGES AND EXPENSES**

23.1 All costs, charges and expenses including stamp duty and registration fee of any deed, document, instrument or order of the Central Government or the NCLT, as the case may be, including this Scheme or in relation to the Scheme or in relation to or in connection with negotiations leading up to the Scheme and of carrying out and implementing the terms and provisions of this Scheme and incidental to the completion of arrangement in pursuance of this Scheme shall be borne and paid in a manner mutually decided by the Board of Directors of each of the Transferee Company and the Transferor Company.

## **24. GENERAL TERMS AND CONDITIONS:**

- 24.1 The respective Board of Directors of the Transferor Company and the Transferee Company may empower any Committee of Directors or Officer(s) or any individual director, officer or other person to discharge all or any of the powers and functions, which the said Board of Directors are entitled to exercise and perform under the Scheme.
- 24.2 In the event of any inconsistency between any of the terms and conditions of any earlier arrangement between the Transferee Company and the Transferor Company and their respective shareholders and/or creditors, and the terms and conditions of this Scheme, the latter shall prevail.
- 24.3 Upon the Scheme becoming effective, the same shall be binding on the Transferor Company, the Transferee Company and all concerned parties (including but not limited to shareholders, creditors, employees, concerned regulations authorities, etc.) without any further act, deed, matter or thing.
- 24.4 If any part of this Scheme is invalid, ruled illegal by any Tribunal or authority of competent jurisdiction or unenforceable under the present or future laws, then it is the intention of the parties that such part shall be severable from the remainder of this Scheme and this Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to any party, in which case the Parties shall attempt to bring about a modification in this Scheme, as will best preserve for the Parties, the benefits and obligations of this Scheme, including but not limited to such part.
- 

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PAKHALI

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Date: 2025.04.30  
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THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH, COURT – I

C.A.(CAA)/145 (MB)/ 2025

*In the matter of*  
*The Companies Act, 2013 (18 of*  
*2013)*  
*and*  
*Section 232 r/w Section 230 of*  
*The Companies Act, 2013 and other*  
*applicable provisions of the*  
*Companies*  
*Act, 2013*  
*read with the Companies*  
*(Compromises, Arrangements and*  
*Amalgamations) Rules, 2016;*  
*In the matter of*  
*Scheme of Merger by Absorption*

**Innovassynth Technologies (India) Limited**

CIN: U24110MH2001PLC134105 ...Applicant Company 1/  
Transferor Company 1

**Innovassynth Investments Limited**

CIN: L67120MH2008PLC178923 ...Applicant Company 2/  
Transferee Company

*(Collectively referred as Applicant Companies)*

*Order delivered on 25.06.2025*

**Coram:**

**Shri Prabhat Kumar**

Hon'ble Member (Technical)

**Justice V.G. Bisht (Retd.)**

Hon'ble Member (Judicial)



*(Appearances)*

For the Applicant Companies : Mr. Kunal Mehta a/w Mr.  
Shamal Tambade i/b  
Crawford Bayley

**ORDER**

1. The present scheme is a Scheme of Merger by Absorption under Section 232 r/w Section 230 of the Companies Act, 2013 and Section 52 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder between **Innovassynth Technologies (India) Limited** (Transferor Company) with **DBG Innovassynth Investments Limited** (Transferee Company) and their respective shareholders ('Scheme').
2. The Board of Directors of the Applicant Companies i.e. Transferor Company and Transferee Company in its Board meeting held on 23.08.2024 have approved the scheme for merger by absorption with the appointed date fixed as 01.04.2024.
3. The Transferor Company is engaged in the business of developing, scaling up and manufacturing of specialty chemicals and pharmaceuticals intermediates. The Transferee Company is an investment company and holds investments in Transferor Company. The Transferor Company is listed on BSE Limited and BSE has already issued letter dated 12<sup>th</sup> May 2025 granting no objection to the filing of the scheme.



4. **Rationale of the Scheme.**

It is stated that the proposed corporate restructuring mechanism by way of a scheme of merger by absorption is beneficial, advantageous and not prejudicial to the interest of the shareholders, creditors and other stakeholders. The proposed amalgamation of Transferor Company into Transferee Company is in consonance with the global corporate restructuring practices which intends and seeks to achieve flexibility and integration of size, scale and financial strength. The Transferor Company and the Transferee Company believe that the financial, and other resources of the Transferor Company and the Transferee Company pooled in the merged entity, will lead to increased competitive strength, cost reduction and efficiencies and logistic advantages, thereby contributing to future growth. Therefore, the management of the Transferor Company and the Transferee Company believe that this Scheme shall benefit the respective companies, shareholders and other stakeholders of respective companies, inter-alia, on account of the following reasons:

- a. Consolidation of businesses of the group;
- b. The proposed merger will also provide scope for value unlocking for shareholders given that the business of Transferor Company has achieved scale;
- c. Integration of business operations and provide significant impetus to its growth;
- d. Greater efficiency in cash management of the merged entity, and unfettered access to cash flow generated by the business which can be deployed more efficiently to fund growth opportunities;
- e. Garner the benefits arising out of economies of large scale and lower operating costs;



- f. Avoidance of duplication of administrative functions, reduction in multiplicity of legal and regulatory compliances and cost;
- g. Merger will result in increase in net worth of Transferee Company, which will facilitate effective and fast mobilization of financial resources for meeting increased capital expenditure;
- h. Merger shall result in efficient and focused management control and system.

There is no adverse effect of Scheme on the directors, key management personnel, shareholders, creditors, other security holders and employees of Transferor Company and Transferee Company. However, the Board of the Transferor Company upon merger shall stand dissolved without prejudice to decisions, actions, taken by the Board of the Transferor Company. The Scheme would be in the best interest of all stakeholders.

**5. Consideration**

- a. Upon the Scheme becoming effective and upon merger of Transferor Company with Transferee Company, the Transferee Company shall, without any further act or deed, issue and allot equity shares, credited as fully paid up, to the extent indicated below, to every member of the Transferor Company whose names appear in the register of members of Transferor Company (other than to the extent of shares already held by the Transferee Company), on the Record Date or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title in the following proportion viz:



*1 (One) equity share of the face value Rs. 10 each of IIL shall be issued and allotted as fully paid up/ or every 1 (One) equity shares of the face value of Rs. 10 each fully paid up held in IITIL;*

- b. In relation to the equity shares held by the Transferee Company in Transferor Company, upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the holding of the Transferee Company in the Transferor Company and the issued and paid-up capital of the Transferor Company shall stand cancelled on the Effective Date without any further act, instrument or deed and to that extent no shares will be issued by the Transferee Company.
6. The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company as on 31<sup>st</sup> March 2024 was as under:

Particulars	Amount (INR)
<b>Authorised Share Capital</b>	
2,50,00,000 equity shares of Rs. 10/- each	25,00,000,00
<b>Total</b>	<b>25,00,000,00</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
2,42,78,035 equity shares of Rs.10 each	24,27,80,350/-
<b>Total</b>	<b>24,27,80,350 /-</b>

7. The Authorised, Issued, Subscribed and Paid-up share capital of the Transferee Company as on 31<sup>st</sup> March 2024 was as under:

Particulars	Amount (INR)
<b>Authorised Share Capital</b>	
2,90,00,000 equity shares of Rs.10 each	29,00,00,000/-
<b>Total</b>	<b>29,00,00,000/-</b>



<b>Issued, Subscribed and Paid-up Share Capital</b>	
2,79,84,285 equity shares of Rs. 10 each	27,98,42,850/-
<b>Total</b>	<b>27,98,42,850/-</b>

8. There are Twenty-Seven (27) Equity Shareholders in the Transferor Company holding an aggregate amount of Rs. 7,50,21,351 equity shares as on 30.04.2025. The Transferee Company holds 36.73% shareholding in the Transferor Company.
9. There are Twenty-Seven Thousand, Six Hundred and Fifty (27,650) holding Rs. 2,79,84,285/- (Two crore seventy-nine lakh eighty-four thousand two hundred eighty-five only) as on 25.04.2025.
10. This Bench directs the Applicant Companies to convene the meeting of equity shareholders of Transferor Company as well as Transferee Company through video conferencing or other audio-visual means and not in the physical presence of shareholders, for the purpose of considering, and, if thought fit, approving, with or without modification(s), the proposed Scheme. In addition to the above, the Applicant Companies shall also provide the facility of remote e-voting to each of its equity shareholders to cast their vote in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2014, and therefore, in accordance thereto, the remote e-voting period shall remain open for at least 3 days and shall close at 5 p.m. on the date preceding the date of meeting of equity shareholders.
11. In terms of the meeting to be convened of equity shareholders of the Applicant Companies, it is hereby directed as under:



- i. At least 30 (thirty) clear days before the meeting of the equity shareholders of the Transferor as well as Transferee Company, a notice in the prescribed form CAA.2, indicating the place, day, date, and time of convening the said meeting, together with a copy of the Scheme and a statement disclosing all material facts as required under Section 230(3) of the Companies Act, 2013, read with Rule 6 of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016, shall be sent to the equity shareholders who are holding shares at least 7 (seven) days prior to the dispatch of the notice to the equity shareholders. The notice will be sent either by electronic mail (to those shareholders whose e-mail addresses are available) or by registered post, air mail, courier, speed post, or hand delivery (for those whose e-mail addresses are not available), as per the records of the Transferor as well as Transferee Company.
- ii. That at least 30 clear days before the said meeting of the concerned equity shareholders of the Transferor as well as Transferee Company, to be held as aforesaid, an advertisement of notice in prescribed Form No. CAA.2 as per Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, indicating the place, day, date and time of convening the said meeting of the equity shareholders, stating that the copies of the Scheme and the statement required to be furnished pursuant to Section 230(3) of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 shall be obtained free of charge at the registered office of the Transferor as well as Transferee Company, be published one each in English language and the



translation thereof in Marathi language both having circulation in Mumbai.

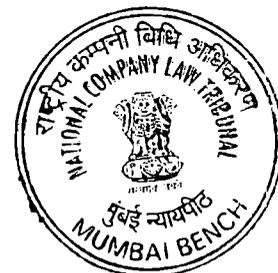
12. The Transferor as well as Transferee Company undertakes to:
- i. Issue notice convening meeting of the Equity Shareholders as per Form No. CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;
  - ii. Issue statement containing all the particulars as per Section 230 of the Companies Act, 2013; and
  - iii. Advertise the notice convening meeting as per Form No. CAA.2 (Rule 7) of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016.

The undertaking is accepted.

13. Dr. Virendra Singh, Retired IRS, NCLT, Mob: 9013143333, email [mbtgln@gmail.com](mailto:mbtgln@gmail.com) shall be the Chairperson of the meeting of Equity Shareholders of the Transferor as well as Transferee Company with a remuneration of Rs. 1,50,000/-. The Scrutinizer for the meeting of the Transferee Company shall be Mr. Keval Mahendra Shah, Chartered Accountant, Mob: 9869977076, email with a remuneration of Rs.50,000/-.
14. The Transferor as well as Transferee Company shall issue notice of the meeting of Equity Shareholders of Applicant Company 3 after approval of the notice by the Chairman. The said Chairperson shall have all powers under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as may be applicable for meeting of Equity Shareholders convened and held through video conferencing or other audio-visual mode, in relation to the conduct of the meeting including for deciding procedural questions that may arise at the meeting



- or at any adjournment thereof or any other matter including, an amendment to the Scheme or resolution, if any, proposed at the meeting by any Equity Shareholder.
15. The quorum for the aforesaid meeting of the Equity Shareholders of the Transferor as well as Transferee Company shall be as prescribed under Section 103 of the Companies Act, 2013.
  16. The value and number of the equity shares of each equity shareholder of Transferor as well as Transferee Company shall be in accordance with the books/ register of the Applicant Companies or depository records which should be dated not earlier than 7 days from date of meeting of equity shareholders and where the entries in the books/ register/ depository records are disputed, the Chairperson of the meeting shall determine the value for the purpose of the aforesaid meeting and his/her decision in that behalf would be final.
  17. The Chairperson of the meeting as aforesaid, shall file a compliance affidavit not less than 7 (Seven) days before the date fixed for holding of the meeting of the Equity Shareholders of the Transferor as well as Transferee Company and report to this Tribunal that the directions regarding the issue of notices and advertisements have been duly complied with, as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
  18. The voting for the meeting of the Equity Shareholders of the Transferor as well as Transferee Company on the proposed Scheme shall be allowed by mechanism of e-voting by shareholders or by their respective authorized representative. The voting by authorized representative, in case of a body



corporate be permitted, provided that the authorization duly signed by the person entitled to attend and vote at the meeting is filed with the Transferor as well as Transferee Company respectively, in physical or electronic mode, at its registered office or email or to the scrutinizer, at least 48 (Forty-Eight) hours before the aforesaid meeting, as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

19. The Chairperson(s) of the meeting shall report to this Tribunal, the result of the aforesaid meeting within 30 (Thirty) days of the conclusion of the said Meeting of the Equity Shareholders of the Third Applicant Company respectively, and the said report shall be verified by the undertaking as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
20. There are One (1) Secured Creditor in the Transferor Company for an amount of Rs. Rs. 18,01,74,137.66/- (Rupees Eighteen Crore One Lakh Seventy-Four Thousand One Hundred Thirty-Seven and Sixty-Six Paisa) under Fund-Based facilities and the outstanding amount of Rs.4,18,29,149.60/- (Rupees Four crore eighteen lakh twenty-nine thousand one hundred forty-nine rupees and sixty Paisa) under Non-Fund-Based facilities, total credit aggregating to Rs. 22,20,03,287.26/- The Applicant Companies submits that the sole secured creditor of the Transferor Company has issued consent in writing on affidavit for approval of the scheme. In view of the consent issued by the sole secured creditor, the question of convening of meeting does not arise, accordingly, dispensed with.



21. There are no secured Creditors in the Transferee Company i.e. Innovassynth Investments Limited as on April 30, 2025, does not, the same is certified by the chartered account in its report dated 21.05.2025.
22. There are 223 (Two Hundred and Twenty-Three) Unsecured Creditors under Sr. No 1 having payable a sum of Rs. 40,01,59,939/- (Forty crore one lakh fifty-nine thousand nine hundred thirty-nine only) and an Amount of Rs. 13,89,06,100/- (Rs. Thirteen crore eighty-nine lakh six thousand one hundred only), under Sr. No 2 of the attached List, is in nature of provision for leave encashment, LTA, Bonus, Salary payable etc. and is therefore, not due and payable to any particular creditor. Further, a sum of Rs. 76,08,569/- (Seventy Six lakh eight thousand five hundred sixty nine only) under Sr. 3, of the attached list, like Profession tax, PF, TDS etc. which is payable periodically and will be paid on its due date. Accordingly, as on April 30, 2025, Innovassynth Technologies India Limited, has aggregate amount due and payable to unsecured creditor is a sum of Rs.54,66,74,609/- (Forty-six crore eighty-seven lakh Fifty Thousand Nine Hundred Sixty-Eight only). The Applicant Companies states that the scheme is a scheme contemplated u/s 230(1)(b) of the Code and not accordance with 230(1)(a) as there is no compromise or arrangement with the creditors as no sacrifice is called for. Further, the rights of the unsecured creditor are not anyway affected since there will be no reduction in the claims and the assets of the second applicant company post sanctioning will be sufficient to discharge their claims. The Applicant Companies also states that post-merger the Net Worth of the Transferee Company shall be 77.73 Crores which will be sufficient enough to discharge the liabilities of the unsecured



creditors. In view of decision of decision of *Mahaamba Investments Ltd. vs Idi Limited*, this Bench feels it appropriate to ~~dispense the meeting of unsecured creditors with a direction that~~ the Transferor Company shall issue notice to the individual unsecured creditors through Registered Post/Speed Post and through email at their registered known address with a direction that they may file their objection/representation with this Tribunal within thirty (30) days, if fails, it will be presume that they have no objection for approval of the scheme.

23. There is 8 (Eight) Unsecured Creditor having an outstanding value of Sr. No 1 having payable a sum of, 6,35,30,361.18/- (Rupees Six crore Thirty-Five lakh thirty thousand three hundred sixty-one and Eighteen Paisa only) as the list attached hereto. A sum of, 9,51,337.00/- (Rupees Nine lakh fifty-one thousand three hundred thirty-seven only) under Sr. 2, of the attached list, is in nature of provision for audit fees, leave encashment, LTA, Bonus, Salary payable etc and is therefore, not due and payable to any particular creditor. Accordingly, as on April 30, 2025, Innovassynth Investments Limited, has aggregate amount due and payable to unsecured creditor is a sum of, 6,44,81,698.18 /- (Rupees Six crore forty-four lakh eighty-one thousand six hundred ninety-eight and eighteen Paisa only). The Applicant Company states that three unsecured creditors having 99.76% in value have given consent in writing on affidavit for approval of the scheme. In view of the consent affidavit issued by majority of the shareholders as contemplated u/s 230(9) of the Companies Act, 2013 the question of convening of meeting does not arise, accordingly, dispensed with.
24. The Applicant Companies shall serve the notice, upon -



- (i) The Central Government through the office of Regional Director, Western Region, Mumbai;
- (ii) Registrar of Companies, Maharashtra at Mumbai;
- (iii) Concerned Income Tax Authorities within whose jurisdiction the Applicant Companies' assessments are made and Nodal Officer of Income Tax Department i.e. Pr. Chief Commissioner of Income Tax, 3<sup>rd</sup> Floor, Aaykar Bhawan, Maharishi Karve Road, Mumbai - 400020, e-mail: Mumbai.pccit@incometax.gov.in;
- (iv) BSE Limited or any other statutory where the securities of Petitioner companies are listed or traded;
- (v) SEBI;
- (vi) Reserved Bank of India;
- (vii) concerned Goods and Service Tax Department; and
- (viii) The Official Liquidator, High Court, Bombay  
(only in case of the Transferor Company).

*with a direction that they may submit their representations in relation to the Scheme, if any, to this Tribunal within 30 days from the date of receipt of the said notice, with a copy thereof to the concerned Applicant Companies, failing which it shall be presumed that concerned authorities have no objection to make on the proposed Scheme.*

25. The Notice shall be served through by Registered Post-AD/ Speed Post/ and through email along with copy of Scheme and state that "If no response is received by the Tribunal from the concerned Authorities within 30 days of the date of receipt of the notice it will be presumed that the concerned Authorities has no objection to the proposed Scheme". It is clarified that



notice service through courier shall be taken on record only in cases where it is supported with Proof of Delivery having acknowledgement of the notice.

26. The Applicant Companies will submit, to the extent not forming part of the scheme, –
- Details of Pending Cases/Litigations under IBC or any other court;
  - Details of Corporate Guarantee, Performance Guarantee and Other Contingent Liabilities, if any.
  - The Applicant Companies shall submit details of all Letters of Credit sanctioned and utilized as well as Margin Money details; if any.
27. The Applicant Companies to file affidavit of service in the registry proving dispatch of notices to the Regulatory authorities and do report to this Tribunal that the directions regarding the issue of notices have been duly complied with.

Sd

**Prabhat Kumar**  
Member (Technical)

Sd

**Justice V.G. Bisht**  
Member (Judicial)



Certified True Copy \_\_\_\_\_  
Date of Application 18/07/2025  
Number of Pages 14  
Fee Paid Rs. 70/-  
Applicant called for collection copy on 22/7/25  
Copy prepared on 22/7/2025  
Copy Issued on 22/7/2025  
*Ravi H. ...*  
Assistant Registrar  
National Company Law Tribunal Mumbai Bench

**NATIONAL COMPANY LAW TRIBUNAL****COURT ROOM NO. 1****MUMBAI BENCH****Item No. 15****COMP.APPL/ 181(MB)2025 IN C.A.(CAA)/145(MB)2025**

CORAM:

**SH. PRABHAT KUMAR****JUSTICE V.G. BISHT (Retd.)****HON'BLE MEMBER (TECHNICAL)****HON'BLE MEMBER (JUDICIAL)**

ORDER SHEET OF THE HEARING ON 09.07.2025

NAME OF THE PARTIES: **INNOVASSYNTH TECHNOLOGIES (INDIA)  
LIMITED**

Section 230-232 of the Companies Act, 2013

**ORDER****COMP.APPL/ 181(MB)2025**

1. Adv. Kunal Mehta, Adv. Shamal Tambade i/b Crawford Bayley & Co. for the Applicant present.
2. This Company Application has been filed for rectification of typographical errors in the Order dated June 25, 2025 passed by the National Company Law Tribunal, Mumbai Bench in Company Scheme Application CA (CAA) 145/MB12025 in the matter of the Companies Act, 2013 read with Section 52 and Section 66 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
3. We have perused the records and are of considered view that the Order dated June 25, 2025 passed in Company Scheme Application CA (CAA) 145/MB12025 requires modification to correct the errors crept therein. Accordingly, we pass the following order modifying the order dated June 25, 2025 passed in Company Scheme Application CA (CAA) 145/MB/2025 :



- a. In the Cause Title (Page 1), the words “*Section 230 to 232 r/w Section 52 and Section 66 of the Companies Act, 2013*” shall be substituted in place of words “*Section 232 r/w Section 230 of the Companies Act, 2013*”;
- b. In Para No.1, third line (Page 2), the words “*and Section 66*” shall be inserted after the words “*Section 52*” and before the words “*and other applicable provisions of the Companies Act, 2013*”;
- c. In Para No.1, sixth line (Page 2), the word “*DBG*” shall be deleted;
- d. In Para No.2, fifth line (Page 2), the figure “*01.10.2024*” shall be substituted in place of figure “*01.04.2024*”;
- e. In Para 3, fifth line (Page 2), the words “*Transferee*” shall be substituted in place of words “*Transferor*”;
- f. In Para No.6 second line (Page 5), the words and figures “*31<sup>st</sup> March, 2024*” shall be substituted by the words and figures “*30<sup>th</sup> April, 2025*”. Further in Para No.6 below second line (Page 5), the existing table shall be deleted and the following table shall be inserted -

Particulars	Amount (INR)
<b>Authorized Share Capital</b>	
7,60,00,000 Equity Shares of Rs.10 each	76,00,00,000
<b>Total</b>	<b>76,00,00,000</b>
<b>Issued, Subscribed and Paid-up</b>	
7,50,21,351 Equity Shares of Rs.10 each	75,02,13,510
<b>Total</b>	<b>75,02,13,510</b>

- g. In Para No.7 second line (Page 5), the words and figures “*31<sup>st</sup> March, 2024*” shall be substituted by the words and figures “*30<sup>th</sup> April, 2025*”;



- h. In Para No.9 second line (Page 6), the words “*Equity Shareholders in the Transferee Company*” shall be inserted after the figure “(27,650)” and before the word “*holding*”;
- i. In Para 10 (Page 6), the words “*and not in physical presence of shareholders*” shall be substituted by the words “*or physical presence of shareholders*”;
- j. In Para No. 18 third line (Page 14), the words “*mechanism of e-voting*”, and the words “*by means of physical presence*” shall be inserted after the words “*representative*” in the fourth line;
- k. In Para No.14 second line (Page 8), the words and figures “*Applicant Company 3*” shall be substituted by the words “*Applicant Companies*”;
- l. In Para No. 19 fourth line (Page 10), the words “*Third Applicant Company*” shall be substituted by the words “*Applicant Companies*”;
- m. In Para No.22 fifteenth/sixteenth line (Page 11), the words “*(Forty-Six Crore Eighty-Seven Lakh Fifty Thousand Nine Hundred Sixty-Eight only)*” shall be replaced by the words “*(Fifty-Four Crore Sixty-Six Lakh Seventy-Four Thousand Six Hundred Nine only)*”;
4. Rest of the order shall remain unchanged. This Order shall form part of the Order dated 25.06.2025.
5. We have taken note of the submission of the Applicant Companies that both the Transferor Company and the Transferee Company are not regulated by Reserve Bank of India, however, considering that the name of Transferee Company includes the word “Investments”, accordingly, we are directed the service of notice to the Reserve Bank of India. Further, the mistake pointed out in Para No.8 (Page 6) does not requires any modification as the suggested modification only contemplates



insertion of the amounts in words and the face value of shares. In our considered view it cannot be termed as a mistake.

6. In of the above, COMP.APPL/ 181(MB) of 2025 is **allowed and disposed of**.

-Sd/-

**PRABHAT KUMAR**  
**MEMBER (TECHNICAL)**

Rehan Shaikh

-Sd/-

**JUSTICE V.G. BISHT**  
**MEMBER (JUDICIAL)**



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Date of Application 18/7/2025  
Number of Pages 4  
Fee Paid Rs. 20/-  
Applicant called for collection copy on 24/7/25  
Copy prepared on 22/7/2025  
Copy Issued on 24/7/2025

*Res HCV*  
Assistant Registrar  
National Company Law Tribunal Mumbai Bench

# Chemistry of possibilities

### Revenue (₹ in lakhs)



### EBIDTA (₹ in lakhs)



### PAT (₹ in lakhs)



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Non-Executive Directors	:	Mr. Viren Raheja
	:	Mr. Akshay Raheja
Independent Directors	:	Mr. Prosenjit Gupta (from 25.08.2023)
	:	Dr. K. N. Ganesh
	:	Mr. Bharat Chovatia (up to 05.06.2023)
Managing Director & Chief Executive Officer	:	Dr. Hardik Joshipura
Chief Financial Officer	:	Mr. Raghuveer A.
Company Secretary	:	Mr. Rahul R. Kadam (up to 28.05.2024)

### REGISTERED OFFICE & WORKS

Old Mumbai- Pune Road, Khopoli, Dist. Raigad-410203  
 Phone : (02192) 260100 Fax: (02192) 263628  
 E-mail ID : [itil@innovassynth.com](mailto:itil@innovassynth.com)  
 Website: [www.innovassynth.com](http://www.innovassynth.com)

### R & D UNIT

2<sup>nd</sup> Floor of Genesis Square Building, Plot No. 15,  
 International Biotech Park,  
 MIDC Phase II, Rajiv Gandhi Infotech Park,  
 Maan, Hinjewadi, Pune- 411057  
 Phone : (020) 61921000

### REGISTRAR AND SHARE TRANSFER AGENTS

Satellite Corporate Services Pvt. Ltd.  
 Unit. No 49, Building No. 13 AB, 2<sup>nd</sup> Floor,  
 Samhita Commercial Co-Op Society Ltd,  
 Off Andheri Kurla Rd, MTNL Lane, Sakinaka, Mumbai-400072.  
 Tele. : +91-22-28520461/462 Fax : +91-22-2851 1809  
 E-mail : [service@satellitecorporate.com](mailto:service@satellitecorporate.com)

### AUDIT COMMITTEE

Chairman	:	Mr. Prosenjit Gupta (from 25.08.2023)
Members	:	Dr. K. N. Ganesh
	:	Mr. Viren Raheja

### NOMINATION AND REMUNERATION COMMITTEE

Chairman	:	Dr. K. N. Ganesh
Members	:	Mr. Prosenjit Gupta (from 25.08.2023)
	:	Mr. Viren Raheja

### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Chairman	:	Dr. Hardik Joshipura
Members	:	Mr. Viren Raheja
	:	Mr. Prosenjit Gupta (from 25.08.2023)

### STATUTORY AUDITOR

M/s. Deloitte Haskins & Sells LLP

### SECRETARIAL AUDITOR

M/s. SUSHIL TALATHI & ASSOCIATES

### INTERNAL AUDITORS

M/s. KPMG Assurance and Consulting Services LLP

### BANKER

M/s. Axis Bank Ltd

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# Message from MD & CEO



Dear Shareholders,

We acknowledge that the performance of our company did not meet the initial expectations as we encountered unexpected setbacks that prevented us from achieving the desired revenue. Due to sluggish global demand, company's FY24 revenue got impacted both in Life Science and Contract manufacturing segment of our business. We will continue to make efforts in evaluating opportunities to strengthen business in future.

We have had over 25 customer audits/visits last year & I would like to thank team Innovassynth for demonstrating technical strength & our commitments to Quality.

Our continuous efforts on sustainability initiative helped us to upgrade our rating to "Gold", making us to top 5 % of the companies, rated by Ecovadis, world's trusted provider of Business sustainability rating.

I would like to express my gratitude for your support and confidence in our vision and capabilities.

**Dr. Hardik Joshipura**  
Managing Director & CEO

## Notice

To,  
The Members,  
Innovassynth Technologies (India) Limited,  
Khopoli, Raigad, 410203

Notice is hereby given that the TWENTY THIRD ANNUAL GENERAL MEETING (AGM) of the members of Innovassynth Technologies (India) Limited will be held on Friday, 09<sup>th</sup> August 2024 at registered office of the Company i.e., Old Mumbai-Pune Road, Khopoli-410 203, Mumbai Area, India at 11:30 a.m. Indian Standard Time to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Annual Financial Statements for the year ended 31<sup>st</sup> March 2024 and the Report of the Director's & Auditor's thereon.
2. To re-appoint Mr. Akshay Raheja (DIN: 00288397) as a director of the Company who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 3. TO APPROVE APPOINTMENT OF MR. PROSENJIT GUPTA (DIN 10278007) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the appointment of Mr. Prosenjit Gupta (DIN 10278007), be and is hereby approved as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for term of five years commencing from 25<sup>th</sup> August 2023 up to 24<sup>th</sup> August 2028.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder Mr. Prosenjit Gupta (DIN 10278007) shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

**RESOLVED FURTHER THAT** Any Directors or Company Secretary be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

#### 4. APPROVAL FOR PAYMENT OF REMUNERATION TO DR. HARDIK JOSHIPURA (DIN 09392511), MANAGING DIRECTOR & CEO:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Rules framed thereunder, including any statutory modifications or re-enactment thereof and the Articles of Association of the Company, approval of the Members be and is hereby accorded for the increased overall limit of maximum remuneration to the Managing Director and CEO [Dr Hardik Joshipura (DIN 09392511)], of the company not exceeding Rupees Four Crores p.a. in excess of the statutory limits prescribed under the Companies Act, 2013.

**FURTHER RESOLVED THAT** the Board in its meeting held on 27<sup>th</sup> May 2024 ratified and approved the increased overall limit of maximum remuneration, in excess of the statutory limits, prescribed under the Companies Act, 2013, paid and payable to the Managing Director and CEO [Dr Hardik Joshipura (DIN 09392511)], of the company not exceeding Rupees Four Crores p.a.

**FURTHER RESOLVED THAT** save and except as aforesaid, all other terms and conditions of appointment of Hardik Joshipura (DIN 09392511), Managing Director & CEO agreed between Company and Dr Hardik Joshipura shall continue to remain in force and effect. The Board of Directors of the Company and the Company Secretary be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto”

#### NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('Act') in respect of the Special Business under item no. 3 and 4 of the notice, is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (the “meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights, may appoint a single person as a proxy, who shall not act as a proxy for any other member.
4. Body Corporates are entitled to appoint authorized representatives to attend the AGM and participate therein casting their votes.
5. The registers under the Companies Act, 2013 are available for inspection at the registered office of the Company during business hours between 11.00 am to 1.00 pm except on holidays.
6. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company during business hours between 11.00 am to 01.00 am. except on holidays, up to and including the date of the Annual General Meeting of the Company.
7. Members are requested to:
  - (a) Notify immediately of any change in their address to the Company.
  - (b) Quote their folio number in all correspondence with the Company.

**By order of the Board of Directors  
For, Innovassynth Technologies (India) Limited**

**Dr. Hardik Joshipura**  
Managing Director & CEO  
DIN: 09392511  
Pune, 25<sup>th</sup> June 2024

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:

The following explanatory statement sets out all material facts relating to the special business as mentioned in the accompanying notice:

### ITEM NO.3:

#### TO APPROVE APPOINTMENT OF MR. PROSENJIT GUPTA (DIN 10278007) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Prosenjit Gupta was appointed by the Board as an Additional Director with effect from 25<sup>th</sup> Augst 2023, As per provisions of section 161 of companies act 2013, Additional director so appointed shall hold office up to date of next Annual general meeting or last date on which the annual general meeting should have held, whichever is earlier. Accordingly, Mr. Prosenjit Gupta (DIN 10278007) holds office up to the date of this AGM and his appointment needs to be approved by members in AGM.

Brief profile of Mr. Prosenjit Gupta:

A Chartered Accountant by profession, has superannuated from HDFC Ltd in 2020 after serving 29 long years. The last position held by him at HDFC was Senior General Manager – Treasury. He is very well networked with the BFSI sector in Mumbai and is a regular speaker in various forums/conferences on Securitization. Currently Mr Prosenjit Gupta is advisor to a few entities engaged in Consulting, Risk and Assurance services, Wealth Management, Corporate Turnaround strategies. He also advises a few start-ups developing platforms for CSR activities, Corporate Appraisal through GST data etc.

The board recommends the ordinary resolution as set out in item no. 3 for approval by the members. Except for the appointee, none of the directors and KMP of the Company are concerned or interested in the resolution as set out at item no. 3 of this notice.

### ITEM NO.4:

#### APPROVAL FOR PAYMENT OF REMUNERATION TO DR. HARDIK JOSHIPURA (DIN 09392511), MANAGING DIRECTOR & CEO:

Pursuant to the provisions of Schedule V to the Companies Act, in case of no profits or inadequate profits during the tenure of a managerial personnel (i.e. Managing Director, Whole-time Director or Manager), remuneration shall be paid as per the applicable slab prescribed based on the 'Effective Capital' of the Company. Provided remuneration more than the permissible slab may be paid, if shareholders pass a special resolution.

In view of anticipated losses and inadequate profit for FY 2023-24, the remuneration paid and payable to the Managing Director is in excess of the statutory limits, prescribed under the Companies Act, 2013. Therefore, ratification and approval of the shareholders is required by way of a special resolution.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No.4 is provided under **Annexure A**.

The details of the remuneration of Dr. Hardik Joshipura, Managing Director, and the principal terms and conditions of re-appointment are as provided in **Annexure B**.

The board recommends the special resolution as set out in item no. 4 for approval by the members. Except Dr. Hardik Joshipura, none of the directors and KMP of the Company are concerned or interested in the resolution as set out at item no. 4 of this notice.

### Annexure A

<b>1. Nature of industry</b>	Innovassynth is a Custom Development & Manufacturing organization. Company trusted partners to Pharma & Diagnostics, Organometallics, Petrochemical & Polymers, Flavours & Fragrance, and Specialty Chemical companies worldwide.
<b>2. Date or expected date of commencement of commercial production</b>	The Company is in existence and already commenced production hence not applicable.
<b>3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Not applicable
<b>4. Financial performance based on given indicators</b>	As per financials, mentioned in the Annual report.
<b>5. Foreign Investments or collaborations, if any</b>	No

#### Information of Dr Hardik Joshipura, Managing Director & CEO:

<b>1. Background details</b>	<p>Dr. Hardik Joshipura is the MD &amp; CEO of the company. Prior to joining Innovassynth, he held several leadership roles of increasing responsibilities with Sigma Aldrich &amp; later with Merck KGaA including manufacturing, Sales and Global Strategic Marketing. He started his career with Zydus Cadila where he was selected directly as Project Leader R&amp;D and eventually went to lead the Contract Research R&amp;D for its Fine Chemical business. In Sigma Aldrich, he was instrumental in setting up the catalog chemicals production facility. He later spearheaded 'India for Asia strategy' and drove localization efforts for bulk chemicals outsourcing and manufacturing which was subsequently implemented globally post-acquisition of Sigma Aldrich by Merck KGaA. Post acquisition, he moved to a Global role where he headed Global Strategic Marketing for process chemicals across Pharma and Bio-Pharma. Dr Hardik Joshipura is PhD in Organic Chemistry and Alumnus of Harvard Business School (HBS), Boston, MA, USA where he pursued his alternative to an Executive MBA program.</p>
<b>2. Past remuneration (excluding commission)</b>	As specified in "Annexure B"
<b>3. Recognition or awards</b>	During his long-term association with Sigma Aldrich Corp, he has been recognized for his techno-commercial knowledge which helped him to transition from a technical to a business role having general management responsibilities for CMO BU in India. The company also sponsored a Leadership Development program leading to Alumni status of the prestigious Harvard Business School in USA (2015-2017).
<b>4. Job profile and his suitability</b>	<p>Dr. Hardik Joshipura, Managing Director &amp; CEO is required to devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board.</p> <p>In the views of Board of Directors, due to his flexibility of work role and experience in Life Science and Specialty Chemical Industry, he is suitable for the position of Managing Director &amp; CEO of the Company.</p>
<b>5. Remuneration proposed</b>	As specified in "Annexure B"
<b>6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person</b>	The remuneration paid to Dr. Hardik Joshipura; Managing Director & CEO is in line with other chemical companies operating in India with similar assets size.

<b>7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel</b>	Dr Hardik Joshipura is not directly or indirectly with the company, or relationship with the managerial personnel
<b>8. Reasons of loss</b>	Innovassynth has a large % of revenue coming from the EU market. Due to the headwinds of the Russia-Ukraine war, the end customers demand was impacted which in turn impacted Innovassynth. Additionally, Innovassynth was engaged in the trial run of various new products, which impacted on our short-term revenue. However, the potential sustainable revenue from the long-term is expected thereby strengthening our financial position
<b>9. Steps taken or proposed to be taken for improvement</b>	To strengthen R&D, a state-of-the-art manufacturing facility has been built in Pune, India which hosted and successfully cleared several customer audits. <ul style="list-style-type: none"> <li>• Investments have been made to strengthen the sales and marketing in the US via collaboration.</li> <li>• Innovassynth has built a strong pipeline across categories for 2025 and 2026</li> </ul>
<b>10. Expected increase in productivity and profits in measurable term</b>	The Company is focused extensively on operational improvements through various strategic projects for operational excellence, cost measures and quality initiatives. As a result, Company expects to deliver better performance and report profits in FY 2024-25 and subsequent years

**Brief Profiles of Directors:**

<b>Name of Director</b>	<b>Mr. Akshay Raheja</b>	<b>Mr. Prosenjit Gupta</b>
Date of Birth	25 <sup>th</sup> May, 1982	2 <sup>nd</sup> November, 1961
Date of Appointment	29 <sup>th</sup> October, 2023	25 <sup>th</sup> August, 2023
Expertise in specific functional areas	Broad range of commercial/business experience in areas including real estate, cable television and broadband services, hospitality, retailing and general insurance.	A Chartered Accountant by profession, has superannuated from HDFC Ltd in 2020 after serving 29 long years. The last position held by him at HDFC was Senior General Manager – Treasury. He is very well networked with the BFSI sector in Mumbai
Qualifications	Bachelor's degree in commerce from Mumbai University MBA from Columbia Business School.	Chartered Accountant. Member of The Institute of Chartered Accountant of India. Membership no. 054441
Whether related party or not- Directorship in other companies	Yes R. Raheja Properties & Developers Private Limited Kuntiputra Properties Private Limited Prism Johnson Limited Brindaban Agro Industries Private Limited H. & R. Johnson (India) Limited Rmc Readymix (India) Private Limited Abu Developers P. Ltd Globus Stores Private Limited Colonnade Housing Private Limited Bay-Side Exports Private Limited Varahagiri Investments And finance Private Limited Kuntinandan Contractors And Developers Private Limited Coronet Investments Private Limited Hathway Investments Private Limited Raheja QBE General Insurance Company Limited Manali Investment And Finance Pvt Ltd Bloomingdale Investment And Finance Pvt Ltd R Raheja Investments Private Limited Windsor Realty Private Limited Amber Apartment Makers Private Limited Arjun Housing Private Limited Hathway Cable And Datacom Limited EIH Associated Hotels Limited	No -
Committee position held in other companies	Audit Committee member on EHS Hotels, Limited and Prism Johanson Limited CSR Committee Chairman and NRC Committee member of Raheja QBE General Insurance Co. Ltd.	-
Remuneration drawn	-----	Rs. 55, 000/-
No. of meetings of the Board attended during the year	3	2
No. of shares held:	1,87,55,340	---

**By order of the Board of Directors  
For, Innovassynth Technologies (India) Limited**

**Dr. Hardik Joshipura**  
Managing Director & CEO  
DIN: 09392511  
Pune, 25<sup>th</sup> June 2024

## Board's Report

To,  
The Members,  
Innovassynth Technologies (India) Limited, Old Mumbai - Pune Road,  
Khopoli: 410203, Raigad, Maharashtra.

On behalf of the Board of Directors (the "Board") of the Company, it gives us immense pleasure to present the 23<sup>rd</sup> Board's Report, along with the Balance Sheet, Statement of Profit and Loss and Statement of Cash Flow, for the financial year ended March 31, 2024.

### FINANCIAL RESULT:

The performance of your Company during the financial year ended the 31<sup>st</sup> March 2024 was as follows

Particulars	(Amount in Lakhs)	
	2023-24	2022-23
Revenue from operations	16000.14	20,099.34
Other income	135.88	275.30
EBIDTA	1255.55	633.56
Less: Depreciation and amortisation expenses	774.28	655.22
Less: Finance Cost	466.21	306.14
Profit before tax	15.06	(327.97)
Tax expense	(61.85)	(38.34)
Profit after tax	(46.79)	(289.63)
Other comprehensive income/(loss)	(0.04)	482.93
Total comprehensive income/(loss) for the year	(46.83)	193.30

### OPERATIONS AND FUTURE OUTLOOK:

The Company's net revenue for 2023-24 was Rs. 16,000.14 Lakhs as compared to Rs. 20,099.34 Lakhs in 2022-23. The Profit before interest, depreciation, and Tax stands at Rs. 1255.55 Lakhs which was at Rs. 633.39 Lakhs during the previous year.

The current financial year was quite challenging in view of the subdued chemical sector; however, your company has initiated several measures to sustain the growth and reduce the operational costs.

The Company has set up state of the art Research and development facility at Hinjewadi, Pune.

### DIVIDEND:

In view of conserving the resources, the Company has decided not to declare a dividend for financial year 2023-24.

### RESERVE

There is no amount proposed to be transferred to reserves for Financial Year 2023-24.

### HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Company does not have any Holding, Subsidiary or Associate Company as on 31<sup>st</sup> March 2024.

### INTERNAL FINANCIAL CONTROLS:

The Company has devised comprehensive internal control systems commensurate with the size and nature of the business and industry in which it operates. The internal control systems are built in compliance with applicable laws and statutes. The control systems are crucial for securing sensitive data, easing out audit process, maintaining proper accounting controls, monitoring operations, conservation of assets, preventing frauds and errors, executing authorized transactions, safeguarding assets from unauthorized use and ensuring compliance with corporate policies.

The Company has an adequate system of internal controls, which ensures that its assets are protected from loss and unauthorized use as well as business affairs are carried out in accordance with established procedures. These systems of internal controls also ensure that transactions are carried out based on authority and are recorded and reported in

line with generally accepted accounting principles. The Company also has a system of regular internal audits carried out by KPMG. The internal audit program is approved by the Audit Committee, and findings if any of the internal auditor are placed before the Audit Committee and the Board at regular interval. The internal control system is adequate keeping in view the size and nature of the Company's business.

#### **RISK MANAGEMENT POLICY OF THE COMPANY:**

Risk is an integral and unavoidable component of all businesses. Innovassynth is committed to managing its risks proactively. While risks cannot be eliminated, an effective risk management plan ensures that risks are reduced, avoided, retained or shared.

Effective risk management processes are crucial for achieving strategic and operational goals amidst an ever-evolving environment.

The Board takes responsibility for the overall process of risk management throughout the organization. Risk Management for our business units and corporate functions address risks through an institutionalized approach aligned to our objectives.

Innovassynth's risk management philosophy is to enable the achievement of the company's strategic objectives by identifying, analyzing, assessing, mitigating, monitoring, preventing, and governing any risks or potential threat to these objectives. While the achievement of strategic objectives is a key driver, our values, culture and our obligation & commitment to employees, customers, investors, regulatory bodies, partners, and the community around us are the foundation on which our risk management philosophy is based. The systematic and proactive identification of risks and mitigation thereof shall enable effective or quick decision-making, enable business continuity, and shall improve the performance of the organization.

#### **MANAGEMENT DISCUSSION AND ANALYSIS:**

A detailed report on Management Discussion and Analysis (MDA) is included in this Report as "Annexure -A".

#### **MATERIAL CHANGES AND COMMITMENTS BETWEEN THE DATE OF THE BALANCE SHEET AND THE DATE OF THE REPORT:**

No material changes and commitments have occurred from the date of the balance sheet till the date of report which might affect the financial position of the company.

#### **EXTRACT OF THE ANNUAL RETURN:**

The extracts of Annual Return pursuant to the provisions of Section 92 and 134(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 are available on the website of the Company at [www.innovassynth.com](http://www.innovassynth.com)

#### **MEETINGS:**

The meetings of the board of directors of the company were held on 23<sup>rd</sup> May 2023, 9<sup>th</sup> August 2023 and 2<sup>nd</sup> November 2023 and 9<sup>th</sup> February 2024, the intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

The meetings of the Audit Committee of the company were held on 23<sup>rd</sup> May 2023, 9<sup>th</sup> August 2023 and 2<sup>nd</sup> November 2023 and 9<sup>th</sup> February 2024.

The meetings of CSR Committee were held on 23<sup>rd</sup> May 2023 and 2<sup>nd</sup> November 2023 further the NRC committee meetings were held on 23<sup>rd</sup> May 2023 and 9<sup>th</sup> August 2023.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the financial statements.

## COMMITTEES OF BOARD:

The committees of the Board focus on certain specific areas and make informed decisions in the line with delegated authority. The following statutory committees constituted by the Board function according to their respective roles and defined scope:

Sr. No.	Committees	Chairman	Members
1	Audit Committee	Mr. Prosenjit Gupta	Dr. K.N. Ganesh Mr. Viren Raheja
2	Nomination & Remuneration Committee	Dr. K.N. Ganesh	Mr. Prosenjit Gupta Mr. Viren Raheja
3	Corporate Social Responsibility Committee	Dr. Hardik Joshipura	Mr. Prosenjit Gupta Mr. Viren Raheja

## SHARE CAPITAL:

The Paid-up Equity Share Capital as of March 31, 2024, was Rs. 75,02,13,510/-. During the year under review, the Company has neither issued any equity shares, preference shares or shares with differential voting rights nor granted stock options or sweat equity shares.

## VIGIL MECHANISM

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior. The Company has established a robust Vigil Mechanism in accordance with provisions of Section 177 of the Companies Act, 2013. The Company has formulated a Vigil Mechanism Policy, as prescribed under Section 177(8) & Section 177(10) of the Companies Act, 2013 which is available at the website of the Company on [www.innovassynth.com](http://www.innovassynth.com).

The Policy empowers the Vigilance Officer to initiate inquiry and investigation if the issue raised constitutes bona fide Protected Disclosure made in good faith. The Vigilance Officer is required to complete the investigation in a time-bound manner. Where it concludes that Unethical and/or Improper Activity (as defined in the Policy) has been committed, it shall recommend, after consultation with the Audit Committee, to the management of the Company to take such disciplinary or corrective action as it or the Audit Committee deems fit. The Policy provides for access of whistle blower to the Chairman of the Audit Committee in appropriate or exceptional circumstances. The Policy provides for adequate safeguards of whistleblowers against any kind of victimization or unfair treatment but also provides for taking stern disciplinary action against who abuses the protection so granted. This functioning of vigil mechanism will be periodically reviewed by the Audit Committee.

## OBLIGATION OF YOUR COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Your Company strongly believes in providing a safe and harassment free workplace for each and every individual working for the Company through various interventions and practices. It is the continuous endeavor of the Management of the Company to create and provide an environment to all its employees that is free from discrimination and harassment including sexual harassment. The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. The Company arranged various interactive awareness workshops in this regard for the employees in the Corporate Office during the financial year.

Innovassynth has constituted an Internal Complaints Committee (ICC) to consider and resolve all sexual harassment complaints reported by women. The ICC has been constituted under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and the committee includes an external member from NGOs or with relevant experience. The role of the ICC is not restricted to mere redressal of complaints but also encompasses the prevention and prohibition of sexual harassment.

Following is a summary of sexual harassment complaints received and disposed of during the year:

- No. of complaints received: One
- No. of complaints disposed: One
- No. of complaints pending: Nil

## DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. Prosenjit Gupta (DIN 10278007) has been appointed as an additional director by passing a circular resolution dated 25<sup>th</sup> August 2023. His appointment will be regularized and approved in the upcoming Annual General Meeting.

### Retirement by Rotation

Mr. Viren Raheja, Director of the Company who retires by rotation was re-appointed in the 22<sup>nd</sup> Annual General Meeting of the Company held on 12<sup>th</sup> July 2023. Further In accordance with Section 152 (6) of the Companies Act, 2013, Mr. Akshay Raheja, Director, is liable to retire by rotation at the 23<sup>rd</sup> Annual General Meeting and being eligible, offers himself for re-appointment in accordance with the provisions of the Companies Act, 2013 read with the rules issued thereunder.

## EVALUATION OF THE BOARD'S PERFORMANCE, COMMITTEE, AND INDIVIDUAL DIRECTORS:

The performance evaluation of the Board, its committees and individual Directors was conducted by the Nomination and Remuneration Committee and the Board. This was based on questionnaire responses and feedback from each Director. Based on the questionnaire, the performance of every Director was evaluated by the Nomination and Remuneration Committee and communication was made to the Board and an action plan was drawn up accordingly.

The overall recommendations based on the evaluation were discussed by the Board and individual feedback from Directors was taken on record. The discussion quality was robust, well intended and led to clear direction and decision.

It was noted that the Board Committees function professionally and smoothly, and besides the Board Committees' terms of reference as mandated by law, important issues are brought up and discussed in the respective Board Committees.

Pursuant to the Section 134(3) and 178(2) of the Companies Act, 2013, read with Rule 8 (4) of the Companies (Accounts) Rules, 2014 and Schedule IV (Code for Independent Directors) the Board of Directors has carried out an annual evaluation of the performance of the Board, its Committees and of individual directors has been made.

## A STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

The Company has received a declaration from each Independent Director under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

## DISCLOSURES BY DIRECTORS

None of the Directors of your Company is disqualified as per provisions of Section 164(2) of the Companies Act, 2013, as amended from time to time. Your directors have made necessary disclosures to this effect as required under the Companies Act, 2013, as amended from time to time.

## NOMINATION AND REMUNERATION POLICY:

In terms of the provisions of Section 178 (3) of the Companies Act, 2013, the Nomination and Remuneration Committee is responsible for formulating the criteria for determining qualification, positive attributes, and independence of the Director. The Nomination and Remuneration Committee is also responsible for recommending to the Board, policy relating to the remuneration to the Directors, etc.

The policy is attached to this report as "Annexure - B".

## DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of sections 134(3)(c) and 134(5) of the Act and to the best of their knowledge and belief, and according to the information and explanations provided to them, your Directors hereby make the following statements:

- a. that in preparation of the Financial Statements, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any,
- b. that such accounting policies have been selected and applied consistently and judgments and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2024 and of the profit & loss of the Company for the year ended on that date,
- c. that proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for prevention and detection of fraud and other irregularities,
- d. that the annual financial statements have been prepared on a going concern basis,
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively, and

- f. that the systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

## AUDITORS:

### Statutory Auditors:

The Company had appointed M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) as Statutory Auditors in the 19<sup>th</sup> AGM for the period of 5 years tenure up to the conclusion of Twenty Fourth Annual General Meeting.

There are no qualifications, reservations or adverse remarks or disclaimers made by Statutory Auditors, in their report.

Further, there have been no instances of fraud reported by the Auditors under Section 143(12) of the Companies Act and Rules framed thereunder either to the Company or to the Central Government.

### Secretarial Auditor:

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rule, 2014 the Company had appointed M/s Sushil Talathi & Associates having Membership No: F8506, Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the Financial Year ending 31<sup>st</sup> March 2024.

The Report of the Secretarial Audit does not contain any observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013 and is free from qualification, reservation, adverse remark, or disclaimer.

The Secretarial Audit Report confirms that the Company has complied with the provisions of Act, Rules, etc. and there was no deviations or non-compliance.

Report of the Secretarial Audit is annexed herewith as “**Annexure - C**”.

## DEPOSITS:

As per Section 73 to 76 of the Companies Act, 2013, Rule 8(5)(v) of Companies (Accounts) Rules, 2014 and Rule 2(1)(c) of Companies (Acceptance of Deposits) Rules, 2014, your Company has not accepted any fixed deposits.

## HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

The employees are the most valuable asset for the Company and the Company’s focus remains to attract, develop and retain talent. The Company continues to provide an environment of open culture and congenial work atmosphere and healthy industrial relations and is committed to providing the employees with a pragmatic workplace.

Innovassynth’s people are its finest asset, and the Company is committed to nurturing and developing its talent so that they can meet their personal and professional aspirations and potential.

For Innovassynth, its people are the growth lever of its business and are therefore regarded as the most valuable asset for the Company. It is not only committed to the professional growth of its people, but it also values the personal growth of its workforce. The Company is committed to maximizing the potential of its human resources, thus enhancing employee performance, to accomplish the organizational goals of the business.

The Company wishes to extend its heartfelt appreciation and gratitude for the significant contribution and support of its employees to the Company’s success and development.

Employer-employee relations in the Company have been cordial and conducive during the financial year 2023-24.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

This year Company has adopted new measures to conserve the energy, the information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as “**Annexure -D**”.

## CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES:

Your Company continues its endeavors to contribute suitably to society by being involved in a series of Community Welfare Programs, directly.

The CSR policy outlines the Company's strategy to bring about a positive impact on society through programs relating to, education, healthcare, environment.

As per Section 135 of the Companies Act, 2013 ("the Act"), read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 a Company, meeting the applicable threshold, needs to spend at least 2% of its average net profit computed as mandated by the Act for the immediately preceding three financial years on CSR activities. The areas of CSR activities that we have chosen to spend on are the areas education, enhancing vocation skills especially among children, women, elderly and livelihood enhancement.

The CSR Policy is available on the website of the Company at [www.innovassynth.com](http://www.innovassynth.com)

Further, your Company has incurred a loss during the previous year and hence it is not liable to spend money on CSR activities. However, during the FY 2023-24, your Company has spent Rs. 11,67,119/- on its Ongoing Projects under CSR activities. Annual report on CSR activities as required under Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 read with Section 134(3) and 135(2) of the Companies Act, 2013, as amended from time to time, has been appended as "Annexure-E" and forms an integral part of this Board's Report.

## SECRETARIAL STANDARDS:

The Company is in compliance with Secretarial Standards on Meetings of Board of Directors and General Meetings issued by The Institute of Company Secretaries of India.

## CERTIFICATIONS & APPROVALS:

There is an increased focus globally on the needs and expectations of stakeholders, increased public concern over environmental issues and occupational health & safety and greater emphasis on compliance with legislations and other requirements.

One of the prerequisites for conducting responsible business is having an environment-friendly, safety and addressing health system continuously.

Your Company has established system in accordance with well recognized standards / specifications and Innovassynth is certified to: -

1. ISO 9001:2015
2. ISO 14001: 2015
3. ISO 45001:2018
4. ISO 27001:2022
5. Ecovadis Gold Rating

Your company has an effective Zero Liquid Discharge (ZLD) system in place. The wastewater is treated, recycled and reused at Company's facility.

## INSURANCE

Company has taken Directors and Officers (D&O) insurance policy to protect Directors/ Officers to mitigate potential personal liability arising from their official Duties as Directors/ Officers.

Your Company has taken necessary steps to mitigate risks and obtained appropriate insurance and the Board is kept apprised of the risk assessment and minimization procedures. The assets of the Company have been adequately covered under insurance. The policy values have been determined taking into consideration the value of the assets of the Company.

## CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

The Directors and members of Senior Management have affirmed compliance with the Code of Conduct for Board of Directors and Senior Management Personnel of the Company.

**AUDITOR’S REPORT:**

There are no qualifications, reservations or adverse remarks or disclaimers made by the Auditors in their report on the Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2024.

No fraud has been reported by the Auditors under Section 143(12) of the Companies Act, 2013 requiring disclosure in the Board’s Report.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:**

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

**COST RECORDS:**

The cost accounts and records as required to be maintained under sub-section (1) of section 148 of the Companies Act, 2013, are duly made and maintained by the Company.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB- SECTION (1) OF SECTION 188**

All contracts/ arrangements/ transactions entered by the Company during the FY 2023-24 with related parties were on an arm’s length basis and in the ordinary course of business. Brief particulars of Related party transaction during the year as per Section 134 of Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2, is annexed herewith in “**Annexure-F**”.

**FORWARD LOOKING STATEMENT**

The statements in this report describing the Company’s policy, strategy, projections, estimation, and expectations may appear forward-looking statements within the meaning of applicable laws or regulations. These statements are based on certain assumptions and expectations of future events and the actual results could materially differ from those expressly mentioned in this Report or implied for various factors including those mentioned here in above and subsequent developments, information, or events.

**ACKNOWLEDGMENTS:**

Your directors wish to place on record their sincere appreciation for the continued cooperation and support of the customers, suppliers, bankers and Government authorities and all stakeholders for all the support rendered during the year under review.

Your directors deeply appreciate the committed efforts put in by employees at all levels, whose continued commitment and dedication contributed greatly to achieving the goals set by your Company. Your directors also acknowledge gratefully the shareholders for their support and confidence reposed on your Company.

On Behalf of the Board,  
**For Innovassynth Technologies (India) Limited**

**Dr. K N Ganesh**  
 Director  
 DIN: 02960280

**Dr. Hardik Joshipura**  
 Managing Director & CEO  
 DIN: 09392511

Date: 27.05.2024  
 Place: Pune

## Annexure A

# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### 1. GLOBAL MARKET, INDUSTRY STRUCTURE AND NEW DEVELOPMENTS:

#### Introduction & Global Markets:

Innovassynth Technologies (India) Limited, India is a Custom Development & Manufacturing Organisation (CDMO) and trusted partner to Pharma & Drug Discovery, Life sciences, Diagnostics, Healthcare, Chemicals, Automobile, F&F, Electronic, Agro & Material Science companies worldwide.

#### CDMO Market Scenario

The global CDMO market reached ~\$225 billion in 2023 and is expected to grow at a rate of 6-7% over the next five to six years. Indian CDMO market, on the other hand, is forecasted to expand at a CAGR of 14.7%, from \$22.5 billion in 2024 to ~\$45 billion in 2029. Indian companies are actively engaging in acquisitions, partnerships, and investment activities, particularly in biotech, to enhance capabilities and market share.

#### Global Oligonucleotide Market Scenario

The COVID-19 pandemic underscored the potential of RNA-based therapeutics, driving increased investments and a rich pipeline of drug candidates. The oligonucleotide synthesis, modification, and purification market are projected to grow at a CAGR of 17.5% from 2022 to 2030, reaching \$6.5 billion by 2030. Despite growth, challenges remain in drug delivery, leading to clinical development setbacks. Innovassynth is focusing on custom amidites and backward integration of standard amidites to capitalize on emerging opportunities.

#### Polyolefins and Semiconductor Market and Future Potential:

The polyolefins catalyst market, expected to grow at 5-8%, presents significant opportunities for Innovassynth to leverage its experience and expertise.

The semiconductor market is anticipated to surpass \$1 trillion by 2030, with ALD/CVD precursors expected to reach \$2 billion by 2027.

Innovassynth has received scale-up projects for polyolefins production and expected to grow by 2026. Several development requests from major players for semiconductor materials are at different stage of development and process optimization.

#### Business Verticals:

Innovassynth operates in three business verticals:

- a) Nucleosides Chemistry
- b) Specialty Intermediates & Organometallics
- c) Contract & Toll Manufacturing

The company holds the exclusive manufacturing rights for a key intermediate for a leading German MNC since 2002 contributing significantly to its revenue.

#### New Developments:

Recent developments include signing long-term supply agreements, winning new developmental projects, and receiving positive feedback from customers. Innovassynth is actively engaged in high-volume product development opportunities with leading companies and supplying custom amidites for clinical trials.

Innovassynth was upgraded to Gold rating from Silver by emphasizing on its commitment to sustainability.

#### Strengths, Weaknesses, Opportunities, Threats (SWOT):

##### Strengths

Expertise in developing, scaling, and delivering quality nucleosides Connect with major companies working in the oligo space Expertise of developing polyolefin products (acquired over past 4-5 years) Long-term relations with the top player in polyolefins space Connect with major companies in the advanced material space Established process for Toll manufacturing for set products Expertise in custom synthesis of nucleosides

##### Weakness

Lack expertise for developing complex organometallic products (rare metals) Attracting good talent

### Opportunities

Generate demand for custom nucleoside products in the rapidly growing market (CAGR 14.7%) Deliver existing R&D projects from multiple top companies in the polyolefins sector for an opportunity to scale-up and deliver commercial quantities.

Metallocene based products have shown excellent growth and opportunity to enter different customer base for supply of organometallic compounds to global polymer industries.

### Threats

Dependence on a single customer for majority of revenue

On-going war can further affect growth in EU market

In summary, Innovassynth Technologies is positioned to capitalize on the growing demand for CDMO services, across specialty chemicals and life-sciences segments by leveraging its technical expertise and expanding its product portfolio.

## Annexure B

# NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy (the "Policy") has been formulated by Innovassynth Technologies (India) Limited (the "Company") in compliance with Section 178 of the Companies Act, 2013, read with applicable rules made thereunder.

Accordingly, the board of directors of the Company (the "Board") adopted the policy at its meeting held on May 26, 2022, which can be amended from time to time.

### OBJECTIVE AND PURPOSE

The objective of this Policy is to serve as a guiding charter to appoint qualified persons as directors on the board of directors of the Company (the "Directors"), key managerial personnel (the "KMP"), senior management personnel (the "SMP") and in a senior management position, to recommend the remuneration to be paid to them and to evaluate their performance. This Policy provides a framework for:

- i. Identifying persons who are qualified to become Directors (executive and non-executive) and persons who may be appointed as KMP, SMP and in senior management positions in accordance with the criteria laid down, and recommend to the Board for their appointment and removal
- ii. Identifying the criteria for determining qualifications, positive attributes, and independence of a director;
- iii. Determining remuneration of Directors, KMPs and SMPs, based on factors including the Company's size, financial position, trends, and practices on remuneration prevailing in peer companies in a similar industry.
- iv. Specifying the manner for effective evaluation of the performance of the Board, Directors, KMPs, SMPs and persons in a senior management position to be carried out either by the Board, by the Committee or by an independent external agency.
- v. Assessing the independence of Independent Directors
- vi. Providing them with a reward, linked directly to their efforts, performance, dedication, and achievement relating to the Company's operations
- vii. Retaining, motivating, and promoting talent to ensure long term sustainability of talented persons and create competitive advantage.
- viii. Such other key issues/matters as may be referred by the Board or as may be necessary for the view of the provision of the Companies Act 2013 and Rules thereunder.

### SCOPE OF THE POLICY

The policy shall be applicable to the following in the Company:

- a. Directors
- b. KMPs
- c. SMPs

**"Key Managerial Personnel (KMP)"** means Key Managerial Personnel as defined under sub-section (51) of Section 2 of the Companies Act, 2013 as under:

- i. the Chief Executive Officer or the Managing Director or the Manager;
- ii. the Company Secretary;
- iii. the Whole-time Director;
- iv. the Chief Financial Officer;
- v. such other officer, not more than one level below the Directors who are in whole-time employment, designated as key managerial personnel by the Board; and
- vi. such other officer as may be prescribed.

**"Senior Management Personnel (SMP)/Senior Officials"** means personnel of the Company who are members of its core management team excluding the Board of Directors, comprising all members of management one level below the Executive Directors/CEO/Whole Time Director including the Functional Heads.

Words and expressions not defined in this policy shall have the same meaning as contained in the Act.

### **Constitution of the Nomination and Remuneration Committee (“NRC” or “Committee”)**

Chairman : Dr. K. N. Ganesh

Members : Mr. Prosenjit Gupta

Mr. Viren Raheja

The NRC means a Committee of Directors constituted under Section 178 of Companies Act, 2013, read with rules made thereunder.

- a) The Board shall determine the membership of the Committee.
- b) The Committee shall comprise at least three members, all of whom shall be Non-Executive Directors, and at least fifty per cent of whom shall be Independent Directors.
- c) One of the Independent Non-Executive Directors shall be designated by the Board to serve as the Committee’s Chairman.

### **LETTER OF APPOINTMENT**

Letter of appointment shall be issued by the Company to each Director, KMP and SMP based on the recommendations of the NRC based on the guidelines for the same under the Companies Act, 2013 and this Policy and shall be accepted and signed by the concerned person.

### **APPOINTMENT CRITERIA AND QUALIFICATIONS**

The Board shall have an optimum combination of executive, non-executive, and independent directors in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, and the statutory, regulatory, and contractual obligations of the Company.

### **GENERAL CRITERIA**

- a. The Committee shall be responsible for identifying a suitable candidate for appointment/ re-appointment as Director of the Company. While evaluating a person for appointment/re-appointment as Director, The Committee shall consider and evaluate several factors including but not limited to background, knowledge, skills, abilities (ability to exercise sound judgement) professional and personal accomplishment, age, the experience of the industry and such other factors that the committee might consider relevant and applicable from time to time towards achieving a diverse Board.
- b. The proposed candidate shall possess appropriate expertise, experience, and knowledge in one or more fields of technology, finance, law, management, sales, marketing, administration, corporate governance, or such other areas related to the Company’s business as determined by the NRC.
- c. During the term of the office, every director shall –
  - i. uphold ethical standards of integrity and probity;
  - ii. act objectively and constructively;
  - iii. exercise responsibilities in a bonafide manner in the interest of the Company;
  - iv. shall be free from any disqualifications as stipulated under the Act;
- d. The Company shall not appoint or continue the employment of any person as a whole-time director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for the extension of appointment beyond seventy years.
- e. The Committee shall ensure that an appropriate induction and training and familiarization program is in place for new Directors, KMPs and SMPs after their appointment.
- f. The Committee shall make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- g. The Committee shall recommend any necessary changes to the Board.

### APPOINTMENT OF INDEPENDENT DIRECTORS

While evaluating a person for appointment / re-appointment as an Independent Director, the Committee shall ensure that the proposed candidate satisfies the following additional criteria:

Meet the baseline definition and criteria of "independence" as set out in section 149 of the Act.

- Should not hold any Board/employment position with a competitor in the geographies where the Company is operating. However, the Board may in special circumstances waive this requirement.
- Has attained the minimum age of 25 years and is not older than 70 years.
- Does not hold independent directorship in more than six listed entities.
- Does not hold directorship in more than three listed entities if serving as a whole-time director in any listed entity.

Independence of Directors is decided based on criteria provided under the relevant provisions of the Companies Act, 2013, read with rules made thereunder, and any modification/amendments done from time to time. A declaration of independence is taken from the Independent Directors at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an Independent Director. An Independent Director shall be under the obligation to inform the Board of Directors of any change in circumstances which may affect his/her independence.

The re-appointment / extension of the term of the Director shall be based on their performance evaluation report.

### APPOINTMENT OF MANAGING DIRECTOR/WHOLE-TIME DIRECTOR

The Board based on the recommendation of the NRC shall be responsible for identifying a suitable candidate for the position of Chairman, Managing Director/Whole-time Director.

The terms and conditions of the appointment shall be in accordance with the provisions of Applicable Law.

### POLICY OBJECTIVES

In discharging its responsibilities, the Committee shall have regard to the following policy objectives:

- i. To ensure the Company's remuneration structures are equitable and aligned with the long-term interests of the Company and its shareholders;
- ii. To attract and retain and motivate competent individuals;
- iii. To plan short and long-term incentives to retain talent;
- iv. To ensure that any severance benefits are justified.
- v. To ensure that the Directors, KMPs or SMPs is based and determined on the basis of individual's responsibilities and performance and in accordance with the limits as prescribed statutorily, if any, including that the remuneration to be paid to the Managing Director ("MD") and/or Whole-Time Director shall be in accordance with the percentage/slabs/ conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013 and the Rules made thereunder.
- vi. To ensure that individual remuneration packages for Directors, KMPs, and SMPs are determined after considering relevant factors, including but not limited to:
  - Qualification and experience
  - Level of engagement in the affairs of the Company,
  - Market conditions,
  - Financial and commercial health of the Company,
  - Practice being followed in comparable companies,
  - Prevailing laws and government/other guidelines.
- vii. The remuneration/compensation/commission etc. to the whole-time Director, KMP, SMP and other employees will be determined by the Committee and recommended to the Board for approval.
- viii. Increments to the existing remuneration/compensation structure of the SMPs and other employees including the Functional Heads will be jointly decided by the Chairman and MD and Head-human resources.

## REMUNERATION STRUCTURE

The remuneration structure would normally depend upon the roles and responsibilities as well as the prevailing market practices. In normal circumstances, the remuneration of an individual shall be divided between fixed and variable components as required under the provisions of the Companies Act, 2013.

- i. Base Compensation (fixed salaries): This component of salary is competitive and reflective of the individual's role, responsibility, and experience in relation to the performance of day-to-day activities, usually reviewed on an annual basis. The base compensation includes salary, allowances and other statutory/non-statutory benefits which are a normal part of the remuneration package in line with market practices.
- ii. Variable salary: A relevant part of the remuneration is payable as a variable salary linked to corporate and individual performance, fulfilment of specified improvement targets or the attainment of certain financial or other objectives set in this regard.
- iii. The compensation of individuals in key roles that have a significant impact on the growth and sustainability of the Company will have an additional component of the Long-Term Incentive Plan ("LTIP") in the form of Employee Stock Options ("ESOP") or any other equivalent instrument.
- iv. Any other component/benefits as may be recommended by the management and approved by the NRC.

## REMUNERATION TO WHOLE-TIME/ MANAGING DIRECTOR, KMP AND SMP:

- i. Fixed pay – The MD and/or Whole-time Director, KMP and SMP shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee and the shareholders, wherever applicable. The breakup of the pay scale and quantum of perquisites including, the employer's contribution towards the provident fund, pension scheme, medical expenses, club fees and other perquisites shall be decided and approved by the Board on the recommendation of the Committee.
- ii. Minimum Remuneration – If in any financial year, the Company has no profits or its profits are inadequate, it shall pay remuneration to its MD and/or Whole-time Director in accordance with the provisions of Schedule V of the Companies Act, 2013.

## REMUNERATION TO NON-EXECUTIVE / INDEPENDENT DIRECTOR:

- i. Remuneration – The remuneration/commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and with the provisions of the Companies Act, 2013 along with the rules made thereunder.
- ii. Sitting Fees – The non-executive/ independent Director may receive remuneration by way of fees for attending meetings of the Board or committees of the Board to which they are appointed from time to time thereof. Provided that the amount of such fees shall not exceed the limits prescribed under the Companies Act, 2013.

Due to reasons for any disqualification mentioned in the Companies Act, 2013 and rules made thereunder or under any other applicable law, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, KMP, SMP or other people in a senior management position, subject to the provisions and compliance of the Companies Act, 2013 and other applicable law.

## RETIREMENT

The Director, KMP and SMP shall retire as per the applicable provisions of the Companies Act, 2013 along with the rules made thereunder and the prevailing policy of the Company. The Board will have the discretion to retain any Director, KMP, SMP or other people in a senior management position, even after attaining the retirement age, for the benefit of the Company.

## REMOVAL

Due to reasons for any disqualification mentioned in the Companies Act, 2013 and rules made thereunder or any other applicable Act, rules and regulations, the Committee may recommend to the Board reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance with the said Act and rules and regulations.

## MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be recorded as minutes and signed by the chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meetings.

**REVIEW**

The policy shall be reviewed by the Nomination & Remuneration Committee at appropriate intervals and based on its recommendations; the Board may revise the same from time to time.

**SCOPE AND LIMITATION**

In the event of any conflict between the provisions of this Policy and the Companies Act, 2013, rules made thereunder, or any other statutory enactments or rules as may be applicable, the provisions of Companies Act, 2013, rules made thereunder, or any other statutory enactments or rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to be severed from the Policy and the rest of the Policy shall remain in force.

**DISCLOSURE OF THIS POLICY BY THE COMPANY**

This Policy shall be placed on the website of the Company and the salient features of the Policy and changes therein, if any, along with the web address of the Policy shall be disclosed in the Board's Report.

**POLICY REVIEW**

- (a) This Policy is framed based on the provisions of the Companies Act, 2013 and the rules thereunder.
- (b) In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which make any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with the law.
- (c) This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to changes in regulations or as may be felt appropriate by the Committee. Any changes or modifications to the policy as recommended by the Committee would be placed before the Board of Directors for their approval.

The Committee as and when required shall assess the adequacy of this policy and make any necessary or desirable amendments to ensure it remains consistent with the Board's objectives, current law, and best practice.

## Annexure C

# FORM NO. MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and the Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members  
**INNOVASSYNTH TECHNOLOGIES (INDIA) LIMITED**  
CIN: U24110MH2001PLC134105  
Old Mumbai - Pune Road,  
Khopoli Raigarh - 410203

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Innovassynth Technologies (India) Limited (hereinafter called "the Company"). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officer, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment and External Commercial Borrowings (ECB);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Not applicable to the Company during the audit period);
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Not applicable to the Company during the audit period);
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the Company during the audit period);
  - d. The Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021 (Not applicable to the Company during the audit period);
  - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Company during the audit period);
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (Not applicable to the Company during the audit period);
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the Company during the audit period); and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the audit period)

(vi) Having regard to the compliance system prevailing in the Company and on the examination of the relevant documents, forms, records, in pursuance thereof, on test check basis, the Company has generally complied following laws, being specifically applicable to the Company and identified by the Company:

a. The Factories Act, 1948

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) Securities and Exchange Board of India (Listing obligations and Disclosures Requirements) Regulations, 2015 (LODR) (Not applicable to the Company during the audit period).

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors took place in compliance of the Act during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions of the Board are taken unanimously. As per the records provided by the Company, none of the Directors or members dissented on any resolution passed at the meeting.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there the only identified specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc.

For **SUSHIL TALATHI & ASSOCIATES**  
Practicing Company Secretary

**Sushil Talathi**  
Proprietor  
Membership No. F8506  
PR No: 2712/2022  
C.P.No. 9781

Place: Mumbai  
Date: 27<sup>th</sup> May, 2024  
UDIN: F008506F000459946

**Note:** This report is to be read with our letter of even date which is annexed as '**ANNEXURE I**' and forms an integral part of this report.

**Annexure I**

To,

The Members

**INNOVASSYNTH TECHNOLOGIES (INDIA) LIMITED**

CIN: U24110MH2001PLC134105

Old Mumbai - Pune Road,

Khopoli Raigarh – 410203

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **SUSHIL TALATHI & ASSOCIATES**  
Practicing Company Secretary

**Sushil Talathi**  
Proprietor  
Membership No. F8506  
PR No: 2712/2022  
C.P.No. 9781

Place: Mumbai

Date: 27<sup>th</sup> May, 2024

UDIN: F008506F000459946

## Annexure D

## Conservation of energy, research and development, technology absorption, foreign exchange earnings and outgo

[Particulars pursuant to the Companies (Accounts) Rules, 2014]

### A. Energy Conservation Measures executed in year 2023-24:

- Replaced 150W MHL light fittings with 75W LED for street lighting, achieved savings of 3240 units annually.
- Optimised running of additional air compressor of 100 HP and started utilisation of 50 HP compressor, achieved savings of 51840 units annually.
- Replaced standby hot water pump of R-201 with energy efficient pump, thus reduced energy usage by 11 Kw/hour of standby pump operation.
- Replaced P-1203 A/B pump with Mag-drive pumps, motor rating reduced from 5hp to 3 hp, achieved savings 8064 units annually.
- Replaced old AHU of 5T capacity in OPS room with chiller coil unit, achieved reduction of 7524 KWH.
- Optimised operation of 55 TR screw brine chiller instead of 33 TR x 2 nos reciprocating chillers, achieved savings of 185000 units annually.

### B. The steps taken by the company for utilising the alternate source of energy: Company is evaluating the options of renewable energy source like Solar or Wind power.

### C. Power and Fuel consumption:

Particulars	Current Year 2023-2024	Previous Year 2022-2023
<b>1) Electricity</b>		
a) Purchased		
- Unit (KWH in Lakhs)	80.3	100.82
- Total Amount (Rs. in Lakhs)	856.99	997.71
- Rate Per Unit (Rs.)	10.7	9.90
b) Own Generation		
Through Diesel Generator		
- Unit (KWH in Lakhs)	1.10	3.0
Units per Ltr of Diesel	2.7	2.7
Cost Per Unit	34.9	38.6
<b>2) Diesel for Boiler</b>		
- Quantity (KL)	--	--
- Total Amount (Rs. In Lakhs)	--	--
<b>3) Briquette Fuel ( Biomass for Steam Generation)</b>		
- Quantity (Ton)	65	7374.1
- Total Amount (Rs. In Lakhs)	450	576.9
- Average Rate (Rs./kg)	6.9	7.82

**D. Export made during the period April 2023 to March 2024:**

<b>Products</b>	<b>Qty (MT)</b>
Custom Synthesis	26
Contract Manufacturing	505
<b>Total</b>	<b>531</b>

**E. Foreign Exchange Earned:**

<b>Products</b>	<b>Rs. (In Lakhs)</b>
Custom Synthesis	6,542
Contract Manufacturing	8,594
<b>Total</b>	<b>15,136</b>

**F. Foreign exchange used:**

<b>Particulars</b>	<b>Rs. (In Lakhs)</b>
Travelling & Others (Exclusive of Interest on Buyers credit)	43.32
Import - Raw Material	4,916.57
Equipment & Spares	44.65
Capital Goods	-
<b>Total</b>	<b>5,004.54</b>

## Annexure E

## Annual Report on CSR Activities for the Financial Year 2023-24

## 1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY:

The Company has its CSR Policy within the broad scope laid down in Schedule VII to the Act. The policy is duly approved by the Board of Directors in its meeting held on 26<sup>th</sup> March 2016 and now has been revised on 22<sup>nd</sup> May 2022 has been uploaded on Company Website. The Weblink is <http://www.innovassynth.com>

## 2. COMPOSITION OF CSR COMMITTEE:

Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Dr. Hardik Joshipura	Managing Director and Chief Executive Officer (Chairman of CSR Committee)	2	2
2	Mr. Viren Raheja	Director (Member of CSR Committee)	2	2
3.	Mr. Bharat B. Chovatia (upto 05.06.2023)	Director (Member of CSR Committee)	1	1
3	Mr. Prosenjit Gupta (From 25.08.2023)	Director (Member of CSR Committee)	1	1

## 3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company.

<https://www.innovassynth.com>

## 4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

NA

5. (a) Average net profit of the company as per sub-section (5) of section 135 : NA  
 (b) Two percent of average net profit of the company as per sub-section (5) of section 135 : NA  
 (c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years : NA  
 (d) Amount required to be set-off for the financial year, if any : NA  
 (e) Total CSR obligation for the financial year [(b)+(c)-(d)]. NA
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project). Rs. 11,67,119/-  
 (b) Amount spent in Administrative Overheads.NA  
 (c) Amount spent on Impact Assessment, if applicable. : NA  
 (d) Total amount spent for the Financial Year [(a)+(b)+(c)]. Rs. 11,67,119/-  
 (e) CSR amount spent or unspent for the Financial Year

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Rs. 11,67,119/-	-	-	-	-	-

Details of CSR amount spent against ongoing projects for the financial year:

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act	(4) Local area (Yes/No)	(5) Location of the project		(6) Project duration	(7) Amount allocated for the project (in Rs.)	(8) Amount spent in the current financial Year (in Rs.)	(9) Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	(10) Mode of Implementation - Direct (Yes/No)	(11) Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
1.	Food Basket for 100 TB Patients for one year		Yes	Maharashtra	Raigad		12,00,000	4,40,075	NA	Yes	-	-
2.	School Fees for Adopted students of Company at Khopoli Shishu Mandir		Yes	Maharashtra	Raigad		3,00,000	-	NA	Yes	-	-
3.	School Infrastructure for Vasudev Balwant Phadake Primary School Vasrang, Khopoli		Yes	Maharashtra	Raigad		3,62,000	3,29,295	NA	Yes	-	-
4.	Dr. Kunda and Subhash Dode trust Market Road, Khopoli		Yes	Maharashtra	Raigad		7,00,000	50,000	NA	Yes	-	-
5.	Shalom Education centre, Laxmi Nagar, Khopoli		Yes	Maharashtra	Raigad		8,00,000	50,000	NA	Yes	-	-
6.	School Infrastructure- Cupboard, Water purifier, Sport material and Chairs etc for Rajeev Gandhi School, Government Khopoli		Yes	Maharashtra	Raigad		1,25,000	1,15,549	NA	Yes	-	-
7.	Slum area LED lights and Benches Samata Nagar, located near company		Yes	Maharashtra	Raigad		40,000	34,780	NA	Yes	-	-
8.	Daily Cleaning of road from main road to our company, a slum area- Samta Nagar is adjacent to this road, which directly benefit the slum area of Samta Nagar.		Yes	Maharashtra	Raigad		2,40,000	1,47,420	NA	Yes	-	-
<b>Total</b>							<b>37,67,000</b>	<b>11,67,119</b>				

Details of CSR amount spent against other than ongoing projects for the financial year: - NIL

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in schedule VII to the Act	(4) Local area (Yes/No)	(5) Location of the project		(6) Amount spent for the project (in Rs.)	(7) Mode of implementation - Direct (Yes/No)	(8) Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1.									
<b>Total</b>									

(f) Excess amount for set-off, if any:

Sl. No.	Particular	Amount (in Rs.)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	NA
(ii)	Total amount spent for the Financial Year	11,67,119/-
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	NA
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NA
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	NA

**7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: Nil**

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (in Rs.)
				Name of the Fund	Amount (in Rs.)	Date of transfer	
Not Applicable							

**8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:**

No

If Yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **NA**

**9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135. Not Applicable**

Sd/-

**Dr. Hardik Joshipura**  
 Managing Director & CEO &  
 Chairman of CSR Committee  
 DIN: 09392511

**Annexure F**

**FORM NO. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm’s length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm’s length basis: Not applicable
2. Details of material contracts or arrangement or transactions at arm’s length basis:
  - (a) Name(s) of the related party and nature of relationship: Innovassynth Investment Limited – Parent Company  
Innovassynth Technology (India) Limited - Associate Company
  - (b) Nature of contracts/arrangements/transactions:
    - 1) Inter Corporate Deposit
    - 2) Leave and License Agreement
  - (c) Duration of the contracts/arrangements/transactions:  
Not applicable
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
    - 1) The Inter corporate deposits has been given to Innovassynth Investment Limited @ Cash Credit rate plus 0.50 % repayable on demand. This loan will be used by Innovassynth Investment Limited to meet working capital requirements.
    - 2) Licensor, Innovassynth Technologies (India) Limited has given premises on rent to Licensee, Innovassynth Investments Limited @ Rs. 8,000 per month till March 2025

Sr. No.	Name of the related party	Transaction details	Value for Year ended 31 <sup>st</sup> March 2024 (Rs. In Lakhs)
1	Innovassynth Investment Limited	Interest Income	34.47
2	Innovassynth Investment Limited	Lease Rent	0.72
3	Date(s) of approval by the Board, if any: 11 <sup>th</sup> February 2022		
4	Amount paid as advances, if any: NA		

On Behalf of the Board,  
**For Innovassynth Technologies (India) Limited**

**Dr. K N Ganesh**  
Director  
DIN: 02960280

**Dr. Hardik Joshipura**  
Managing Director & CEO  
DIN: 09392511

Date : 27.05.2024  
Place : Pune

## INDEPENDENT AUDITOR'S REPORT

### To The Members of Innovassynth Technologies (India) Limited Report on the Audit of the Financial Statements

#### OPINION

We have audited the accompanying financial statements of Innovassynth Technologies (India) Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2024, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, and a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, and its loss, total comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

#### BASIS FOR OPINION

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report including annexures to the Board's report but does not include the financial statements and our auditor's report thereon.
- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Ind AS Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors are also responsible for overseeing the Company's financial reporting process.

## AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books, except for not complying with the requirement of audit trail as stated in (i)(vi) below.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.

- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- f) The modification relating to the maintenance of accounts and Other Matters connected therewith, is as stated in paragraph (b) above.
- g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act .
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv.
    - a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the Notes to Accounts to the financial statements no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - (b) The Management has represented, that, to the best of its knowledge and belief, other than as disclosed in the Notes to Accounts to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v. The company has not declared or paid any dividend during the year and has not proposed final dividend for the year.
  - vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its book of account for the year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility wherein (a) in respect of one software ,the audit trail was enabled at application level and the same has been operated throughout the year for all the relevant transactions recorded in the software, however audit trail was not enabled at database level to log any direct data changes, and (b) in respect of another software for maintenance of payroll records, the audit trail feature was not enabled throughout the year( Refer Note 39 of the Financial statements)

Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with, in respect of accounting software for the period for which the audit trail feature was operating.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended March 31, 2024.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **DELOITTE HASKINS & S ELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

**Sachanand C Mohnani**  
Partner  
(Membership No. 407265)  
UDIN: 24407265BKFJQJ6785

Place: Pune  
Date: 28<sup>th</sup> May 2024

## ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

### Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of Innovassynth Technologies (India) Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls with reference to financial statements based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

#### MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the criteria for internal financial control with reference to financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **DELOITTE HASKINS & S ELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

**Sachanand C Mohnani**  
Partner  
(Membership No. 407265)  
UDIN: 24407265BKFJQJ6785

Place: Pune  
Date: 28<sup>th</sup> May 2024

## ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, capital work-in-progress and relevant details of right-of-use assets.
  - (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The property, plant and equipment, capital work-in-progress and right-of-use assets were physically verified during the year by the Management which, in our opinion, provides for physical verification at reasonable intervals. No material discrepancies were noticed on such verification.
- (c) Based on our examination of the title deeds of all the immovable properties provided to us, we report that, the title deeds of all immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment are held in the name of the Company as at the balance sheet date.
- (d) The Company has not revalued any of its property, plant and equipment (including Right-of-Use assets) and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at 31<sup>st</sup> March, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The inventories (except goods in transit) were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of accounts.
- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising (stock statements/book debt statements) filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company of the respective quarters.
- (iii) (a) The Company has provided loans or advances in the nature of loans during the year and details of which are given below:

Particulars	Advances in the nature of Loans (Rs. In Lakhs)
<b>A. Aggregate amount granted/ provided during the year:</b>	
Others	
Innovassynth Investments Limited (Net) (including interest)	66.80
<b>B. Balances outstanding as at balance sheet date in respect of above cases:</b>	
Others	
Innovassynth Investments Limited (including interest receivable)	500.21

The Company has not provided any guarantee or security to any other entity during the year.

- (b) The investments made, guarantees provided, security given and the terms and conditions of the grant of all the above-mentioned loans and advances in the nature of loans and guarantees provided, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.
- (c) The company has granted loans or provided advances in the nature of loans which are payable on demand. During the year, the Company has not demanded such loans or advances in the nature loan. Having regard to

the fact that the repayment of principal or payment of interest has not been demanded by the Company, in our opinion the repayments of principal amounts and receipts of interest are regular. (Refer reporting under Clause (iii)(f) below )

- (d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted and advances in the nature of loans provided by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) None of the loans or advances in the nature of loans granted by the Company have fallen due during the year.
- (f) The company has granted loans or advances in the nature of loans which are repayable on demand, details of which are given as below:

Particulars	Related Parties (Rs. In lakhs)
Aggregate of advances in the nature of loans repayable on demand	500.21
Innovassynth Investments Limited	100%

- (iv) According to the information and explanation given to us, the Company has not granted any loans, made investments or provided guarantees or securities that are covered under the provisions of sections 185 or 186 of the Companies Act, 2013, and hence reporting under clause (iv) of the Order is not applicable.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3 (v) of the Order is not applicable.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) In respect of statutory dues:
  - (a) The company has generally been regular in depositing undisputed statutory dues, including Goods and Service Tax, Provident Fund, Employees’ State Insurance, Income-tax, Custom duty, cess and other material statutory dues applicable to the Company to the appropriate authorities in all cases during the year.  
  
There were no undisputed amounts payable in respect of Goods and Services tax, Provident Fund, Employees’ State Insurance, Income-tax, Custom duty, cess and other material statutory dues in arrears as at 31<sup>st</sup> March, 2024 for a period of more than six months from the date they became payable.
  - (b) There are no statutory dues referred in sub-clause (a) above which have not been deposited on account of disputes as on 31 March 2024.
- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) To the best of our knowledge and belief and according to the information and explanations given to us, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause 3(ix)(e) and (f) of the Order is not applicable.
- (x) (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under Clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year and up to the date of this report.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with such directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) The Group does not have any CIC as part of the group and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The Company was not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of Section 135 of the Act are not applicable to the Company during the year. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For **DELOITTE HASKINS & S ELLS LLP**

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)

**Sachanand C Mohnani**

Partner

(Membership No. 407265)

UDIN: 24407265BKFJQJ6785

Place: Pune

Date: 28<sup>th</sup> May 2024

## BALANCE SHEET AS AT 31 MARCH 2024

		(Rupees in Lakhs)		
		Note No.	As at 31-Mar-24	As at 31-Mar-23
<b>I</b>	<b>ASSETS</b>			
<b>(1)</b>	<b>Non-current assets</b>			
	(a) Property, plant and equipment	3.1	12,328.90	12,593.16
	(b) Right of Use Assets	3.2	1,091.22	1,248.99
	(c) Capital work-in-progress	3.3	23.29	174.41
	(d) Other Intangible Assets	3.4	53.59	57.91
	(e) Financial assets			
	(i) Investment	4	-	-
	(ii) Other financial assets	5	67.25	62.07
	(f) Deferred tax assets (net)	25	601.90	605.30
	(g) Other Non Current assets	6	20.03	52.45
	<b>Total non-current assets</b>		<b>14,186.18</b>	<b>14,794.29</b>
<b>(2)</b>	<b>Current assets</b>			
	(a) Inventories	7	2,172.88	3,149.89
	(b) Financial assets			
	(i) Trade Receivable	8		
	Trade Receivable - Considered Good		2,846.11	3,066.76
	Trade Receivable - Credit Impaired		-	-
	(ii) Cash and cash equivalents	9	899.71	386.19
	(iii) Other financial assets	5	505.14	437.49
	(c) Other Current assets	6	1,463.28	1,233.91
	<b>Total current assets</b>		<b>7,887.12</b>	<b>8,274.24</b>
	<b>Total Assets</b>		<b>22,073.30</b>	<b>23,068.54</b>
<b>II</b>	<b>EQUITY AND LIABILITIES</b>			
<b>(1)</b>	<b>Equity</b>			
	(a) Equity share capital	10	7,502.14	7,502.14
	(b) Other equity	11	6,696.97	6,743.81
	<b>Total Equity</b>		<b>14,199.11</b>	<b>14,245.95</b>
<b>(2)</b>	<b>LIABILITIES</b>			
	<b>Non-current liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowing	12	1,109.81	-
	(ii) Lease liabilities	34	1,159.25	1,259.31
	(b) Provisions	13	512.48	519.17
	(c) Deferred tax liabilities (net)	25	-	-
	<b>Total non-current liabilities</b>		<b>2,781.54</b>	<b>1,778.48</b>
<b>(3)</b>	<b>Current liabilities</b>			
	(a) Financial liabilities			
	(i) Borrowings	12	1,970.92	1,701.89
	(ii) Lease liabilities	34	99.93	87.38
	(iii) Trade payables	14		
	(a) Total outstanding dues of micro enterprises and small enterprises		16.11	197.53
	(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		2,455.79	4,521.36
	(iv) Other financial liabilities	15	23.09	130.17
	(b) Provisions	13	345.25	192.08
	(c) Current tax liabilities (net)		58.47	-
	(d) Other current liabilities	16	123.09	213.70
	<b>Total current liabilities</b>		<b>5,092.65</b>	<b>7,044.11</b>
	<b>Total equity and liabilities</b>		<b>22,073.30</b>	<b>23,068.54</b>
	See accompanying notes forming part of the Financial statements	1-25		

In terms of our report attached

**For DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants

**SACHANAND C MOHNANI**  
Partner  
(Membership No. 407265)  
Place : Pune  
Date : 28<sup>th</sup> May 2024

**For and on behalf of the Board of Directors**  
**Innovassynth Technologies (India) Limited**

**DR. K N GANESH**  
Director  
DIN: 02960280  
Place : Pune  
Date : 27<sup>th</sup> May 2024

**DR. HARDIK JOSHIPURA**  
Managing Director & CEO  
DIN: 09392511  
Place : Pune  
Date : 27<sup>th</sup> May 2024

**RAGHUVVEER A**  
Chief Financial Officer  
PAN: AEDPR0047K  
Place : Pune  
Date : 27<sup>th</sup> May 2024

**RAHUL KADAM**  
Company Secretary  
PAN: APIPK6550J  
Place : Pune  
Date : 27<sup>th</sup> May 2024

## STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31 MARCH 2024

		(Rupees in Lakhs)		
		Note No.	Year ended 31-Mar-24	Year ended 31-Mar-23
I	Revenue from operations	17	16,000.14	20,099.34
II	Other income	18	135.89	275.30
III	<b>Total income (I+II)</b>		<b>16,136.03</b>	<b>20,374.64</b>
IV	<b>Expenses</b>			
(a)	Cost of Material Consumed	19	6,417.29	7,743.71
(b)	Changes in inventories of stock-in-trade, work-in-progress and finished goods	20	(1.23)	247.19
(c)	Employee benefit expenses	21	3,555.02	4,208.74
(d)	Finance cost	22	466.21	306.14
(e)	Depreciation and amortisation expense	23	774.28	655.22
(f)	Other expenses	24	4,909.40	7,541.61
	<b>Total expenses (IV)</b>		<b>16,120.97</b>	<b>20,702.61</b>
V	<b>Profit before tax (III-IV)</b>		<b>15.06</b>	<b>(327.97)</b>
VI	<b>Tax expense:</b>	25		
	Current tax		58.47	77.59
	Deferred tax charge		3.38	(49.27)
	MAT Credit entitlement		-	(77.59)
	Adjustment of current tax pertaining to earlier years		-	10.93
	<b>Total tax expense</b>		<b>61.85</b>	<b>(38.34)</b>
VII	<b>Profit for the year</b>		<b>(46.79)</b>	<b>(289.63)</b>
VIII	<b>Other comprehensive income/(loss)</b>			
(i)	Items that will not be reclassified to profit or loss			
	-Remeasurement of the defined benefit plans	28	(0.06)	652.61
(ii)	Income tax relating to items that will not be reclassified to profit or loss			
	-Tax expense on remeasurement of defined benefit plans	25	0.02	(169.68)
	<b>Total other comprehensive income/(loss)</b>		<b>(0.04)</b>	<b>482.93</b>
IX	<b>Total comprehensive income/(loss) for the year (VII+VIII)</b>		<b>(46.83)</b>	<b>193.30</b>
X	<b>Earnings per equity share:</b>	27		
	(Face value Rs. 10 per share)			
	- Basic and diluted (Rupees)		(0.06)	(0.39)
	See accompanying notes forming part of the Financial statements	1-25		

In terms of our report attached

**For DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants

**SACHANAND C MOHNANI**  
Partner  
(Membership No. 407265)  
Place : Pune  
Date : 28<sup>th</sup> May 2024

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**RAHUL KADAM**  
Company Secretary  
PAN: APIPK6550J  
Place : Pune  
Date : 27<sup>th</sup> May 2024

## STATEMENT OF CASH FLOW FOR THE PERIOD ENDED 31 MARCH 2024

(Rupees in Lakhs)

	Year ended 31-Mar-24	Year ended 31-Mar-23
<b>I Profit / (Loss) before tax</b>	15.06	(327.97)
<b>II Cash Flow from Operating activities</b>		
Adjustments for:		
Depreciation and amortisation	616.51	497.45
Depreciation of right of use assets	157.77	157.77
Finance cost	343.68	175.73
Interest on Lease Liability	122.53	130.41
Interest Income	(62.44)	(56.45)
(Profit) / Loss on sale of Assets	-	(4.48)
Provision for inventory	328.60	129.64
Excess provision / liabilities no longer required written back	(2.30)	(5.95)
Misc expenditure balance written off	2.16	21.22
Loss on assets scrapped	35.58	-
Net Unrealised foreign exchange loss	28.13	(67.16)
	1,570.22	978.18
<b>Operating profit before working capital adjustments</b>	<b>1,585.28</b>	<b>650.21</b>
<b>III Working capital adjustments:</b>		
Adjustments for (increase) / decrease in operating assets:		
Inventories	648.41	553.23
Financial assets	(5.70)	(14.08)
Other assets	(234.03)	(73.78)
Trade Receivables	200.33	(312.94)
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	(2,248.61)	(320.71)
Other financial liabilities	(0.20)	0.00
Other liabilities	(90.58)	28.69
Provisions	146.41	71.17
<b>Cash generated from operations</b>	<b>1.31</b>	<b>581.79</b>
Net income tax (paid) / refunds	32.04	(28.19)
<b>IV Net cash flows from operating activities</b>	<b>33.35</b>	<b>553.60</b>
<b>V Cash Flow from Investing activities</b>		
Expenditure on property plant and equipment	(327.53)	(2,060.42)
Proceeds from disposal of property plant and equipment (including capital work in progress)	-	23.10
Interest income	31.07	29.11
Investment in Fixed deposits	(662.67)	(1,630.00)
Redemption of Fixed deposits	151.42	2,296.03
Inter-Corporate Deposits given to related parties	(35.78)	(39.14)
<b>Net cash flows from/(used) in investing activities</b>	<b>(843.49)</b>	<b>(1,381.33)</b>
<b>VI Cash Flow from Financing activities</b>		
(Repayment) of /Proceeds from borrowings	1,434.53	(29.55)
(Repayment) of /Proceeds from short term borrowings (Net)	(61.70)	1,013.09
Payment of Lease liabilities	(210.04)	(182.01)
Finance cost	(350.38)	(160.12)
<b>Net cash flows from/(used) in financing activities</b>	<b>812.41</b>	<b>641.42</b>
<b>VII Net (increase/decrease) in cash and cash equivalents (IV+V+VI)</b>	<b>2.27</b>	<b>(186.31)</b>
<b>VIII Cash and cash equivalents at the beginning of the year (Refer note 9)</b>	<b>26.36</b>	<b>212.67</b>
<b>IX Cash and cash equivalents at the end of the year (Refer note 9)</b>	<b>28.63</b>	<b>26.36</b>

**Notes:**

- Statement of cash flows has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows" as specified in the Companies (Indian Accounting Standards) Rules, 2015
- Cash and cash equivalents included in the Statement of Cash Flows comprise the following:(Refer note 9)

Particulars	(Rupees in Lakhs)	
	2023-24	2022-23
Balance with Bank	27.12	2.90
Cash on hand	1.51	23.46
Fixed Deposits with original maturity of 3 months or less than 3 months	-	-
<b>Total</b>	<b>28.63</b>	<b>26.36</b>

In terms of our report attached

**For DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants

**SACHANAND C MOHNANI**  
Partner  
(Membership No. 407265)  
Place : Pune  
Date : 28<sup>th</sup> May 2024

**For and on behalf of the Board of Directors**  
**Innovassynth Technologies (India) Limited**

**DR. K N GANESH**  
Director  
DIN: 02960280  
Place : Pune  
Date : 27<sup>th</sup> May 2024

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Chief Financial Officer  
PAN: AEDPR0047K  
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**RAHUL KADAM**  
Company Secretary  
PAN: APIPK6550J  
Place : Pune  
Date : 27<sup>th</sup> May 2024

## STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 MARCH 2024

### I EQUITY SHARE CAPITAL

(Rupees in Lakhs)

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting year
7,502.14	-	7,502.14	-	7,502.14

### II OTHER EQUITY

#### (1) Current Reporting period

(Rupees in Lakhs)

Particulars	Reserves & Surplus			Items of Other Comprehensive Income	Total
	Capital Reserve	Security Premium	Retained Earnings		
As at 1 April 2023	21.31	2,100.75	4,033.27	588.47	6,743.81
(a) Profit for the year	-	-	(46.79)	-	(46.79)
(b) Other comprehensive income					
- Remeasurement of the defined benefit plans (net of tax)				(0.05)	(0.05)
<b>IV Total comprehensive Income for the year</b>	-	-	<b>(46.79)</b>	<b>(0.05)</b>	<b>(46.84)</b>
<b>At 31 March 2024</b>	<b>21.31</b>	<b>2,100.75</b>	<b>3,986.48</b>	<b>588.42</b>	<b>6,696.97</b>

#### (2) Previous Reporting period

(Rupees in Lakhs)

Particulars	Reserves & Surplus			Items of Other Comprehensive Income	Total
	Capital Reserve	Security Premium	Retained Earnings		
As at 1 April 2022	21.31	2,100.75	4,322.90	105.54	6,550.50
(a) Profit for the year	-	-	(289.63)	-	(289.63)
(b) Other comprehensive income					
- Remeasurement of the defined benefit plans (net of tax)	-	-	-	482.93	482.93
<b>IV Total comprehensive income/ (Loss) for the year</b>	-	-	<b>(289.63)</b>	<b>482.93</b>	<b>193.31</b>
<b>At 31 March 2023</b>	<b>21.31</b>	<b>2,100.75</b>	<b>4,033.27</b>	<b>588.47</b>	<b>6,743.81</b>

See accompanying notes forming part of the Financial statements

In terms of our report attached

**For DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants

**SACHANAND C MOHNANI**  
Partner  
(Membership No. 407265)  
Place : Pune  
Date : 28<sup>th</sup> May 2024

**For and on behalf of the Board of Directors**  
Innovassynth Technologies (India) Limited

**DR. K N GANESH**  
Director  
DIN: 02960280  
Place : Pune  
Date : 27<sup>th</sup> May 2024

**DR. HARDIK JOSHIPURA**  
Managing Director & CEO  
DIN: 09392511  
Place : Pune  
Date : 27<sup>th</sup> May 2024

**RAGHUVVEER A**  
Chief Financial Officer  
PAN: AEDPR0047K  
Place : Pune  
Date : 27<sup>th</sup> May 2024

**RAHUL KADAM**  
Company Secretary  
PAN: APIPK6550J  
Place : Pune  
Date : 27<sup>th</sup> May 2024

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 1. CORPORATE INFORMATION:

The Company is R&D driven, technology-based Organization engaged in developing, scaling up and manufacturing of specialty chemicals and pharmaceutical intermediates. Key focus business areas are customs synthesis, contract research & manufacturing of specialty chemicals, toll manufacture of chemicals and similar businesses. The niche area of focus is protected nucleosides and modified phosphoramidites used for clinical and therapeutic oligonucleotides applications. The Company's unique capability to supply wide range of protected nucleosides and amidites for therapeutic as well as diagnostic applications has made it one among the top few companies engaged in this activity in the world.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### a. Basis of preparation:

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules 2015 as amended and notified under Section 133 of the Companies Act, 2013 (the "Act") as amended from time to time and other relevant provisions of the Act.

The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities measured at fair value (refer accounting policy Note 'o' of summary of significant accounting policies regarding financial instruments).

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company considers the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 116- Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 - Inventories or value in use in Ind AS 36 - Impairment of Assets.

#### b. Current Vs Non-Current Classification

The company presents assets and liabilities in the Balance Sheet based on current/non - current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non - current.

A liability is treated as current when it is:

- Expected to be settled in normal operating cycle
- Held primarily for the purpose of trading
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are treated as non - current.

Deferred tax assets and liabilities are classified as non - current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

**c. Revenue Recognition**

Revenue from contract with customers is recognised when the Company satisfies performance obligation by transferring promised goods to the customer. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset.

Revenue is measured based on transaction price, stated net of discounts, returns and goods and service tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/ discounts. Accumulated experience is used to estimate and provide for the discounts/ right of return, using the expected value method.

Other Income: Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a timely basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the assets net carrying amount on initial recognition.

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

**d. Property, Plant and Equipment**

Property, Plant and Equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment losses, if any. The cost of Property, Plant and Equipment comprises its purchase price net of any trade discounts and rebates, any import duties, and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses, decommissioning costs, if any and interest on borrowings attributable to acquisition of qualifying asset up to the date the asset is ready for its intended use. Subsequent expenditure on fixed assets after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance and cost can be measured reliably.

Machinery spares that meet the definition of property, plant and equipment are capitalised.

Property, Plant and Equipment which are not ready for intended use as on date of Balance Sheet are disclosed as "Capital work-in-progress". Projects are carried at cost comprising of direct cost and related incidental expenses and attributable borrowing costs, if any.

An item of Property, Plant and Equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

Depreciation on these assets commences when assets are ready for their intended use which is generally on commissioning. Items of Property, Plant and Equipment are depreciated in a manner that amortizes the cost of the assets after commissioning less its residual value, over their useful lives as specified in Schedule II of the Act on a straight-line basis.

Depreciation on additions/deletions during the year is provided on pro-rata basis from/up to the date of such addition/deletion.

Property, Plant and Equipment's residual values and useful lives are reviewed at each Balance Sheet date and changes, if any, are treated as changes in accounting estimate.

Right to use assets are depreciated on straight line basis over the lease period or useful life of asset whichever is lower. However, if the lease transfers ownership of the underlying asset to the company by the end of the lease term or if the cost of the right-of-use asset reflects that the company will exercise a purchase option, the company depreciates the right-of-use asset from the commencement date to the end of the useful life of the underlying asset.

#### e. Intangible Assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognised on a straight-line basis over their estimated useful lives to reflect the pattern in which the assets economic benefits are consumed. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. The amortization of intangible asset is included in Depreciation and Amortization expense in the Statement of Profit and Loss.

##### i. Software

The expenditure incurred is amortised over the ten years equally commencing from the date of acquisition.

##### ii. Research & Development

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product's technical and economic feasibility and marketability has been established, in which case such expenditure is capitalised. The amount capitalised comprises expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing, and making the asset ready for its intended use. Property, Plant and Equipment utilised for research and development are capitalised and depreciated in accordance with the policies stated for Property, Plant and Equipment.

#### f. Inventories

Inventories are valued at the lower of cost (e.g., on weighted average basis) and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable.

#### g. Leases

##### The Company as a lessee

The Company's lease primarily comprises of lease for land and building.

The Company assesses whether contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys right to control the use of an identified asset for a period in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset
- the Company has substantially all the economic benefits from use of the asset through the period of the lease and
- the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a Right of use (ROU) Asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense over the term of the lease.

The Right of use Asset are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right of use Asset are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases.

Lease liability and right of use asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

#### **h. Foreign exchange transactions and translations**

Transactions in foreign currencies i.e., other than the Company's functional currency of Indian Rupees are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items of company are carried at historical cost. Exchange differences on revaluation are recognised in the Statement of Profit and Loss in the period in which they arise.

#### **i. Employee Benefits**

Employee benefits include provident fund, bonus, gratuity and compensated absences.

##### **i. Defined contribution plans**

The Company's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

##### **ii. Defined benefit plans**

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Service cost and net interest expenses or income is recognised in the Statement of Profit and Loss. Remeasurement, comprising actuarial gains and losses and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in Other Comprehensive Income in the period in which they occur. Remeasurement recognised in Other Comprehensive Income is reflected immediately in retained earnings and is not reclassified to profit or loss.

##### **iii. Short term employee benefits**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

- in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- in case of non-accumulating compensated absences when the absences occur.

##### **iv. Long term Compensated absences**

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled. Long Service Awards are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date.

#### **j. Borrowing Costs**

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan.

All borrowing costs are charged to the Statement of Profit and Loss except:

- Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalisation of such asset are added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

- Expenses incurred on raising long term borrowings are amortised using effective interest rate method over the period of borrowings.

Investment Income earned on the temporary investment of funds of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

#### k. Taxes on Income

Taxes on income comprises of current taxes and deferred taxes.

- **Current tax** is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realize the asset and settle the liability simultaneously.
- **Minimum Alternate Tax (MAT)** paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.
- **Deferred tax** is recognised on temporary differences, being differences between the carrying amount of assets and liabilities and corresponding tax bases used in the computation of taxable profit. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realizability.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity, in which case, the current and deferred tax are also recognised in Other Comprehensive Income or directly in equity respectively.

#### l. Impairment of Assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate pre-tax discount rate to determine whether there is any indication that those assets have suffered any impairment loss. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

#### m. GST Tax Input Credit

GST Tax Input Credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing/utilizing the credits.

#### n. Provisions and Contingent Liabilities

A provision is recognised when the Company has a present obligation because of past events, and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the notes. Contingent assets are not recognised in the financial statement

## **o. Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the relevant instrument.

### **i. Initial Measurement**

Financial assets and financial liabilities are initially measured at fair value except for Trade receivables that do not have a significant financing component which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through Profit and Loss) are added to or deducted from the fair value on initial recognition of financial assets or financial liabilities except for Trade receivables that do not have a significant financing component which are measured at transaction price. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through Profit and Loss are recognised immediately in the Statement of Profit and Loss.

### **ii. Classification and subsequent measurement**

#### **- Financial Assets**

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace. All recognised financial assets are subsequently measured at either amortised cost or fair value depending on their respective classification.

On initial recognition, a financial asset is classified as measured at -

- Amortised cost; or
- Fair Value through Other Comprehensive Income (FVTOCI); or
- Fair Value Through Profit and Loss (FVTPL)

Financial assets are not reclassified after their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

All financial asset not classified as measured at amortised cost or FVTOCI are measured at FVTPL. This includes all derivative financial assets.

Financial assets at amortised cost are subsequently measured at amortised cost using effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in the Statement of Profit and Loss. Any gain and loss on derecognition are recognised in the Statement of Profit and Loss.

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

For equity investments, the Company makes an election on an instrument-by-instrument basis to designate equity investments as measured at FVTOCI. These elected investments are measured at fair value with gains and losses arising from changes in fair value recognised in Other Comprehensive Income and accumulated in the reserves. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments. These investments in equity are not held for trading. Instead, they are held for medium or long-term strategic purposes. Upon the application of Ind AS 109, the Company has chosen to designate these investments as at FVTOCI as the Company believes that this provides a more meaningful presentation for medium or long-term strategic investments, than reflecting changes in fair value immediately in the Statement of Profit and Loss. Dividend income received on such equity investments are recognised in the Statement of Profit and Loss.

Equity investments that are not designated as measured at FVTOCI are designated as measured at FVTPL and subsequent changes in fair value are recognised in the Statement of Profit and Loss.

Financial assets at FVTPL are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in the Statement of Profit and Loss.

- **Financial liabilities and equity instruments**

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

- **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all its liabilities. Equity instruments issued by the Company is recognised at the proceeds received, net of directly attributable transaction costs.

- **Financial liabilities**

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in the Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in the Statement of Profit and Loss.

iii. **Derecognition of financial assets**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters transactions whereby it transfers assets recognised on its balance sheet but retains either all or substantially all the risks and rewards of the transferred assets, the transferred assets are not derecognised.

iv. **Offsetting**

Financial assets and financial liabilities are offset, and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

v. **Impairment of financial assets**

The Company applies the expected credit loss (ECL) model for recognising impairment loss on financial assets. With respect to trade receivables, the Company measures the loss allowance at an amount equal to lifetime expected credit losses. For all other financial instruments, the Company recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition. 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities under the Company recovery procedures, considering legal advice where appropriate. Any recoveries made are recognised in the Statement of Profit and Loss.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. Any recoveries made are recognised in the Statement of Profit and Loss.

**p. Cash and cash equivalents**

Cash comprises cash on hand and cash equivalents are term deposits with banks, short term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value. For the purposes of the Cashflow statement cash credit is also considered as cash and cash equivalent.

**q. Use of Estimates and judgement:**

The preparation of financial statements in conformity with Ind AS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management’s best knowledge of current events and actions, actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed at the end of each reporting period. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

**r. Critical accounting judgements and key source of estimation uncertainty**

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

**i. Useful lives of property, plant and equipment and intangible assets**

As described in the significant accounting policies, the Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period. Useful lives of intangible assets are determined based on estimated benefits to be derived from use of such intangible assets. These reassessments may result in change in the depreciation /amortization expense in future periods.

**ii. Fair value measurements and valuation processes**

Some of the Company’s assets and liabilities are measured at fair value at each balance sheet date or at the time they are assessed for impairment. In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities require estimates to be made by the management and are disclosed in the notes to the financial statements.

**iii. Actuarial Valuation**

The determination of Company’s liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in Other Comprehensive Income. Such valuation depends upon assumptions determined after considering discount rate, salary growth rate, expected rate of return, mortality, and attrition rate. Information about such valuation is provided in notes to the financial statements.

**iv. Determining discount rate for lease accounting**

The Company has recognised lease liabilities at present value using the incremental borrowing rate which considers the latest borrowing rate corresponding to the lease term adjusted for Company specific risk premiums. Judgement is involved in determining the incremental borrowing rate and the value of lease liability is sensitive to discount rate. The incremental borrowing rate estimated by the Company as on the date of transition is 9.50 percent.

**v. Determining the lease term**

Ind AS 116 requires the Company to determine the lease term as the non-cancellable period of a lease adjusted for any option to extend or terminate the lease, if the use of such option is reasonably certain. The lease agreements signed by the Company includes a non-cancellable period subsequent to which only the Company has a right to terminate the lease. The Company has considered the nature of contractual terms and economic factors to determine the lease term and concluded that the Company is reasonably certain that the lease term will extend beyond the non- cancellable period.

**s. Fair value measurement:**

The Company measures certain financial instruments at fair value at each reporting date.

Certain accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability also reflects its non-performance risk.

The best estimate of the fair value of a financial instrument on initial recognition is normally the transaction price i.e., the fair value of the consideration given or received. If the Company determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique that uses only data from observable markets, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently that difference is recognised in the Statement of Profit and Loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data, or the transaction is closed out.

While measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation technique as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the assets or liabilities, either directly (i.e., as prices) or indirectly (i.e., derived from prices)
- Level 3: inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

**t. Export Incentives**

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

**u. Earnings per share**

Basic earnings per share are calculated by dividing the profit or loss for the period attributable to equity shareholders by the weighted average number of equities shares outstanding during the period.

To calculating diluted earnings per share, the profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

**v. Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that make strategic decision. Refer note 26.

### 3.1 PROPERTY, PLANT & EQUIPMENT

(Rupees in Lakhs)

Particulars	Gross Block			Accumulated Depreciation and Amortisation			Net Block	
	As at 01 April 2023	Additions	Deletions / Adjustments	As at 31 March 2024	As at 01 April 2023	Depreciation and amortisation expense	On Dele- tions / Ad- justments	As at 31 March 2024
Freehold Land	4,887.40	-	-	4,887.40	-	-	-	4,887.40
Building	683.36	-	38.40	644.96	134.19	26.26	2.82	487.33
Roads	195.15	119.95	-	315.10	11.24	25.05	-	278.81
Leasehold improvement	672.41	-	-	672.41	27.02	81.51	-	563.88
Plant & Machinery	6,969.48	252.02	-	7,221.50	900.21	424.53	-	5,896.76
Furniture & Fixtures	165.32	2.35	-	167.67	12.22	16.04	-	139.41
Motor Car Vehicles	28.43	-	-	28.43	8.60	4.32	-	15.51
Office Equipment	138.28	2.20	-	140.48	53.20	27.48	-	59.80
<b>Total</b>	<b>13,739.84</b>	<b>376.52</b>	<b>38.40</b>	<b>14,077.95</b>	<b>1,146.69</b>	<b>605.19</b>	<b>2.82</b>	<b>1,749.05</b>

(Rupees in Lakhs)

Particulars	Gross Block			Accumulated Depreciation and Amortisation			Net Block	
	As at 01 April 2022	Additions	Deletions / Adjustments	As at 31 March 2023	As at 01 April 2022	Depreciation and amortisation expense	On Dele- tions / Ad- justments	As at 31 March 2023
Freehold Land	4,887.40	-	-	4,887.40	-	-	-	4,887.40
Building	683.36	-	-	683.36	89.82	44.37	-	549.17
Roads	-	195.15	-	195.15	-	11.24	-	183.91
Leasehold improvement	-	672.41	-	672.41	-	27.02	-	645.39
Plant & Machinery	5,957.06	1,019.50	7.08	6,969.48	538.20	362.70	0.69	6,069.27
Furniture & Fixtures	40.96	124.36	-	165.32	3.58	8.64	-	153.10
Motor Car Vehicles	34.36	15.62	21.55	28.43	12.44	5.48	9.31	19.83
Office Equipment	76.38	61.90	-	138.28	30.65	22.55	-	85.09
<b>Total</b>	<b>11,679.52</b>	<b>2,088.94</b>	<b>28.62</b>	<b>13,739.84</b>	<b>674.68</b>	<b>482.00</b>	<b>10.00</b>	<b>1,146.69</b>

### 3.2 Right of Use Assets

		(Rupees in Lakhs)	
		As at 31 Mar 2024	As at 31-Mar-23
<b>(i) Cost</b>			
	Balance as at 1 April 2023	1,419.90	-
	Additions during the year	-	1,419.90
	Less: Deletion during the year		-
	<b>Balance as at 31 March 2024</b>	<b>1,419.90</b>	<b>1,419.90</b>
<b>(ii) Accumulated Depreciation</b>			
	Balance as at 1 April 2023	170.91	13.15
	Additions during the year	157.77	157.77
	Less: Deletion during the year	-	-
	<b>Balance as at 31 March 2024</b>	<b>328.68</b>	<b>170.91</b>
<b>(iii) Net Balance as at 31 March 2024</b>		<b>1,091.22</b>	<b>1,248.99</b>

#### Note

- The depreciation expenses of Right of use Asset have been included under 'Depreciation, amortization and impairment expenses' in the Statement of Profit and Loss.
- Refer note 34.

### 3.3 CWIP Ageing Schedule

(Rupees in Lakhs)					
Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total as at 31-Mar-24
Projects in progress	23.29	-	-	-	23.29
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>23.29</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>23.29</b>

(Rupees in Lakhs)					
Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total as at 31-Mar-23
Projects in progress	174.41	-	-	-	174.41
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>174.41</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>174.41</b>

### 3.4 Other Intangible Assets

Particulars	Gross Block			Accumulated Depreciation and Amortisation			Net Block
	As at 01 April 2023	Additions	Deletions / Adjustments	As at 01 April 2023	Depreciation and amortisation expense	On Deletions / Adjustments	
Software & License	90.35	7.00	-	32.44	11.32	-	53.59
Transferable Development Rights	98.05	-	-	98.05	-	-	98.05
New Product Development	28.08	-	-	28.08	-	-	28.08
<b>Total</b>	<b>216.48</b>	<b>7.00</b>	<b>-</b>	<b>158.57</b>	<b>11.32</b>	<b>-</b>	<b>53.59</b>

Particulars	Gross Block			Accumulated Depreciation and Amortisation			Net Block
	As at 01 April 2022	Additions	Deletions / Adjustments	As at 01 April 2022	Depreciation and amortisation expense	On Deletions / Adjustments	
Software & License	84.73	5.62	-	21.44	11.00	-	57.91
Transferable Development Rights	98.05	-	-	98.05	-	-	98.05
New Product Development	28.08	-	-	23.64	4.44	-	28.08
<b>Total</b>	<b>210.86</b>	<b>5.62</b>	<b>-</b>	<b>143.13</b>	<b>15.45</b>	<b>-</b>	<b>57.91</b>

#### 4 INVESTMENT

Particulars	(Rupees in Lakhs)	
	As at 31-Mar-24	As at 31-Mar-23
Investment in Equity Instruments (530000 Equity Share in Actis Biologics Pvt. Ltd - Non Traded, unquoted)	159.00	159.00
Less: Provision for Impairment in value of investment	(159.00)	(159.00)
	-	-

#### 5 OTHER FINANCIAL ASSETS

Particulars	(Rupees in Lakhs)	
	As at 31-Mar-24	As at 31-Mar-23
<b>Non-current</b>		
<b>Considered good - Unsecured</b>		
Security deposits	67.25	62.07
	<b>67.25</b>	<b>62.07</b>

**Notes:**

- Other financial assets are measured at amortised cost.
- Refer Note 39 for fair value disclosure of financial assets and financial liabilities and for fair value hierarchy.
- Refer Note 29 on risk management objectives and policies for financial instruments.

Particulars	(Rupees in Lakhs)	
	As at 31-Mar-24	As at 31-Mar-23
<b>Current</b>		
Considered good - Unsecured		
(a) Intercorporate Deposit	359.70	323.92
(b) Interest Receivable on Intercorporate Deposit	140.51	109.49
(c) Lease Rent Receivable	4.93	4.08
	<b>505.14</b>	<b>437.49</b>

**Notes:**

- Other financial assets are measured at amortised cost.
- Refer Note 39 for fair value disclosure of financial assets and financial liabilities and for fair value hierarchy.
- Refer Note 29 on risk management objectives and policies for financial instruments.
- The Inter corporate deposits has been given to Innovassynth Investment Limited @ Cash Credit plus 0.50 % repayable on demand. This loan will be used by Innovassynth Investment Limited to meet working capital requirements.

#### 6 OTHER ASSETS

Particulars	(Rupees in Lakhs)	
	As at 31-Mar-24	As at 31-Mar-23
<b>Non-current</b>		
Prepaid expenses	0.06	0.46
Other Deposit	7.70	7.70
Advance Income Tax Assets	12.27	44.29
	<b>20.03</b>	<b>52.45</b>

Particulars	(Rupees in Lakhs)	
	As at 31-Mar-24	As at 31-Mar-23
<b>Current</b>		
Prepaid expenses	92.63	96.75
Capital Advance		
(i) Secured Considered Good		-
(ii) Unsecured Considered Good	0.84	8.99
Advance to Suppliers		
(i) Unsecured Considered Good	45.81	73.09
(ii) Unsecured Considered Doubtful	-	0.06
Less: Provision for Doubtful Advances	-	(0.06)
Goods and services tax input credit (net)	1,284.51	1,002.06
Export Incentive Receivable	9.06	11.29
Advance to Employees		
(i) Unsecured Considered Good	18.63	29.92
(ii) Unsecured Considered Doubtful - Advance to Employees	3.48	3.42
Less: Provision for Doubtful Advances - Advance to Employees	(3.48)	(3.42)
Other Deposit	3.37	3.37
Other advances	8.43	8.44
	<b>1,463.28</b>	<b>1,233.91</b>

## 7 INVENTORIES

Particulars	(Rupees in Lakhs)	
	As at 31-Mar-24	As at 31-Mar-23
Raw Materials	752.14	1,661.02
Work-in-Progress	528.64	528.42
Finished Goods	754.20	753.19
Stores, Spares, Packing Materials and Fuel	137.90	207.26
	<b>2,172.88</b>	<b>3,149.89</b>

### Notes

- Raw Material include raw material in transit is nil as at 31 March 2024 (Rs. 261.72 Lakhs as at 31 March 2023).
- Writedowns of inventories to net realisable value amounted to Rs. 792.56 Lakhs (31-March-2023: Rs. 498.36). These were recognised as an expense during the year.

## 8 TRADE RECEIVABLE

Particulars	(Rupees in Lakhs)	
	As at 31-Mar-24	As at 31-Mar-23
Considered good - Unsecured	2,846.11	3,066.76
Considered Doubtful - Unsecured	-	-
	<b>2,846.11</b>	<b>3,066.76</b>
Less: Allowances for expected Credit Loss	-	-
	<b>2,846.11</b>	<b>3,066.76</b>

### Notes:

- Trade receivables are measured at amortised cost.
- Refer Note 39 for fair value disclosure of financial assets and financial liabilities and for fair value hierarchy.
- Refer Note 29 on credit risk of trade receivables, which explains how the Company manages and measures credit quality of trade receivables that are neither past due nor impaired.

**Note:****(i) Trade Receivables ageing schedule is as follows :**

As at 31 March 2024

(Rupees in Lakhs)

Particulars	Outstanding for following period from due date				
	Less than 6 months	6 months to 1 years	1-2 years	2-3 years	More than 3 years
(i) Undisputed Trade receivables – considered good	2,838.63	6.77	0.02	0.05	0.63
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-
Impairment allowance (allowance for bad and doubtful debts)	-	-	-	-	-

As at 31 March 2023

(Rupees in Lakhs)

Particulars	Outstanding for following period from due date				
	Less than 6 months	6 months to 1 years	1-2 years	2-3 years	More than 3 years
(i) Undisputed Trade receivables – considered good	3,065.88	0.23	0.02	0.63	-
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-
Impairment allowance (allowance for bad and doubtful debts)	-	-	-	-	-

## 9 CASH AND BANK BALANCES

Particulars	(Rupees in Lakhs)	
	As at 31-Mar-24	As at 31-Mar-23
<b>A. Cash and cash equivalents</b>		
Cash on hand	1.51	23.46
Balances with banks-		
- On current account	27.12	2.90
- Fixed Deposits with original maturity of 3 months or less than 3 months	-	-
	<b>28.63</b>	<b>26.36</b>
<b>B. Bank Balances other than cash and cash equivalents</b>		
Other Deposit Accounts	221.54	5.75
Balances held as margin money	649.54	354.08
	<b>871.08</b>	<b>359.83</b>
<b>Cash and cash equivalents as per balance sheet</b>	<b>899.71</b>	<b>386.19</b>

### Notes:

- Refer Note 39 for fair value disclosure of financial assets and financial liabilities and for fair value hierarchy.
- Refer Note 29 on risk management objectives and policies for financial instruments.
- Deposits with banks include restricted bank balances of Rs. 649.54 Lakhs (31-March 2023: Rs. 354.08 Lakhs). The restrictions are primarily on account of margin money for working capital limits.

## 10 EQUITY SHARE CAPITAL

Particulars	(Rupees in Lakhs)	
	As at 31-Mar-24	As at 31-Mar-23
<b>Authorised capital</b>		
Equity shares of Rupees 10 each with voting rights	7,600.00	7,600.00
	<b>7,600.00</b>	<b>7,600.00</b>
<b>Issued, Subscribed and Paid-Up Capital:</b>		
Equity shares of Rupees 10 each with voting rights (refer notes (i) to (vii) below)	7,502.14	7,502.14
	<b>7,502.14</b>	<b>7,502.14</b>

- (i) The reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:

Particulars	(Rupees in Lakhs)		
	Outstanding at the beginning of the year	Issued during the year	Closing Balance
<b>Equity shares with voting rights</b>			
<b>Period ended 31 March 2024</b>			
- Number of shares	75,021,351	-	75,021,351
- Amount (in Rupees)	750,213,510	-	750,213,510
<b>Year ended 31 March 2023</b>			
- Number of shares	75,021,351	-	75,021,351
- Amount (in Rupees)	750,213,510	-	750,213,510

(ii) Details of shares held by each shareholder Holding more than 5% shares :

Name of shareholders (equity shares with voting rights)	As at 31-Mar-24	As at 31-Mar-23
<b>Innovassynth Investments Limited</b>		
Number of shares held	23,850,070	23,850,070
% holding in that class of shares	31.79%	31.79%
<b>Viren Rajan Raheja</b>		
Number of shares held	18,755,340	18,755,340
% holding in that class of shares	25.00%	25.00%
<b>Akshay Rajan Raheja</b>		
Number of shares held	18,755,340	18,755,340
% holding in that class of shares	25.00%	25.00%

- (iv) Each holder of equity shares is entitled to one vote per share. The shareholders have the right to receive interim dividends declared by the Board of Directors and final dividends proposed by the Board of Directors and approved by the shareholders. In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive any of the remaining assets of the company, after distribution of Preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The Equity shareholders have all other rights as available to the equity shareholders as per the provisions of Companies Act, 2013 read together with the Memorandum of Association and Articles of Association of the company as applicable.
- (v) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date is Nil (As at 31 March 2023: Nil)
- (vi) There is change in the shareholding during the year ended 31 March 2024 ( Also, there is change in shareholding in 31 March 2023).Globus stores India Pvt ltd has acquired shares from Livoc Enterprise ltd in Nov-23.
- (vii) Details of shares held by promoters:

Promoter name	No. of Shares	% of total shares	% Change during the year
Mr Viren Raheja	18,755,340	25.00%	0.00%
Mr Akshay Raheja	18,755,340	25.00%	0.00%

## 11 OTHER EQUITY

Particulars	(Rupees in Lakhs)	
	As at 31-Mar-24	As at 31-Mar-23
<b>Capital Reserve</b>		
Opening Balance	21.31	21.31
Add: Transferred during the year	-	-
Less: Utilised during the year	-	-
	<b>21.31</b>	<b>21.31</b>
<b>Security Premium</b>		
Opening Balance	2,100.75	2,100.75
Add : Premium on shares issued during the year	-	-
Less: Utilised/transferred during the year - Share issue expenses	-	-
	<b>2,100.75</b>	<b>2,100.75</b>

Particulars	(Rupees in Lakhs)	
	As at 31-Mar-24	As at 31-Mar-23
<b>Retained Earnings</b>		
Opening Balance (Refer Note 2 below)	4,621.74	4,428.44
Add: Profit / (Loss) for the year	(46.79)	(289.63)
Add: Transferred during the year	-	-
	<b>4,574.95</b>	<b>4,138.81</b>
Add: Other comprehensive income arising from remeasurement of defined benefit obligation net of income tax	(0.04)	482.93
	<b>4,574.91</b>	<b>4,621.74</b>
	<b>6,696.97</b>	<b>6,743.80</b>

**Notes:**

- Securities Premium is credited when shares are issued at premium. It is utilised in accordance with the provisions of the Act, to issue bonus shares, to provide for premium on redemption of shares or debentures, equity related expenses like underwriting costs, etc.

## 12 BORROWINGS

Particulars	(Rupees in Lakhs)	
	As at 31-Mar-24	As at 31-Mar-23
<b>Non Current</b>		
<b>Carried at Amortised Cost:</b>		
Secured:		
Term Loan from Bank	1,109.81	-
	<b>1,109.81</b>	-
<b>Current</b>		
Secured		
Cash Credit	366.38	1,008.02
Buyers credit	234.50	693.87
Loan	1,045.32	-
Term Loan from Bank	324.72	-
	<b>1,970.92</b>	<b>1,701.89</b>

### 12.1 Maturity Profile

Particulars	(Rupees in Lakhs)	
	As at 31-Mar-24	As at 31-Mar-23
Less than three months	315.69	693.87
More three months and up to one year	243.60	-
More than one year and up to three years	649.60	-
More than three years and up to five years	460.13	-
Above five years	-	-
	<b>1,669.02</b>	<b>693.87</b>

## 12.2 Details of security

1. Term Loan & Working capital facilities are secured by First hypothecation Charge on entire Current Assets of the Company including stocks and Book debts, Present and Future. It Includes First Charge (Equitable mortgage/Hypothecation) on plant and machinery, land & Building and other Property Plant & Equipment assets except assets funded by BASF. The facility is further secured by way of lien of margin money amounting to Rs.2,55,00,000 with Axis Bank.
2. Buyers credit facilities are also secured by First hypothecation Charge on entire Current Assets of the Company including stocks and Book debts, Present and Future. It Includes First Charge (Equitable mortgage/Hypothecation) on plant and machinery, land & Building and other Property Plant & Equipment assets except assets funded by BASF. The facility is further secured by way of lien of margin money amounting to Rs. 2,55,00,000 with Axis Bank.

## 12.3 Terms for Borrowing

Term loan outstanding as at year end	Rate of Interest* (p.a.)	Repayment Terms
Mar 2024 Term Loan: 1434.53 Lakhs (Mar 2023: Nil)	12M MCLR + 75 BPS	Term Loan from Axis Bank is repayable over 60 monthly installment commencing from Sept-2023. The interest rate applicable for the Term loan is 12 Month SOFR + 75 bps

### Notes:

1. Borrowings are measured at amortised cost.
2. Maturity profile of Term Loans from Banks and Others (including current maturities) (Refer Note 12.1)
3. Refer Note 38 for fair value disclosure of financial assets and financial liabilities and for fair value hierarchy.
4. For explanations on the Company's Interest risk, Foreign currency risk and liquidity risk management processes.

## 13 PROVISIONS

	(Rupees in Lakhs)	
	As at 31-Mar-24	As at 31-Mar-23
<b>Non-current</b>		
Provision for employee benefits		
- Provision for gratuity	444.57	435.93
- Provision for leave encashment	67.91	83.24
	<b>512.48</b>	<b>519.17</b>
<b>Current</b>		
Provision for employee benefits		
- Provision for gratuity	113.77	29.08
- Provision for leave encashment	231.48	163.00
	<b>345.25</b>	<b>192.08</b>

14 TRADE PAYABLES (AT AMORTISED COST)

(Rupees in Lakhs)

	As at 31-Mar-24	As at 31-Mar-23
<b>Current</b>		
Total outstanding dues of micro enterprises and small enterprises; and	16.11	197.53
Total outstanding dues of creditors other than micro enterprises and small enterprises - Undisputed	2,452.85	4,487.67
Total outstanding dues of creditors other than micro enterprises and small enterprises - Disputed	2.94	33.68
	<b>2,471.90</b>	<b>4,718.89</b>

Notes :

1. Trade and other payables are measured at amortised cost.
2. Refer Note 38 for fair value disclosure of financial assets and financial liabilities and for fair value hierarchy.
3. Refer Note 29 on risk management objectives and policies for financial instruments.
4. The Company has average credit period range of 60-90 days depending on type of products obtained & services availed.

Trade payables ageing schedule for the year ended as on March 31, 2024, March 31, 2023:

As at 31 March 2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Micro, Small & Medium Enterprises	16.11	-	-	-	16.11
Others	2,451.65	0.21	0.20	0.79	2,452.85
Disputed Due - Others	-	-	-	2.94	2.94
<b>Total</b>	<b>2,467.76</b>	<b>0.21</b>	<b>0.20</b>	<b>3.73</b>	<b>2,471.90</b>

As at 31 March 2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Micro, Small & Medium Enterprises	197.53	-	-	-	197.53
Others	4,452.50	34.48	0.03	0.66	4,487.68
Disputed Due - Others	8.45	1.59	6.70	16.94	33.68
<b>Total</b>	<b>4,658.48</b>	<b>36.07</b>	<b>6.74</b>	<b>17.60</b>	<b>4,718.89</b>

## 15 OTHER FINANCIAL LIABILITIES

(Rupees in Lakhs)

	As at 31-Mar-24	As at 31-Mar-23
<b>Current</b>		
Interest accrued on borrowings	9.49	13.09
Payable on purchase of property, plant and equipment	13.00	116.28
Interest accrued and due (Refer note 32)	-	-
Other Liabilities	0.60	0.80
	<b>23.09</b>	<b>130.17</b>

### Notes:

- Other financial liabilities are measured at amortised cost.
- Refer Note 38 for fair value disclosure of financial assets and financial liabilities and for fair value hierarchy.
- Refer Note 29 on risk management objectives and policies for financial instruments.

## 16 OTHER LIABILITIES

(Rupees in Lakhs)

Particulars	As at 31-Mar-24	As at 31-Mar-23
<b>Current</b>		
Statutory dues	118.80	184.70
Advance from customers	1.94	22.11
Other payables	2.35	6.89
	<b>123.09</b>	<b>213.70</b>

## 17 REVENUE FROM OPERATIONS

(Rupees in Lakhs)

Particulars	Period ended 31-Mar-24	Period ended 31-Mar-23
Sale of products (Refer Note 1 below)	15,323.74	19,550.56
Sale of Services	549.23	336.85
Other operating revenues		
(i) Scrap Sales	43.39	150.11
(ii) Export incentives	83.78	61.82
	<b>16,000.14</b>	<b>20,099.34</b>

### Note:

- Out of total revenue from operation for the year ended on 31 March 2024 amount of Rs. 12,728.76 Lakhs (Previous Year - Rs. 15,688.60 Lakhs) arose from Company's largest customers. Two customers contributed 10% or more to the Company's revenue for the year 2023-24 (Previous year - Two customers contributed 10% or more to the Company's revenue for the year 2022-23).

## 18 OTHER INCOME

(Rupees in Lakhs)

Particulars	Period ended 31-Mar-24	Period ended 31-Mar-23
(a) Interest Income		
On Financial Assets at Amortised Cost	58.00	52.73
On Financial Assets at Fair Value	4.44	3.73
On Non Financial Asset	-	-
Provision/liabilities no longer required written back	2.30	5.95
Gain on sale/ retirement of Property, Plant and Equipment (Net)	-	4.48
Foreign exchange differences (Net)		207.42
Miscellaneous Income	71.15	0.99
	<b>135.89</b>	<b>275.30</b>

**19 COST OF MATERIAL CONSUMED**

(Rupees in Lakhs)

Particulars	Year ended 31-Mar-24	Year ended 31-Mar-23
Opening Stock	1,661.02	2,086.05
Add: Purchases	5,508.41	7,318.68
	<b>7,169.43</b>	<b>9,404.73</b>
Less: Closing Stock	752.14	1,661.02
	<b>6,417.29</b>	<b>7,743.71</b>

**20 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS**

(Rupees in Lakhs)

Particulars	Year ended 31-Mar-24	Year ended 31-Mar-23
Opening Stock		
Finished Goods	753.19	458.51
Work-in-Progress	528.42	1,070.29
	<b>1,281.61</b>	<b>1,528.80</b>
Less: Closing Stock		
Finished Goods	754.20	753.19
Work-in-Progress	528.64	528.42
	<b>1,282.84</b>	<b>1,281.61</b>
	<b>(1.23)</b>	<b>247.19</b>

**21 EMPLOYEE BENEFITS EXPENSE**

(Rupees in Lakhs)

Particulars	Year ended 31-Mar-24	Year ended 31-Mar-23
Salaries and wages	3,153.81	3,644.03
Contribution to provident & other funds	148.31	173.08
Gratuity expenses	130.35	209.49
Staff welfare expenses	122.55	182.14
	<b>3,555.02</b>	<b>4,208.74</b>

**22 FINANCE COST**

(Rupees in Lakhs)

Particulars	Year ended 31-Mar-24	Year ended 31-Mar-23
Interest expense	298.41	124.14
Other borrowing cost	45.27	51.59
Interest on Lease Liability (Refer Note 34)	122.53	130.41
	<b>466.21</b>	<b>306.14</b>

**23 DEPRECIATION AND AMORTISATION EXPENSE**

(Rupees in Lakhs)

Particulars	Year ended 31-Mar-24	Year ended 31-Mar-23
Depreciation on Property Plant & Equipment	605.19	482.00
Amortisation of Other Intangible Assets	11.32	15.45
Amortisation of Right of Use Asset (Refer Note 3.4)	157.77	157.77
	<b>774.28</b>	<b>655.22</b>

## 24 OTHER EXPENSES

(Rupees in Lakhs)

Particulars	Year ended 31-Mar-24	Year ended 31-Mar-23
Consumption of Stores and Spare Parts	728.47	1,024.42
Power and Fuel	1,510.09	1,847.44
Jobwork Charges	-	-
Rent	5.69	5.19
Repairs to Buildings	67.51	165.95
Repairs to Machinery	470.38	630.80
Other Repairs	432.28	503.32
Recruitment Expenses	13.37	59.68
Analysis Fees	85.67	89.47
Insurance	87.99	81.09
Water Charges	74.53	69.96
Rates and Taxes	98.52	105.59
Legal, Professional and Technical Fees	513.42	1,920.51
Auditors Remuneration (Refer Note (i) below)	40.02	34.36
Incineration / Effluent disposal cost	159.25	242.57
Travelling and Conveyance	46.89	67.05
Freight Expenses	88.56	184.22
Provision for Doubtful Debts	-	(1.75)
Marketing Expenses	131.19	124.64
Security Expenses	93.20	96.81
Printing and Stationery Expenses	19.81	26.16
Postage and Telephone Expenses	30.97	26.65
Loading and Unloading Charges	50.54	46.86
Enterprise Social Responsibility Expenses	3.70	12.53
CSR Expenses	-	44.57
Foreign exchange differences (Net)	55.54	
Others		
Loss on assets scrapped	35.58	-
Miscellaneous Expenses	66.23	133.52
	<b>4,909.40</b>	<b>7,541.61</b>

### (i) Auditor's remuneration comprises (exclusive of indirect tax)

Particulars	Year ended 31-Mar-24	Year ended 31-Mar-23
Statutory audit fee	31.67	27.00
Tax audit fee	3.09	3.00
Certification	0.62	0.60
Other Services	4.12	3.37
Out-of-Pocket Expenses	0.52	0.39
	<b>40.02</b>	<b>34.36</b>

## 25 TAXES

### 25.1 Income tax expense in the statement of profit and loss comprises :

Particulars	(Rupees in Lakhs)	
	Period ended 31-Mar-24	Period ended 31-Mar-23
Current tax	58.47	77.59
Deferred tax charge	3.38	(49.27)
MAT Credit entitlement	-	(77.59)
Adjustment of current tax pertaining to earlier years	-	10.93
<b>Income tax expense reported in the statement of profit or loss</b>	<b>61.85</b>	<b>(38.34)</b>
A reconciliation of income tax provision to the amount computed by applying the statutory income tax rate to the income before income tax is summarized below :		
Profit/ (Loss) before income tax	15.06	(327.97)
Enacted rated in India	26.00%	26.00%
Computed expected tax expense	3.92	(85.27)
Adjustment for effect of expenses/(income) that are not deductible/ allowable in determining taxable profit	57.93	36.00
Adjustment recognised in the current year in relation to current tax of prior years	-	10.93
Adjustment recognised in the current year in relation to change in income tax rate	-	-
<b>Income tax expense recognised in profit or loss</b>	<b>61.85</b>	<b>(38.34)</b>

### 25.2 Tax recognised in other comprehensive income

Particulars	(Rupees in Lakhs)	
	Period ended 31-Mar-24	Period ended 31-Mar-23
Deferred tax arising on income and expenses recognised in other comprehensive income		
-Remeasurements of defined benefit obligation	0.02	(169.68)
<b>Total tax recognised in other comprehensive income</b>	<b>0.02</b>	<b>(169.68)</b>
<b>Bifurcation of the tax recognised in other comprehensive income into:</b>		
-Items that will be reclassified to profit or loss	-	-
-Items that will not be reclassified to profit or loss	0.02	(169.68)

### 25.3 Deferred tax asset (net)

Particulars	(Rupees in Lakhs)	
	Period ended 31-Mar-24	Period ended 31-Mar-23
The following is the analysis of Deferred tax assets/(liabilities) in the Balance Sheet.		
Deferred tax assets	601.90	605.30
Deferred tax Liabilities	-	-
	<b>601.90</b>	<b>605.30</b>

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the Deferred tax assets and Deferred tax Liabilities relate to income taxes levied by the same tax authority.

The gross movement in Deferred tax asset (net) for the year ended 31 March 2024 is as follows :

(Rupees in Lakhs)				
Particulars	As at 01 April 2023	Recognised in profit or loss	Recognised in Other comprehensive income	As at 31-Mar-24
Provision for gratuity	120.90	34.41	0.02	155.33
Difference between written down value of property plant and equipment's as per books of account and for tax	(761.05)	(105.51)	-	(866.56)
Disallowance of expense under IT Act	75.04	19.59	-	94.63
Provision for Inventory	175.43	103.70	-	279.12
Provision for Expenses	35.32	28.27	-	63.59
Provision for Depreciation on ROU Asset	(25.40)	(21.32)	-	(46.73)
Business Loss	69.40	(68.57)	-	0.82
MAT Credit Entitlement	915.66	6.05	-	921.71
<b>Deferred tax asset (net)</b>	<b>605.30</b>	<b>(3.38)</b>	<b>0.02</b>	<b>601.91</b>

The gross movement in Deferred tax asset (net) for the year ended 31 March 2023 is as follows :

(Rupees in Lakhs)				
Particulars	As at 01 April 2022	Recognised in profit or loss	Recognised in Other comprehensive income	As at 31-Mar-23
Provision for gratuity	281.63	8.95	(169.68)	120.90
Difference between written down value of property plant and equipment's as per books of account and for tax	(736.67)	(24.38)	-	(761.05)
Disallowance of expense under IT Act	94.80	(19.76)	-	75.04
Provision for Inventory	158.73	16.70	-	175.43
Provision for Expenses	21.74	13.58	-	35.32
Provision for Depreciation on ROU Asset	0.06	(25.46)	-	(25.40)
Business Loss		69.40		69.40
MAT Credit Entitlement	905.42	10.24	-	915.66
<b>Deferred tax asset (net)</b>	<b>725.71</b>	<b>49.27</b>	<b>(169.68)</b>	<b>605.30</b>

## 26 SEGMENT INFORMATION

The business activities of the Company from which it earns revenues and incurs expenses; whose operating results are regularly reviewed by the Chief Operating Decision Maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available involve predominantly one operating segments i.e. specialty chemicals and pharmaceutical intermediates. The Company operates within a single geographical segment 'India'.

Out of total revenue from operation for the year ended on 31 March 2024 amount of Rs. 12,728.76 Lakhs (Previous Year - Rs. 15,688.60 Lakhs) arose from Company's largest customers. Two customers contributed 10% or more to the Company's revenue for the year 2023-24 (Previous year - Two customers contributed 10% or more to the Company's revenue for the year 2022-23).

## 27 EARNING PER SHARE

Basic and diluted Earning per share amounts are calculated by dividing the profit for the year attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year.

The Earnings and weighted average number of equity shares used in calculation of earnings per share is as follows :

Particulars	(Rupees in Lakhs)	
	Year ended 31-Mar-24	Year ended 31-Mar-23
Profits / (Loss) for the year	(46.79)	(289.63)
Weighted average number of shares used in calculating earnings per share	75,021,351	75,021,351
Basic and diluted earnings per share	(0.06)	(0.39)

## 28 EMPLOYEE BENEFITS PLAN

The Company participates in defined contribution and benefit schemes, the assets of which are held (where funded) in separately administered funds. For defined contribution schemes the amount charged to the statement of profit or loss is the total of contributions payable in the year.

### a Defined contribution plan

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund which is a defined contribution plan. The Company has no obligations other than to make the specified contribution. The contribution are charged to the Statement of Profit and Loss as they accrue. The amount recognised as expense towards contribution to Provident Fund, Employees State Insurance and Employee Pension Scheme for the year is as follows:

Particulars	(Rupees in Lakhs)	
	Year ended 31-Mar-24	Year ended 31-Mar-23
Employer contribution towards provident fund	99.91	113.94
Employer contribution towards Employee State Insurance Scheme	0.78	1.95
Employer contribution towards Employee Pension Scheme	47.59	57.16
	<b>148.28</b>	<b>173.05</b>

### b Defined benefit plan

The Company has a defined benefit gratuity plan for its employees. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the Act, every employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the employee's length of service and salary at retirement age. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn) for each completed year of service as per the provisions of the Payment of Gratuity Act, 1972. The defined benefit plan is unfunded.

The following table sets forth the status of the Gratuity Plan of the Company and the amounts recognized in the Balance Sheet and Statement of Profit and Loss.

### i) Changes in the defined benefit obligation

Particulars	(Rupees in Lakhs)	
	Year ended 31-Mar-24	Year ended 31-Mar-23
<b>Benefit obligation at the beginning of the year</b>	<b>465.01</b>	<b>967.13</b>
Interest cost	32.43	69.87
Current service cost	52.41	139.62
Acquisition adjustment	-	-
Benefits paid	(37.08)	(59.01)
Actuarial (gain)/ loss on obligations	0.06	(652.61)
<b>Benefit Obligation at the end of the year</b>	<b>512.83</b>	<b>465.01</b>

## ii) Balance sheet and related analyses

(Rupees in Lakhs)

Particulars	Year ended 31-Mar-24	Year ended 31-Mar-23
Present Value of the obligation at end	512.83	465.01
-Short term obligation	68.26	29.08
-Long term obligation	444.57	435.93

## iii) Net employee benefit expense for the year ended is as follows:

(Rupees in Lakhs)

Particulars	Year ended 31-Mar-24	Year ended 31-Mar-23
Current service cost	52.41	139.62
Interest cost	32.43	69.87
Actuarial (gain)/ loss on obligations		
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	25.03	(487.63)
Actuarial (Gain)/Loss on arising from Experience Adjustment	(10.05)	(169.52)
Actuarial (Gain)/Loss on arising from Demographic Assumption	(14.92)	4.54
<b>Total</b>	<b>0.06</b>	<b>(652.61)</b>

## iv) Amount recognised in other comprehensive income for the year ended is as follows:

(Rupees in Lakhs)

Particulars	Year ended 31-Mar-24	Year ended 31-Mar-23
Net cumulative unrecognized Actuarial gain/ (loss) on obligations-opening		
Actuarial (gain)/ loss on obligations	0.06	(652.61)
Unrecognized Actuarial (gain) / loss at the end of the year	-	-

## v) Principal actuarial assumptions in respect of provision for gratuity at the balance sheet date are as follows:

(Rupees in Lakhs)

Particulars	Year ended 31-Mar-24	Year ended 31-Mar-23
Discount rate	6.97% p.a.	7.20% p.a.
Expected rate of salary increase	8.00% p.a.	6.43% p.a.
Retirement age	58 years	60 years
Attrition Rate	Between 24% to 4 % based on service of employee	Between 15.4% to 0.6% based on service of employee
Mortality table	IALM (2012-14)	IALM (2012-14)

**Note:**

- The discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date.

**vi) Sensitivity analysis**

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

**vii) A quantitative sensitivity analysis for significant assumption is as shown below:**

(Rupees in Lakhs)

Particulars	31 March 2024			
	Discount rate		Future salary increases	
Sensitivity Level	PVO DR +1%	PVO DR -1%	PVO ER +1%	PVO ER -1%
Impact on defined benefit obligation	489.24	539.39	537.42	490.44

(Rupees in Lakhs)

Particulars	31 March 2023			
	Discount rate		Future salary increases	
Sensitivity Level	PVO DR +1%	PVO DR -1%	PVO ER +1%	PVO ER -1%
Impact on defined benefit obligation	429.26	506.43	505.56	428.81

The above sensitivity analysis is based on a change in assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of defined benefit obligation calculated with the Projected Unit Credit Method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

**viii) The average duration of the defined benefit plan obligations at the end of the reporting period is as follows:**

(Rupees in Lakhs)

Particulars	Year ended 31-Mar-2024	Year ended 31-Mar-2023
Weighted average duration of the plan (based on discounted cash flows using mortality, withdrawal rate and interest rate)	5.96 Years	11.22 Years

**ix) Expected future benefit payments :**

The following payments are expected future benefit payments :

(Rupees in Lakhs)

Particulars	Year ended 31-Mar-2024	Year ended 31-Mar-2023
Less than a year	68.26	29.08
Between 1 - 2 years	88.15	20.41
Between 2 - 5 years	206.91	85.75
Over 5 years	181.86	310.25

**x) Risks associated**

These plans typically expose the Company to actuarial risks such as: (i) investment risk, (ii) interest risk (discount rate risk) (iii) Mortality risk and (iv) salary risk.

<b>Investment risk</b>	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to market yields at the end of the reporting period on government bonds.
<b>Interest risk (discount rate risk)</b>	A decrease in the bond interest rate (discount rate) will increase the plan liability
<b>Mortality Risk</b>	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. For this report we have used Indian Assured Lives Mortality (2012-14) ultimate table.  A change in mortality rate will have a bearing on the plan's liability.
<b>Salary risk</b>	The present value of the defined benefit plan liability is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

**C Compensated Absences**

During the year compensated absences liability recognized as expense for the year is Rs. 211.17 Lakhs (Previous Year: 160.81 Lakhs). This is based on the actuarial valuation report, which considers assumptions with respect to discount rates, salary escalation, retirement age, mortality, rate of leaving service, leave availment pattern, disability and other related factors. This method used is projected unit credit method.

**29 FINANCIAL INSTRUMENTS****29.1 Capital management**

The capital management objective of the Company is to (a) maximise shareholder value and provide benefits to other stakeholders and (b) maintain an optimal capital structure to reduce the cost of capital.

For the purposes of the Company's capital management, capital includes issued equity share capital, share premium and all other equity.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. The Company monitors capital using debt-equity ratio, which is total debt less liquid investments and bank deposits divided by total equity.

	(Rupees in Lakhs)	
	As at 31-Mar-2024	As at 31-Mar-2023
Total Debt (Bank and other borrowings)	3,080.73	1,701.89
Less: Current investments	-	-
Less: Cash and bank deposits	250.17	32.11
<b>Net Debt (A)</b>	<b>2,830.56</b>	<b>1,669.78</b>
<b>Equity (B)</b>	<b>14,199.11</b>	<b>14,245.95</b>
<b>Debt to Equity (A/B)</b>	<b>0.20</b>	<b>0.12</b>

## 29.2 Categories of financial Instruments

(Rupees in Lakhs)

Particulars	As at 31-Mar-2024	As at 31-Mar-2023
<b>Financial assets</b>		
<u>Measured at fair value through profit or loss (FVTPL)</u>		
(a) Other financial assets (non-current)	51.15	46.71
<u>Measured at Amortised cost</u>		
(a) Investment	-	-
(b) Other financial assets (non-current)	16.10	15.35
(c) Other financial assets (current)	505.14	437.49
(d) Cash and bank balances	899.71	386.19
(e) Trade receivable	2,846.11	3,066.76
<b>Financial Liabilities</b>		
<u>Measured at fair value through profit or loss (FVTPL)</u>		
(c) Lease Liability	1,259.18	1,346.69
<u>Measured at Amortised cost</u>		
(a) Trade payables	2,471.90	4,718.89
(b) Other financial liabilities	23.09	130.17

## 29.3 Financial risk management objectives and policies

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's risk management policy is approved by the board/board's committee.

The Company's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include security deposits, recoverable from related party, trade receivables, cash and short-term deposits that derive directly from its operations.

The Company is exposed to market risk, credit risk, liquidity risk etc. The Company's senior management oversees the management of these risks. Financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing key risks, which are summarised below.

### 29.3.1 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company is exposed to market risk in foreign currency risk.

The Company manages market risk through a treasury department, which evaluate and exercises control over the entire process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by senior management. The activities of this department include management of cash resources, borrowing strategies, and ensuring compliance with market risk limit and policies.

### 29.3.2 Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities.

The following table analyzes the foreign currency risk from financial instruments :

(Rupees in Lakhs)			
Particulars	Currency	As at	As at
		31-Mar-24	31-Mar-23
Trade receivable	USD	1,025.36	1,090.27
Trade receivable	Euro	1,775.48	1,772.10
Trade payable	USD	646.93	626.29
Trade payable	Euro	-	546.19
Foreign Currency Loan/ Buyers credit	USD	230.25	693.87
<b>Net assets/(liabilities)</b>		<b>3,678.02</b>	<b>4,728.72</b>

The following tables demonstrate the sensitivity to a reasonably possible change in Euro exchange rates, with all other variables held constant. 1% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of reasonably possible change in foreign exchange rates. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

### **Sensitivity analysis**

(Rupees in Lakhs)			
Currency	Change in Rate	Impact on profit before tax	
		As at 31-Mar-24	As at 31-Mar-23
USD	+1%	1	(2)
USD	-1%	(1)	2
Euro	+1%	18	23
Euro	-1%	(18)	(23)

#### **29.3.3 Credit risk**

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from operating activities, primarily from trade receivables. The Company's customer base majorly has creditworthy counterparties which limits the credit risk. The Company's exposures are continuously monitored and wherever necessary, the Company take advances to minimise the risk.

#### **29.3.4 Liquidity risk**

The Company's treasury department is responsible for liquidity, funding as well settlement management. In addition, the related policies and processes are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecast on the basis of expected cash flows.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of Cash Credit.

(Rupees in Lakhs)

Particulars	Less than 1 year	2 <sup>nd</sup> and 3 <sup>rd</sup> year	4 <sup>th</sup> and 5 <sup>th</sup> year	Above 5 years	Total
<b>Year ended 31 March 2024</b>					
<b>Non-Interest bearing</b>					
<b>Financial Assets</b>					
Trade Receivable	2,845.43	0.05	0.63	-	2,846.11
Other financial assets	72.81	174.84	100.36	224.39	572.40
	<b>2,918.24</b>	<b>174.89</b>	<b>100.99</b>	<b>224.39</b>	<b>3,418.51</b>
<b>Financial Liabilities</b>					
Trade payables	2,467.76	0.21	0.20	3.73	2,471.90
Other financial liabilities	13.60	0.09	9.41	-	23.10
Lease Liability	99.93	286.43	387.23	485.59	1,259.18
	<b>2,581.29</b>	<b>286.73</b>	<b>396.84</b>	<b>489.32</b>	<b>3,754.18</b>

(Rupees in Lakhs)

Particulars	Less than 1 year	2 <sup>nd</sup> and 3 <sup>rd</sup> year	4 <sup>th</sup> and 5 <sup>th</sup> year	Above 5 years	Total
<b>Year ended 31 March 2023</b>					
<b>Non-Interest bearing</b>					
<b>Financial Assets</b>					
Trade Receivable	3,066.11	0.65	-	-	3,066.76
Other financial assets	89.81	136.48	180.38	92.89	499.56
	<b>3,155.93</b>	<b>137.13</b>	<b>180.38</b>	<b>92.89</b>	<b>3,566.32</b>
<b>Financial Liabilities</b>					
Trade payables	4,658.48	36.07	6.74	17.60	4,718.89
Other financial liabilities	120.89		8.48	0.80	130.17
Lease Liability	87.38	235.42	321.36	702.54	1,346.69
	<b>4,866.74</b>	<b>271.49</b>	<b>336.58</b>	<b>720.94</b>	<b>6,195.75</b>

### 30 RELATED PARTY DISCLOSURES

**a The list of related parties as identified by the management is as under:**

**i) List of Directors**

Dr. Hardik Joshipura	Managing Director, Key Managerial Personnel
Viren Rajan Raheja	Director
Akshay Rajan Raheja	Director
Prosenjit Gupta	Director
Krishnarajnagar Ganesh Nagappa	Director

**ii) Key managerial personnel**

Dr. Hardik Joshipura	Managing Director, Key Managerial Personnel
Raghuveer A	Chief Financial Officer, Key Managerial Personnel
Rahul Kadam	Company Secretary, Key Managerial Personnel

**ii) Enterprise over which KMP is able to exercise significant influence**

Innovassynth Investment Limited

**iii) Related Party where control exist**

NIL

**b Related party transactions**

(Rupees in Lakhs)				
S.no.	Name of the related party	Transaction details	Year ended 31-Mar-24	Year ended 31-Mar-23
1.	Innovassynth Investment Limited	Interest Income	34.47	30.38
		Lease Rent	0.72	0.96

Balance outstanding as at year end are as follows :

(Rupees in Lakhs)				
S.no.	Name of the related party	Particulars	As at 31-Mar-24	As at 31-Mar-23
1.	Innovassynth Investment Limited	Inter-corporate deposit	359.70	323.92
		Interest Receivable	140.51	109.49
		Lease Rent Receivable	4.93	4.08

**c) Compensation of key managerial personnel**

The remuneration of Key Managerial personnel during the year is as follows :

(Rupees in Lakhs)				
S.no.	Particulars	Transaction Details	As at 31-Mar-24	As at 31-Mar-23
1.	Managerial Remuneration	Managerial Remuneration	277.72	290.87

Balance outstanding to Key Managerial personnel at year end is as follows :

(Rupees in Lakhs)				
S.no.	Particulars	Transaction Details	As at 31-Mar-24	As at 31-Mar-23
1.	Managerial Remuneration	Managerial Remuneration	-	-

**Note :**

- 1) The above does not include Gratuity and Leave encashment benefits since the same is computed actuarially for all the employees and the amount attributable to the managerial person cannot be ascertained separately.

**31 (i) Contingent liabilities**

Claims against the Company not acknowledged as debts:

(Rupees in Lakhs)		
Particulars	As at 31-Mar-24	As at 31-Mar-23
Claims against the Company not acknowledged as Debts comprise of the claims disputed by the Company relating to applicability:	-	-
a. Service tax	-	-
b. Goods and Services tax	-	-
c. Customs	-	-

(ii) Commitments

Particulars	(Rupees in Lakhs)	
	As at 31-Mar-24	As at 31-Mar-23
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	51.09	158.29

32 CORPORATE SOCIAL RESPONSIBILITY (CSR)

Particulars	(Rupees in Lakhs)	
	As at 31-Mar-24	As at 31-Mar-23
(i) Gross amount required to be spent by the Company during the year	-	44.57
(ii) Amount spent during the year on the following in cash		
(i) Construction/Acquisition of any asset	-	-
(ii) Donation to PM Relief Fund	-	7.69
(iii) On purpose other than (i) & (ii) above	11.90	36.88
(iii) Short fall at the end of the year	(11.90)	-
(iv) total of the previous year shortfall	-	-
(v) reason for shortfall	-	Amount invested in Long term project which will be completed in next financial year
(vi) nature of CSR Activity	Cleanliness of road, furniture to school	Donation to Prime Minister Relief Fund
(vii) detail of the related party transaction.	Not Applicable	Not Applicable
(vii) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.	-	36.88

33 DISCLOSURES AS PER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED)

Particulars	(Rupees in Lakhs)	
	As at 31-Mar-24	As at 31-Mar-23
a. Amount payable to suppliers under MSMED as at the end of the accounting year		
- Principal	16.11	197.53
- Interest due thereon [Rs. Nil (31 March 2024: Nil)]	-	-

(Rupees in Lakhs)

Particulars	As at 31-Mar-24	As at 31-Mar-23
b. Payment made to suppliers beyond the appointed day during the year		
- Principal	-	-
- Interest due thereon	-	-
c. Amount of interest due and payable for delay in payment (which have been paid but beyond the appointed day during the year) but without adding the interest under MSMED	-	-
d. Amount of interest accrued and remaining unpaid as at the end of the accounting year	-	-
e. Amount of interest remaining due and payable to suppliers disallowable as deductible expenditure under Income Tax Act, 1961	-	-

**Note :**

Dues to Micro, Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by the auditors.

**34 LEASES**

The Ministry of Corporate Affairs has notified Indian Accounting Standard 116 ('Ind AS 116'), Leases, with effect from 1 April 2019. The Standard primarily requires the Company, as a lessee, to recognize, at the commencement of the lease a right-to-use asset and a lease liability (representing present value of unpaid lease payments). Such right-to-use assets are subsequently depreciated and the lease liability reduced when paid, with the interest on the lease liability being recognized as finance costs, subject to certain remeasurement adjustments.

**a. Lease Liability**

The lease liability breakdown is the following:

(Rupees in Lakhs)

Particulars	As at 31-Mar-24	As at 31-Mar-23
Less than one year	99.93	87.38
Between two and three years	286.43	235.42
Between four and five years	387.23	321.36
More than five years	485.59	702.53
<b>Total</b>	<b>1,259.18</b>	<b>1,346.69</b>

**b Changes in Liability arising from financing activities**

(Rupees in Lakhs)

Particulars	As on 1 April 2023	Addition	Interest	Payment of Lease Liabilities	Deletion / Modifications	Year ended 31-Mar-24
Lease Liability	1,346.69	-	122.53	210.04	-	1,259.18

Particulars	As on 1 April 2022	Addition	Interest	Payment of Lease Liabilities	Deletion / Modifications	Year ended 31-Mar-23
Lease Liability	1,398.29	-	130.41	182.01	-	1,346.69

- c Following are the changes in the carrying value of right of use assets for the year ended 31 March 2024:

(Rupees in Lakhs)

Particulars	Year ended 31-Mar-24	Year ended 31-Mar-23
<b>Balance as at 1 April 2023 / 2022</b>	1,248.98	1,406.75
Additions	-	-
Deletions	-	-
Depreciation	(157.77)	(157.77)
Lease Modification	-	-
<b>Balance as at 31 March 2024</b>	<b>1,091.21</b>	<b>1,248.98</b>

- d Amounts recognized in profit and loss were as follows:

(Rupees in Lakhs)

Particulars	Year ended 31-Mar-24	Year ended 31-Mar-23
Depreciation on right to use assets	157.77	157.77
Finance Cost on Lease Liabilities	122.53	130.41

- e The Company has taken the Office Space (Including R&D Center, Storage space) at Hinjewadi, Phase-II, Pune. The lease commencement date is 1 March 2022 and lease has been executed for the period of 9 years. The Company has taken incremental borrowing rate as 9.50% for unwinding the lease liability.

- 35** The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period when the Code becomes effective.

## 36 RATIOS

Particulars	As at 31-Mar-24	As at 31-Mar-23	Movement	Reason for Variance
Current Ratio	1.55	1.17	32%	The variance is on account of repayment of trade payable of approx 15 crore out of new loan from bank.
Debt Equity Ratio	21.70	11.95	82%	The increase is on account of new term loan from bank.
Debt Service Coverage Ratio	0.14	0.26	-46%	There is an increase in profitability due to decrease in employee benefit expenses and professional charges.
Return on Equity Ratio	(0.00)	(0.02)	-85%	There is an increase in profitability due to decrease in employee benefit expenses and professional charges.
Inventory Turnover Ratio	2.41	2.29	5%	The decrease in ratio is on account of reduction in sales of FY-23-24.

Particulars	As at 31-Mar-24	As at 31-Mar-23	Movement	Reason for Variance
Trade Receivables Turnover Ratio	5.41	6.97	-22%	No Major Variance
Trade payables turnover ratio	2.93	3.08	-5%	No Major Variance
Net capital turnover ratio	5.73	16.34	-65%	This is on account decrease in sales for the FY-2023-24.
Net profit ratio	(0.00)	(0.01)	-80%	There is an increase in profitability due to decrease in employee benefit expenses and professional fees.
Return on Capital employed	0.02	(0.00)	-496%	There is an increase in profitability due to decrease in employee benefit expenses and professional fees.
Return on investment	Not Applicable	Not Applicable	Not Applicable	Not Applicable

**Following is the explanation to the above ratios :**

- (a) Current Ratios =  $\frac{\text{Current Assets}}{\text{Current Liability}}$
- (b) Debt Equity Ratio =  $\frac{\text{Total Debt}}{\text{Shareholder's Equity}}$
- (c) Debt Service Coverage Ratio =  $\frac{\text{Earning available for debt service}}{\text{Debt Service}}$
- (d) Return on Equity Ratio =  $\frac{\text{Net Profit After Tax (excluding other comprehensive income)}}{\text{Total Equity}}$
- (e) Inventory Turnover Ratio =  $\frac{\text{Cost of goods sold}}{\text{Average Inventory}}$
- (f) Trade Receivables Turnover Ratio =  $\frac{\text{Net Credit Sales}}{\text{Average Accounts Receivable}}$
- (g) Trade payables turnover ratio =  $\frac{\text{Net Credit Purchases (employee benefits and operating expenses)}}{\text{Average Trade Payables}}$
- (h) Net capital turnover ratio =  $\frac{\text{Net Sales}}{\text{Working Capital (Current Assets - Current Liability)}}$
- (i) Net profit ratio =  $\frac{\text{Net Profit After Tax}}{\text{Net Sales}}$
- (j) Return on Capital employed =  $\frac{\text{Earnings Before Interest and Tax}}{\text{Total Assets - Current Liabilities}}$
- (k) Return on investment = Not Applicable

### 37 OTHER STATUTORY INFORMATION

- (a) The Company does not have any immovable properties which are not held in the name of the Company.
- (b) The Company have not performed any revaluation for Property, Plant & Equipment.
- (c) The Company have not performed any revaluation for Intangible Assets.
- (d) The quarterly returns or statement of current assets filed by the Company with bank or financial institution are in agreement with the books of accounts.
- (e) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended from time to time) and the rules made thereunder.
- (f) The Company does not have any transactions with struck off Companies.
- (g) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (h) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (i) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (j) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (k) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (l) The Company have not been declared willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines of willful defaulters issued by the Reserve Bank of India.

### 38 FAIR VALUE DISCLOSURES

#### a. Classification of financial assets

Particulars	As at 31 March, 2024		
	Note	Carrying Value	Fair Value
<b>(I) Measured at amortised cost</b>			
Investment	4	-	-
Intercompany Deposit	5	359.70	359.70
Trade receivables	8	2,846.11	2,846.11
Cash and cash equivalents and other bank balances	9	899.71	899.71
Others financial assets	5	212.70	212.70
<b>Subtotal (I)</b>		<b>4,318.21</b>	<b>4,318.21</b>
<b>(II) Measured at fair value through Profit or Loss</b>			
Security Deposit	5	51.15	51.15
<b>Subtotal (II)</b>		<b>51.15</b>	<b>51.15</b>
<b>Total (I+II)</b>		<b>4,369.36</b>	<b>4,369.36</b>

Particulars	As at 31 March, 2023		
	Note	Carrying Value	Fair Value
<b>(I) Measured at amortised cost</b>			
Investment	4	-	-
Intercompany Deposit	5	323.92	323.92
Trade receivables	8	-	-
Cash and cash equivalents and other bank balances	9	386.19	386.19
Others financial assets	5	128.93	128.93
<b>Subtotal (I)</b>		<b>839.03</b>	<b>839.03</b>
<b>(II) Measured at fair value through Profit or Loss</b>			
Security Deposit	5	46.71	46.71
<b>Subtotal (II)</b>		<b>46.71</b>	<b>46.71</b>
<b>Total (I+II)</b>		<b>885.75</b>	<b>885.75</b>

#### b. Classification of financial liabilities

Particulars	As at 31 March, 2024		
	Note	Carrying Value	Fair Value
<b>(I) Measured at amortised cost</b>			
Borrowings	12	3,080.73	3,080.73
Trade and other payables	14	2,471.90	2,471.90
Other financial liabilities	15	23.09	23.09
<b>Subtotal (I)</b>		<b>5,575.72</b>	<b>5,575.72</b>
<b>(II) Measured at fair value through Profit or Loss</b>			
Lease liabilities	34	1,259.18	1,259.18
<b>Subtotal (II)</b>		<b>1,259.18</b>	<b>1,259.18</b>
<b>Total (I+II)</b>		<b>6,834.89</b>	<b>6,834.89</b>

Particulars	As at 31 March, 2023		
	Note	Carrying Value	Fair Value
<b>(I) Measured at amortised cost</b>			
Borrowings	12	1,701.89	1,701.89
Trade and other payables	14	4,718.89	4,718.89
Other financial liabilities	15	130.17	130.17
<b>Total</b>		<b>6,550.95</b>	<b>6,550.95</b>
<b>(II) Measured at fair value through Profit or Loss</b>			
Lease liabilities	34	1,346.69	1,346.69
<b>Subtotal (II)</b>		<b>1,346.69</b>	<b>1,346.69</b>
<b>Total (I+II)</b>		<b>7,897.64</b>	<b>7,897.64</b>

**c. Fair value hierarchy of financial assets and liabilities measured at fair value:**

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in an orderly transaction in the principal (or most advantageous) market at measurement date under the current market condition regardless of whether that price is directly observable or estimated using other valuation techniques.

The Company has established the following fair value hierarchy that categorises the values into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

Level 1: This hierarchy uses quoted (unadjusted) prices in active markets for identical assets or liabilities. The fair value of all bonds which are traded in the stock exchanges is valued using the closing price or dealer quotations as at the reporting date.

Level 2: The fair value of financial instruments that are not traded in an active market (For example traded bonds, over the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on company specific estimates. The mutual fund units are valued using the closing Net Asset Value. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

(Rupees in Lakhs)

Particulars	As at 31-Mar-24	As at 31-Mar-23
<b>Level 1</b>		
<b>Financial assets:</b>		
Security Deposits	51.15	46.71
<b>Financial liabilities</b>	-	-
<b>Level 2</b>	-	-
<b>Level 3</b>	-	-
<b>Financial liabilities:</b>		
Lease liabilities	1,259.18	1,346.69

There has been no transfers between level 1 and level 2.

### 39 AUDIT TRAIL

All data changes for accounting software are governed at application layer and no direct database changes are allowed to avoid system performance problems and follow the principle of data minimization and the application used for payroll records did not have the audit trail feature enabled. However, there are multiple layers of governing processes in place to mitigate any risk of unauthorized access to the accounting software and the payroll records.

40 The financial statements were approved by the Board of Directors and authorized for issue on 27 May 2024.

**For and on behalf of the Board of Directors  
Innovassynth Technologies (India) Limited**

**DR. K N GANESH**

Director  
DIN: 02960280  
Place : Pune  
Date : 27<sup>th</sup> May 2024

**DR. HARDIK JOSHIPURA**

Managing Director & CEO  
DIN: 09392511  
Place : Pune  
Date : 27<sup>th</sup> May 2024

**RAGHUVEER A**

Chief Financial Officer  
PAN: AEDPR0047K  
Place : Pune  
Date : 27<sup>th</sup> May 2024

**RAHUL KADAM**

Company Secretary  
PAN: APIPK6550J  
Place : Pune  
Date : 27<sup>th</sup> May 2024







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 : U24110MH2001PLC134105  
 Name of the Company : INNOVASSYNTH TECHNOLOGIES (INDIA ) LIMITED  
 Registered Office : Old Mumbai - Pune Road, Khopoli Raigad MH 410203

Name of the Member(s): .....

Registered address: .....

E-mail Id: ..... Folio No/ Clint Id: ..... DP ID: .....

I/ We being the member holding.....shares, hereby appoint

- |                  |                  |
|------------------|------------------|
| 1. Name: .....   | Address: .....   |
| E-mail Id: ..... | Signature: ..... |
|                  | or failing him   |
| 2. Name: .....   | Address: .....   |
| E-mail Id: ..... | Signature: ..... |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 23<sup>rd</sup> Annual General Meeting of members of the Company, to be held Friday, August 09, 2024, at the registered office of the Company at Old Mumbai- Pune Road, Khopoli-410 203, Mumbai Area, India and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.****Ordinary Business**

- To receive, consider and adopt the Audited Annual Financial Statements for the year ended 31<sup>st</sup> March 2024 and the Report of the Director's & Auditor's thereon.
- To re-appoint Mr. Akshay Raheja (DIN No. 00288397) as a director of the company who retires by rotation and being eligible, offers himself for re-appointment.

**Special Business**

- To approve the appointment of Mr. Prosenjit Gupta (DIN: 10278007) as an Independent Director of the Company for the Term of 5 Years.
- Approval for payment of Remuneration to Dr. Hardik Joshipura, Managing Director & CEO.

Signed this ..... day of..... 2024

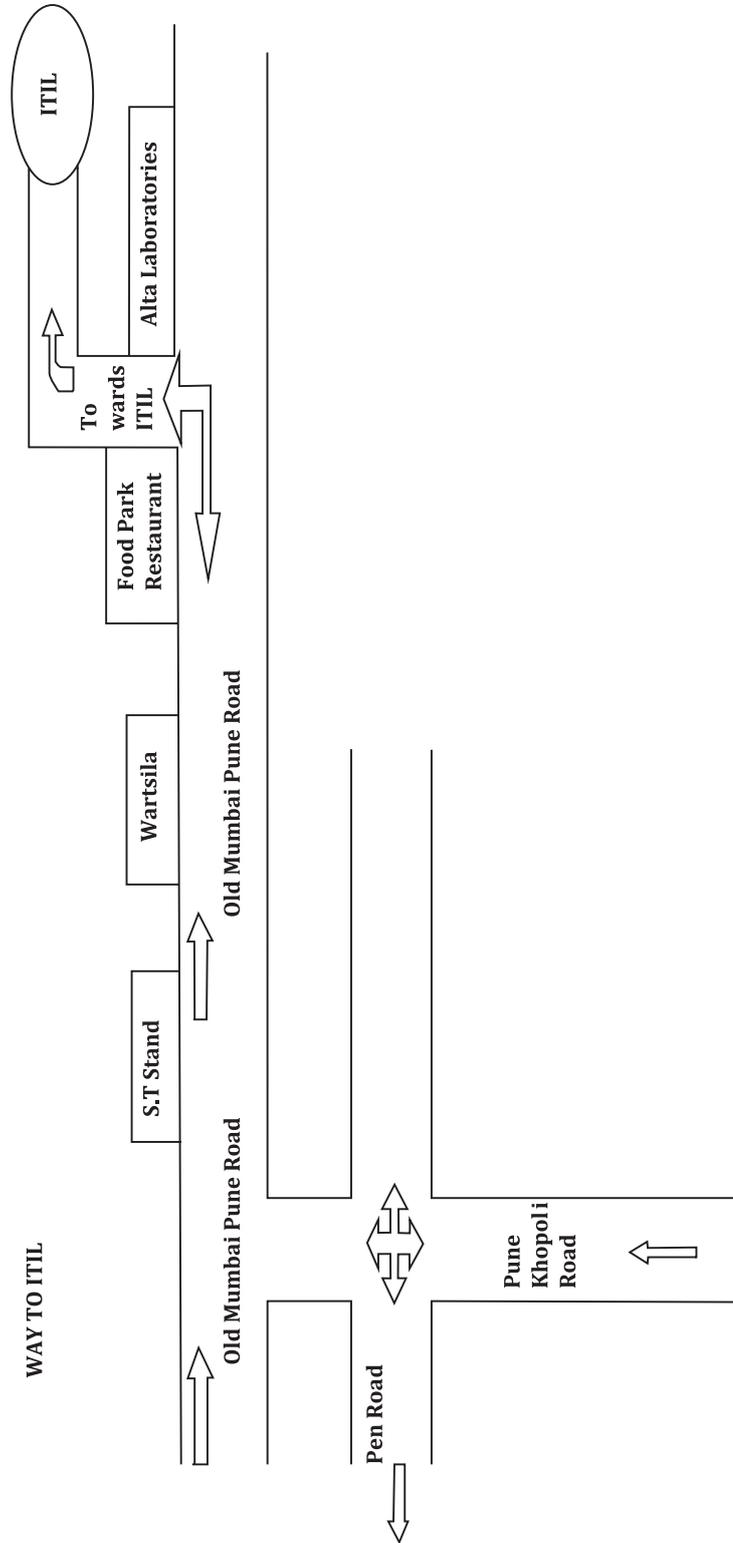
.....  
 Signature of Shareholder

.....  
 Signature of Proxy holder(s)

Affix Revenue  
 Stamp not less  
 than Rs. 1/-

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

# ROUTE MAP





We distinguish  
ourselves through  
**INNOVATION**

We empower  
ourselves through  
**INGENUITY**

We elevate  
ourselves through  
**INTEGRITY**

**Registered Office:**

Innovassynth Technologies (India) Ltd.  
Old Mumbai-Pune Road, Khopoli – 410 203,  
Mumbai Area, India. Phone: +91-2192-260100  
Email: itil@innovassynth.com

**Corporate Office:**

TCG International Biotech Park,  
2nd Floor, Genesis Square,  
Hinjewadi Phase – II,  
Pune – 411 057, India  
Phone: +91-20-61921000

[www.innovassynth.com](http://www.innovassynth.com)

### **INDEPENDENT AUDITORS' REVIEW REPORT ON REVIEW OF INTERIM FINANCIAL RESULTS TO THE BOARD OF DIRECTORS OF INNOVASSYNTH TECHNOLOGIES (INDIA) LIMITED**

1. We have reviewed the accompanying Statement of Unaudited Financial Results of **Innovassynth Technologies (India) Limited** ("the Company") for the quarter and nine months ended 31 December 2024 ("the Statement"). The Statement has been prepared solely to enable the Parent (Innovassynth Investment Limited) to prepare its interim consolidated financial results for the quarter and nine months ended 31 December 2024 pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended.
2. This Statement which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143 (10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended for the purpose referred to in paragraph 1 above, including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. This review report is to be used for the purpose stated in paragraph 1 above and should not be used for any other purpose without our prior written consent.

For **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

SACHANAND  
CHANDRALA  
L MOHNANI

Digitally signed by  
SACHANAND  
CHANDRALAL  
MOHNANI  
Date: 2025.02.03  
19:56:07 +05'30'

**Sachanand C Mohnani**  
Partner

(Membership No. 407265)

**UDIN: 25407265BMOUYC6766**

Place: Pune  
Date: 3 February 2025

	Note No.	As at 31-Dec-24 (Rupees in Lakhs)	As at 31-Mar-24 (Rupees in Lakhs)
<b>I ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, plant and equipment	3.1	11,913.37	12,328.90
(b) Right of Use Assets	3.2	972.89	1,091.22
(c) Capital work-in-progress	3.3	102.96	23.29
(d) Other Intangible Assets	3.4	44.74	53.59
(e) Financial assets			
(I) Investment	4	-	-
(II) Other financial assets	5	71.09	67.25
(f) Deferred tax assets (net)	25	662.44	601.90
(g) Income tax assets (net)	0	-	-
(g) Other Non Current assets	6	87.85	20.03
<b>Total non-current assets</b>		<b>13,855.35</b>	<b>14,186.18</b>
<b>(2) Current assets</b>			
(a) Inventories	7	3,968.52	2,172.88
(b) Financial assets			
(I) Trade Receivable	8		
Trade Receivable - Considered Good		2,155.71	2,846.11
Trade Receivable - Credit Impaired		-	-
(II) Cash and cash equivalents	9	422.99	899.71
(III) Other financial assets	5	601.84	505.14
(c) Other Current assets	6	2,236.80	1,463.28
<b>Total current assets</b>		<b>9,385.85</b>	<b>7,887.12</b>
<b>Total Assets</b>		<b>23,241.20</b>	<b>22,073.29</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity share capital	10	7,502.14	7,502.14
(b) Other equity	11	4,120.04	6,696.97
<b>Total Equity</b>		<b>11,622.17</b>	<b>14,199.11</b>
<b>LIABILITIES</b>			
<b>(2) Non-current liabilities</b>			
(a) Financial Liabilities			
(I) Borrowing	12	866.21	1,109.81
(II) Lease liabilities	34	1,059.03	1,159.25
(b) Provisions	13	511.96	512.48
(c) Deferred tax liabilities (net)	25	-	-
<b>Total non-current liabilities</b>		<b>2,437.21</b>	<b>2,781.54</b>
<b>(3) Current liabilities</b>			
(a) Financial liabilities			
(I) Borrowings	12	5,043.52	1,970.92
(II) Lease liabilities	34	127.79	99.93
(III) Trade payables	14		
(a) Total outstanding dues of micro enterprises and small enterprises		109.75	16.11
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		3,269.39	2,455.79
(IV) Other financial liabilities	15	55.87	23.09
(b) Provisions	13	260.96	345.25
(c) Current tax liabilities (net)		-	58.47
(d) Other current liabilities	16	314.54	123.09
<b>Total current liabilities</b>		<b>9,181.82</b>	<b>5,092.65</b>
<b>Total equity and liabilities</b>		<b>23,241.20</b>	<b>22,073.29</b>

See accompanying notes forming part of the Financial statements 1-25



**UNAUDITED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST DECEMBER 2024**

	<b>Note No.</b>	<b>Period ended 31-Dec-24 (Rupees in Lakhs)</b>	<b>Year ended 31-Mar-24 (Rupees in Lakhs)</b>
<b>I Revenue from operations</b>	17	6,790.32	16,000.14
<b>II Other Income</b>	18	52.80	135.89
<b>III Total income (I+II)</b>		<b>6,843.13</b>	<b>16,136.04</b>
<b>IV Expenses</b>			
(a) Cost of Material Consumed	19	3,490.20	6,417.29
(b) Changes In Inventories of stock-In-trade, work-In-progress and finished goods	20	(1,620.55)	(1.23)
(c) Employee benefit expenses	21	2,683.42	3,555.02
(d) Finance cost	22	439.80	466.21
(e) Depreciation and amortisation expense	23	585.93	774.28
(f) Other expenses	24	3,873.92	4,909.40
<b>Total expenses (IV)</b>		<b>9,452.73</b>	<b>16,120.97</b>
<b>V Profit Before Tax</b>		<b>(2,609.60)</b>	<b>15.06</b>
<b>VI Tax expense:</b>	25		
Current tax		-	58.47
Deferred tax charge		(33.53)	3.38
MAT Credit entitlement		(19.75)	-
Adjustment of current tax pertaining to earlier years		-	-
<b>Total tax expense</b>		<b>(53.28)</b>	<b>61.85</b>
<b>VII Profit for the year</b>		<b>(2,556.32)</b>	<b>(46.79)</b>
<b>VIII Other comprehensive income/(loss)</b>			
(I) Items that will not be reclassified to profit or loss			
-Remeasurement of the defined benefit plans	28	(27.84)	(0.06)
(II) Income tax relating to Items that will not be reclassified to profit or loss			
-Tax expense on remeasurement of defined benefit plans	25	7.24	0.02
<b>Total other comprehensive income/(loss)</b>		<b>(20.60)</b>	<b>(0.04)</b>
<b>IX Total comprehensive income/(loss) for the year</b>		<b>(2,576.93)</b>	<b>(46.83)</b>
<b>X Earnings per equity share:</b>	27		
(Face value Rs. 10 per share)			
- Basic and diluted (Rupees)		<b>(3.41)</b>	<b>(0.06)</b>



STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 DEC 2024

I Equity share capital

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting year
7,502.14	-	7,502.14	-	7,502.14

II Other equity

(1) Current Reporting period

Particulars	Reserves & Surplus			Items of Other Comprehensive Income	Total
	Capital Reserve	Security Premium	Retained Earnings		
As at 1 April 2024	21.31	2,100.75	3,986.48	588.42	6,696.97
(a) Profit for the year	-	-	(2,556.32)	-	(2,556.32)
(b) Other comprehensive income - Remeasurement of the defined benefit plans (net of tax)	-	-	-	(20.60)	(20.60)
<b>IV Total comprehensive income for the year</b>	-	-	(2,556.32)	(20.60)	(2,576.93)
<b>At 31 December 2024</b>	<b>21.31</b>	<b>2,100.75</b>	<b>1,430.15</b>	<b>567.81</b>	<b>4,120.04</b>

(2) Previous Reporting period

Particulars	Reserves & Surplus			Items of Other Comprehensive Income	Total
	Capital Reserve	Security Premium	Retained Earnings		
As at 1 April 2023	21.31	2,100.75	4,033.27	588.47	6,743.81
(a) Profit for the year	-	-	(46.79)	-	(46.79)
(b) Other comprehensive income - Remeasurement of the defined benefit plans (net of tax)	-	-	-	(0.05)	(0.05)
<b>IV Total comprehensive income/ (Loss) for the year</b>	-	-	(46.79)	(0.05)	(46.84)
<b>At 31 March 2024</b>	<b>21.31</b>	<b>2,100.75</b>	<b>3,986.48</b>	<b>588.42</b>	<b>6,696.97</b>



**3.1 Property, plant & equipment**

(Rupees in lakhs)

Particulars	Gross Block				Accumulated Depreciation and Amortisation				Net Block
	As at 01 April 2024	Additions	Deletions / Adjustments	As at 31 Dec 2024	As at 01 April 2024	Depreciation and amortisation expense	On Deletions / Adjustments	As at 31 Dec 2024	As at 31 Dec 2024
Freehold Land	4,887.40	-	-	4,887.40	-	-	-	-	4,887.40
Building	644.96	-	-	644.96	157.63	17.00	-	174.62	470.34
Roads	315.10	-	-	315.10	36.29	23.74	-	60.03	255.07
Leasehold improvement	672.41	-	-	672.41	108.53	61.41	-	169.94	502.47
Plant & Machinery	7,221.50	46.39	7.43	7,260.46	1,324.74	326.28	3.10	1,647.92	5,612.54
Furniture & Fixtures	167.67	0.88	-	168.55	28.26	12.18	-	40.44	128.10
Motor Car Vehicles	28.43	-	1.54	26.89	12.92	1.83	1.34	13.41	13.48
Office Equipment	140.48	0.49	0.01	140.96	80.68	16.32	0.01	96.99	43.97
<b>Total</b>	<b>14,077.95</b>	<b>47.77</b>	<b>8.99</b>	<b>14,116.73</b>	<b>1,749.05</b>	<b>458.76</b>	<b>4.45</b>	<b>2,203.35</b>	<b>11,913.37</b>

Particulars	Gross Block				Accumulated Depreciation and Amortisation				Net Block
	As at 01 April 2023	Additions	Deletions / Adjustments	As at 31 Mar 2024	As at 01 April 2023	Depreciation and amortisation expense	On Deletions / Adjustments	As at 31 Mar 2024	As at 31 Mar 2024
Freehold Land	4,887.40	-	-	4,887.40	-	-	-	-	4,887.40
Building	683.36	-	38.40	644.96	134.19	26.26	2.82	157.63	487.33
Roads	195.15	119.95	-	315.10	11.24	25.05	-	36.29	278.81
Leasehold improvement	672.41	-	-	672.41	27.02	81.51	-	108.53	563.88
Plant & Machinery	6,969.48	252.02	-	7,221.50	900.21	424.53	-	1,324.74	5,896.76
Furniture & Fixtures	165.32	2.35	-	167.67	12.22	16.04	-	28.27	139.41
Motor Car Vehicles	28.43	-	-	28.43	8.60	4.32	-	12.92	15.51
Office Equipment	138.28	2.20	-	140.48	53.20	27.48	-	80.68	59.81
<b>Total</b>	<b>13,739.84</b>	<b>376.52</b>	<b>38.40</b>	<b>14,077.95</b>	<b>1,146.69</b>	<b>605.19</b>	<b>2.82</b>	<b>1,749.05</b>	<b>12,328.90</b>



**3.2 Right of Use Assets**

	<b>As at 31 Dec 2024 (Rupees in Lakhs)</b>	<b>As at 31 Mar 2024 (Rupees in Lakhs)</b>
<b>(i) Cost</b>		
Balance as at 1 April 2024	1,419.90	1,419.90
Additions during the year	-	-
Less: Deletion during the year	-	-
<b>Balance as at 31 Dec 2024</b>	<b>1,419.90</b>	<b>1,419.90</b>
<b>(ii) Accumulated Depreciation</b>		
Balance as at 1 April 2024	328.68	170.91
Additions during the year	118.32	157.77
Less: Deletion during the year	-	-
<b>Balance as at 31 Dec 2024</b>	<b>447.01</b>	<b>328.68</b>
<b>(iii) Net Balance as at 31 Dec 2024</b>	<b>972.89</b>	<b>1,091.22</b>

**Note**

1. The depreciation expenses of Right of use Asset have been included under 'Depreciation, amortization and Impairment expenses' in the Statement of Profit and Loss.



**NOTES FORMING PART OF UNAUDITED FINANCIAL STATEMENTS**

**3.3 CWIP Ageing Schedule**

Particulars	(Rupees in lakhs)				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total as at 31 Dec 24
Projects In progress	101.49	1.47	-	-	102.96
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>101.49</b>	<b>1.47</b>	<b>-</b>	<b>-</b>	<b>102.96</b>

Particulars	(Rupees in lakhs)				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total as at 31 March 2024
Projects In progress	23.29	-	-	-	23.29
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>23.29</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>23.29</b>



**INNOVASSYNTH TECHNOLOGIES (INDIA) LIMITED**  
 Old Mumbai-Pune Road, Khopoli-410 203, Mumbai Area, India  
 CIN No. : U24110MH2001PLC134105  
**NOTES FORMING PART OF UNAUDITED FINANCIAL STATEMENTS**

**3.4 Other Intangible Assets**

(Rupees in lakhs)

Particulars	Gross Block				Accumulated Depreciation and Amortisation				Net Block
	As at 01 April 2024	Additions	Deletions / Adjustments	As at 31 Dec 2024	As at 01 April 2024	Depreciation and amortisation expense	On Deletions / Adjustments	As at 31 Dec 2024	As at 31 Dec 2024
Software & License	97.35	-	-	97.35	43.76	8.85	-	52.61	44.74
Transferable Development Rights	98.05	-	-	98.05	98.05	-	-	98.05	-
New Product Development	28.08	-	-	28.08	28.08	-	-	28.08	-
<b>Total</b>	<b>223.48</b>	<b>-</b>	<b>-</b>	<b>223.48</b>	<b>169.89</b>	<b>8.85</b>	<b>-</b>	<b>178.74</b>	<b>44.74</b>

(Rupees in lakhs)

Particulars	Gross Block				Accumulated Depreciation and Amortisation				Net Block
	As at 01 April 2023	Additions	Deletions / Adjustments	As at 31 Mar 2024	As at 01 April 2023	Depreciation and amortisation expense	On Deletions / Adjustments	As at 31 Mar 2024	As at 31 Mar 2024
Software & License	90.35	7.00	-	97.35	32.44	11.32	-	43.76	53.59
Transferable Development Rights	98.05	-	-	98.05	98.05	-	-	98.05	-
New Product Development	28.08	-	-	28.08	28.08	-	-	28.08	-
<b>Total</b>	<b>216.48</b>	<b>7.00</b>	<b>-</b>	<b>223.48</b>	<b>158.57</b>	<b>11.32</b>	<b>-</b>	<b>169.89</b>	<b>53.59</b>



**NOTES FORMING PART OF UNAUDITED FINANCIAL STATEMENTS**

	<u>As at</u> <u>31-Dec-24</u> <u>(Rupees in Lakhs)</u>	<u>As at</u> <u>31-Mar-24</u> <u>(Rupees in Lakhs)</u>
<b>4 Investment</b>		
Investment in Equity Instruments (530000 Equity Share In Actis Biologics Pvt. Ltd - Non Traded, unquoted)	159.00	159.00
Less: Provision for Impairment in value of Investment	<u>(159.00)</u>	<u>(159.00)</u>
	<u>-</u>	<u>-</u>
<b>5 Other financial assets</b>		
<b><u>Non-Current</u></b>		
<b>Considered good - Unsecured</b>		
Security deposits	<u>71.09</u>	<u>67.25</u>
	<u><b>71.09</b></u>	<u><b>67.25</b></u>
<b>Notes:</b>		
1. Other financial assets are measured at amortised cost.		
<b><u>Current</u></b>		
<b>Considered good - Unsecured</b>		
(a) Intercompany Deposit	429.92	359.70
(b) Interest Receivable on Intercompany Deposit	166.98	140.51
(c) Lease Rent Receivable	4.93	4.93
	<u><b>601.84</b></u>	<u><b>505.14</b></u>
<b>Notes:</b>		
1. Other financial assets are measured at amortised cost.		
2. The Inter company deposits has been given to Innovassynth Investment Limited @ Cash Credit plus 0.50 % repayable on demand. This loan will be used by Innovassynth Investment Limited to meet working capital requirements.		
<b>6 Other assets</b>		
<b><u>Non-current</u></b>		
Prepaid expenses	9.6	0.06
Other Deposit (Security Deposit)	7.70	7.70
Advance Income Tax Assets	<u>70.51</u>	<u>12.27</u>
	<u><b>87.85</b></u>	<u><b>20.02</b></u>
<b><u>Current</u></b>		
Prepaid expenses	52.9	92.63
Capital Advance		
(I) Secured Considered Good	-	-
(II) Unsecured Considered Good	0.84	0.84
Advance to Suppliers		
(I) Unsecured Considered Good	62.20	45.81
(II) Unsecured Considered Doubtful	-	-
Less: Provision for Doubtful Advances	-	-
Goods and services tax Input credit (net)	1,945.07	1,284.51
Export Incentive Receivable	49.13	9.06
Advance to Employees		
(I) Unsecured Considered Good	28.82	18.63
(II) Unsecured Considered Doubtful - Advance to Employees	3.48	3.48
Less: Provision for Doubtful Advances - Advance to Employees	(3.48)	(3.48)
Other Deposit	87.67	3.37
Other advances	<u>10.16</u>	<u>8.43</u>
	<u><b>2,236.80</b></u>	<u><b>1,463.28</b></u>



<b>7</b>	<b>Inventories</b>		
		945.26	752.14
	Raw Materials	741.51	528.64
	Work-in-Progress	2,161.88	754.20
	Finished Goods	119.87	137.90
	Stores, Spares, Packing Materials and Fuel	<b>3,968.52</b>	<b>2,172.88</b>

**Notes**

1. Raw Material include raw material in transit is Rs. 133 Lakhs as at 31 December 2024 (Rs. Nil as at 31 March 2024).
2. Writedowns of Inventories to net realisable value amounted to Rs. 698.13 Lakhs (31-March-2024: Rs. 792.56 ). These were recognised as an expense during the year.

<b>8</b>	<b>Trade Receivable</b>		
		2,155.71	2,846.11
	Considered good - Unsecured	-	-
	Considered Doubtful - Unsecured	2,155.71	2,846.11
	Less: Allowances for expected Credit Loss	<b>2,155.71</b>	<b>2,846.11</b>

**Notes:**

1. Trade receivables are measured at amortised cost.

**Note:**

(I) Trade Receivables ageing schedule is as follows :

**As at 31 Dec 2024**

Particulars	Outstanding for following period from due date				
	Less than 6 months	6 months to 1 years	1-2 years	2-3 years	More than 3 years
(I) Undisputed Trade receivables – considered good	2,125.08	26.59	4.04	-	-
(II) Undisputed Trade Receivables – which have significant Increase in credit risk	-	-	-	-	-
(III) Undisputed Trade Receivables – credit Impaired	-	-	-	-	-
(IV) Disputed Trade Receivables considered good	-	-	-	-	-
(V) Disputed Trade Receivables - which have significant Increase in credit risk	-	-	-	-	-
(VI) Disputed Trade Receivables – credit Impaired	-	-	-	-	-
Impairment allowance (allowance for bad and doubtful debts)	-	-	-	-	-

**As at 31 March 2024**

Particulars	Outstanding for following period from due date				
	Less than 6 months	6 months to 1 years	1-2 years	2-3 years	More than 3 years
(I) Undisputed Trade receivables – considered good	2,838.63	6.77	0.02	0.05	0.63
(II) Undisputed Trade Receivables – which have significant Increase in credit risk	-	-	-	-	-
(III) Undisputed Trade Receivables – credit Impaired	-	-	-	-	-
(IV) Disputed Trade Receivables considered good	-	-	-	-	-
(V) Disputed Trade Receivables - which have significant Increase in credit risk	-	-	-	-	-
(VI) Disputed Trade Receivables – credit Impaired	-	-	-	-	-
Impairment allowance (allowance for bad and doubtful debts)	-	-	-	-	-



**NOTES FORMING PART OF UNAUDITED FINANCIAL STATEMENTS**

**9 Cash and Bank Balances**

**A. Cash and cash equivalents**

Cash on hand	0.58	1.51
Balances with banks-		
- On current account	51.64	27.12
- Fixed Deposits with original maturity of 3 months or less than 3 months	-	-
	<b>52.22</b>	<b>28.63</b>

**B. Bank Balances other than cash and cash equivalents**

Other Deposit Accounts	126.86	221.54
Balances held as margin money	243.91	649.54
	<b>370.77</b>	<b>871.08</b>

**Cash and cash equivalents as per balance sheet**

	<b>422.99</b>	<b>899.71</b>
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**Notes:**

1. Deposits with banks include restricted bank balances of Rs. 243.91 Lakhs (31-March 2024: Rs. 649.54 Lakhs). The restrictions are primarily on account of margin money for working capital limits.

**10 Equity share capital**

**Authorised capital**

Equity shares of Rupees 10 each with voting rights	7,600.00	7,600.00
	<b>7,600.00</b>	<b>7,600.00</b>

**Issued, Subscribed and Paid-Up Capital:**

Equity shares of Rupees 10 each with voting rights (refer notes (I) to (VII) below)	7,502.14	7,502.14
	<b>7,502.14</b>	<b>7,502.14</b>

(I) The reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:

Particulars	Outstanding at the beginning of the year	Issued during the year	Closing Balance
<b>Equity shares with voting rights</b>			
<b>Period ended 31 December 2024</b>			
- Number of shares	7,50,21,351	-	7,50,21,351
- Amount (In Rupees)	75,02,13,510	-	75,02,13,510
<b>Year ended 31 March 2024</b>			
- Number of shares	7,50,21,351	-	7,50,21,351
- Amount (In Rupees)	75,02,13,510	-	75,02,13,510

(II) Details of shares held by each shareholder Holding more than 5% shares :

Name of shareholders (equity shares with voting rights)	As at 31 Dec 2024	As at 31 March 2024
<b>Innovassynth Investments Limited</b>		
Number of shares held	2,75,56,320	2,38,50,070
% holding in that class of shares	36.73%	31.79%
<b>Viren Rajan Raheja</b>		
Number of shares held	1,87,55,340	1,87,55,340
% holding in that class of shares	25.00%	25.00%
<b>Akshay Rajan Raheja</b>		
Number of shares held	1,87,55,340	1,87,55,340
% holding in that class of shares	25.00%	25.00%



**NOTES FORMING PART OF UNAUDITED FINANCIAL STATEMENTS**

(iv) Each holder of equity shares is entitled to one vote per share. The shareholders have the right to receive interim dividends declared by the Board of Directors and final dividends proposed by the Board of Directors and approved by the shareholders. In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive any of the remaining assets of the company, after distribution of Preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The Equity shareholders have all other rights as available to the equity shareholders as per the provisions of Companies Act 2013 read together with the Memorandum of Association and Articles of Association of the company as applicable.

(v) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date is Nil (As at 31 March 2024: Nil)

(vi) There is change in the shareholding during the year ended 31 December 2024. Innovassynth Investments Limited has acquired shares from Chanakya Corporate services Pvt Ltd and Kalpesh Morbia in Sep 24 ( Also, there is change in shareholding in 31 March 2024). Globus Stores Private Limited has acquired shares from Livoc Enterprise Ltd in Nov-23.

(vii) Details of shares held by promoters:

Promoter name	No. of Shares	% of total shares	% Change during the year
Mr Viren Raheja	1,87,55,340	25.00%	0.00%
Mr Akshay Raheja	1,87,55,340	25.00%	0.00%

**11 Other Equity**

**Capital Reserve**

Opening Balance		21.31	21.31
Add: Transferred during the year		-	-
Less: Utilised during the year		-	-
		<b>21.31</b>	<b>21.31</b>

**Security Premium**

Opening Balance		2,100.75	2,100.75
Add : Premium on shares issued during the year		-	-
Less: Utilised/transferred during the year - Share Issue expenses		-	-
		<b>2,100.75</b>	<b>2,100.75</b>

**Retained Earnings**

Opening Balance (Refer Note 2 below)		4,574.92	4,621.74
Add: Profit / (Loss) for the year		(2,556.32)	(46.79)
Add: Transferred during the year		-	-
		<b>2,018.60</b>	<b>4,574.95</b>
Add: Other comprehensive income arising from remeasurement of defined benefit obligation net of Income tax		(20.60)	(0.03)
		<b>1,997.99</b>	<b>4,574.92</b>
		<b>4,120.05</b>	<b>6,696.97</b>

**Notes:**

1. Securities Premium is credited when shares are issued at premium. It is utilised in accordance with the provisions of the Act, to issue bonus shares, to provide for premium on redemption of shares or debentures, equity related expenses like underwriting costs, etc.

**12 Borrowings**

**Non Current**

**Carried at Amortised Cost:**

Secured:

Term Loan from Bank		866.21	1,109.81
		<b>866.21</b>	<b>1,109.81</b>

**Current**

**Secured**

Cash Credit		1,795.76	366.38
Buyers credit		326.87	234.50
Term Loan from Bank		324.72	324.72
		<b>2,447.35</b>	<b>925.60</b>

**Unsecured**

Loan from Bank		1,500.00	-
Loan from Directors		1,096.16	1,045.32
		<b>2,596.16</b>	<b>1,045.32</b>
		<b>5,043.52</b>	<b>1,970.92</b>



**12.1 Maturity Profile**

Particulars	As at 31 Dec 2024	As at 31 March 2024
Less than three months	408.07	315.69
More three months and up to one year	243.60	243.60
More than one year and up to three years	649.60	649.60
More than three years and up to five years	216.54	460.14
Above five years	-	-
	<b>1,517.80</b>	<b>1,669.03</b>

**12.2 Details of security**

1. Term Loan & Working capital facilities are secured by First hypothecation Charge on entire Current Assets of the Company including stocks and Book debts, Present and Future. It Includes First Charge (Equitable mortgage/Hypothecation) on plant and machinery, land & Building and other Property Plant & Equipment assets except assets funded by BASF. The facility is further secured by way of lien of margin money amounting to Rs.2,55,00,000 with Axis Bank.

2. Buyers credit facilities are also secured by First hypothecation Charge on entire Current Assets of the Company including stocks and Book debts, Present and Future. It Includes First Charge (Equitable mortgage/Hypothecation) on plant and machinery, land & Building and other Property Plant & Equipment assets except assets funded by BASF. The facility is further secured by way of lien of margin money amounting to Rs.2,55,00,000 with Axis Bank.

**12.3 Terms for Borrowing**

Term loan outstanding as at year end	Rate of Interest* (p.a.)	Repayment Terms
Dec 2024 Term Loan: 1190.93 Lakhs (Mar 2024 Term Loan: 1434.53 Lakhs )	12M MCLR + 75 BPS	Term Loan from Axis Bank is repayable over 60 monthly installment commencing from Sept-2023 . The Interest rate applicable for the Term loan is 12 Month SOFR + 75 bps

**Notes:-**

1. Borrowings are measured at amortised cost.
2. Maturity profile of Term Loans from Banks and Others (including current maturities) (Refer Note 12.1)
3. For explanations on the Company's Interest risk, Foreign currency risk and liquidity risk management processes.

**13 Provisions**

**Non-current**

Provision for employee benefits  
 - Provision for gratuity  
 - Provision for leave encashment

	444.82	444.57
	67.14	67.91
	<b>511.96</b>	<b>512.48</b>

**Current**

Provision for employee benefits  
 - Provision for gratuity  
 - Provision for leave encashment

	103.90	113.77
	157.08	231.48
	<b>260.96</b>	<b>345.26</b>



**NOTES FORMING PART OF UNAUDITED FINANCIAL STATEMENTS**

**14 Trade payables (At Amortised Cost)**

**Current**

Total outstanding dues of micro enterprises and small enterprises; and	109.75	16.11
Total outstanding dues of creditors other than micro enterprises and small enterprises - Undisputed	3,266.45	2,452.85
Total outstanding dues of creditors other than micro enterprises and small enterprises - Disputed	2.94	2.94
	<b>3,379.14</b>	<b>2,471.90</b>

**Notes :**

1. Trade and other payables are measured at amortised cost.
2. The Company has average credit period range of 60-90 days depending on type of products obtained & services availed.

**Trade payables ageing schedule for the year ended as on December 31, 2024, March 31, 2024:**

**As at 31 Dec 2024**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Micro, Small & Medium Enterprises	109.75	-	-	-	109.75
Others	2,943.33	323.12	-	-	3,266.45
Disputed Dues - Micro, Small & Medium Enterprises	-	-	-	-	-
Disputed Due - Others	-	-	-	2.94	2.94
<b>Total</b>	<b>3,053.08</b>	<b>323.12</b>	<b>-</b>	<b>2.94</b>	<b>3,379.14</b>

**As at 31 March 2024**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Micro, Small & Medium Enterprises	16.11	-	-	-	16.11
Others	2,451.65	0.21	0.20	0.79	2,452.85
Disputed Dues - Micro, Small & Medium Enterprises	-	-	-	-	-
Disputed Due - Others	-	-	-	2.94	2.94
<b>Total</b>	<b>2,467.76</b>	<b>0.21</b>	<b>0.20</b>	<b>3.73</b>	<b>2,471.90</b>

**15 Other financial liabilities**

**Current**

Interest accrued on borrowings	11.19	9.49
Payable on purchase of property, plant and equipment	4.72	13.00
Other Liabilities	39.96	0.60
	<b>55.87</b>	<b>23.09</b>

**Notes:-**

1. Other financial liabilities are measured at amortised cost.

**16 Other liabilities**

**Current**

Statutory dues	79.51	118.80
Advance from customers	229.74	1.94
Other payables	5.29	2.35
	<b>314.54</b>	<b>123.09</b>



## NOTES FORMING PART OF UNAUDITED FINANCIAL STATEMENTS

	Period ended 31-Dec-24 (Rupees in Lakhs)	Year ended 31-Mar-24 (Rupees in Lakhs)
<b>17 Revenue from operations</b>		
Sale of products (Refer Note 1 below)	6,557.04	15,323.74
Sale of Services	124.27	549.23
Other operating revenues		
(i) Scrap Sales	18.58	43.39
(ii) Export Incentives	90.43	83.78
	<b>6,790.32</b>	<b>16,000.14</b>
<b>Note</b>		
1. Out of total revenue from operation for the period ended on 31 Dec 2024 amount of Rs. 5,121.96 Lakhs (Previous Year - Rs. 12,728.76 Lakhs) arose from Company's largest customers. Two customers contributed 10% or more to the Company's revenue for the nine month year ending on 31st December, 2024 (Previous year - Two customers contributed 10% or more to the Company's revenue for the year 2023-24).		
<b>18 Other income</b>		
(a) Interest Income		
On Financial Assets at Amortised Cost	48.27	58.00
On Financial Assets at Fair Value	3.60	4.44
On Non Financial Asset	-	-
Provision/liabilities no longer required written back	-	2.30
Gain on sale/ retirement of Property, Plant and Equipment (Net)	0.93	-
Foreign exchange differences (Net)	-	-
Miscellaneous Income	-	71.15
	<b>52.80</b>	<b>135.89</b>
<b>19 Cost of Material Consumed</b>		
Opening Stock	<b>752.14</b>	<b>1,661.02</b>
Add: Purchases	3,683.32	5,508.41
	<b>4,435.46</b>	<b>7,169.43</b>
Less: Closing Stock	945.26	752.14
	<b>3,490.20</b>	<b>6,417.29</b>
<b>20 Changes in inventories of finished goods and work-in-progress</b>		
Opening Stock		
Finished Goods	754.20	753.19
Work-In-Progress	528.64	528.42
	<b>1,282.84</b>	<b>1,281.61</b>
Less: Closing Stock		
Finished Goods	2,161.88	754.20
Work-In-Progress	741.51	528.64
	<b>2,903.39</b>	<b>1,282.84</b>
	<b>(1,620.55)</b>	<b>(1.23)</b>
<b>21 Employee benefits expense</b>		
Salaries and wages	2,418.47	3,153.81
Contribution to provident & other funds	112.97	148.31
Gratuity expenses	66.86	130.35
Staff welfare expenses	85.12	122.55
	<b>2,683.42</b>	<b>3,555.02</b>



**NOTES FORMING PART OF UNAUDITED FINANCIAL STATEMENTS**

**22 Finance cost**

Interest expense	319.13	298.41
Other borrowing cost	34.41	45.27
Interest on Lease Liability	86.26	122.53
	<b>439.80</b>	<b>466.21</b>

**23 Depreciation and amortisation expense**

Depreciation on Property Plant & Equipment	458.76	605.19
Amortisation of Other Intangible Assets	8.85	11.32
Amortisation of Right of Use Asset (Refer Note 3.2)	118.32	157.77
	<b>585.93</b>	<b>774.28</b>

**24 Other expenses**

Consumption of Stores and Spare Parts	465.05	728.47
Power and Fuel	1,290.78	1,510.09
Rent	2.89	5.69
Repairs to Buildings	48.69	67.51
Repairs to Machinery	319.01	470.38
Other Repairs	349.91	432.28
Recruitment Expenses	16.74	13.37
Analysis Fees	99.89	85.67
Insurance	66.50	87.99
Water Charges	47.70	74.53
Rates and Taxes	66.93	98.52
Legal, Professional and Technical Fees	540.84	513.42
Auditors Remuneration (Refer Note (i) below)	35.71	40.02
Inclneration / Effluent disposal cost	139.64	159.25
Travelling and Conveyance	22.29	46.89
Freight Expenses	69.44	88.56
Provision for Doubtful Debts	31.01	-
Marketing Expenses	50.23	131.19
Security Expenses	86.01	93.20
Printing and Stationery Expenses	14.16	19.81
Postage and Telephone Expenses	20.11	30.97
Loading and Unloading Charges	42.19	50.54
Enterprise Social Responsibility Expenses	3.14	3.70
Forelan exchange differences (Net)	(6.30)	55.54
Loss on assets scrapped	4.32	35.58
Miscellaneous Expenses	47.04	66.23
	<b>3,873.92</b>	<b>4,909.40</b>

**(i) Auditor's remuneration comprises (exclusive of indirect tax)**

Statutory audit fee	28.13	31.67
Tax audit fee	2.34	3.09
Certification	-	0.62
Other Services	4.12	4.12
Out-of-Pocket Expenses	1.13	0.52
	<b>35.71</b>	<b>40.02</b>



	Period ended 31-Dec-24 (Rupees in Lakhs)	Year ended 31-Mar-24 (Rupees in Lakhs)
<b>25 Taxes</b>		
<b>25.1 Income tax expense in the statement of profit and loss comprises :</b>		
Current tax	(399.45)	58.47
Deferred tax charge	(33.53)	3.39
MAT Credit entitlement	(19.75)	-
Adjustment of current tax pertaining to earlier years	-	-
<b>Income tax expense reported in the statement of profit or loss</b>	<b>(452.72)</b>	<b>61.86</b>
A reconciliation of Income tax provision to the amount computed by applying the statutory income tax rate to the Income before Income tax is summarized below :		
Profit/ (Loss) before Income tax	(2,609.60)	15.06
Enacted rate in India	26.00%	26.00%
Computed expected tax expense	(678.50)	3.92
Adjustment for effect of expenses/(Income) that are not deductible/allowable in determining taxable profit	225.77	57.93
Adjustment recognised in the current year in relation to current tax of prior years	-	-
Adjustment recognised in the current year in relation to change in income tax rate	-	-
<b>Income tax expense recognised in profit or loss</b>	<b>(452.72)</b>	<b>61.86</b>
<b>25.2 Tax recognised in other comprehensive income</b>		
Deferred tax arising on Income and expenses recognised in other comprehensive Income		
-Remeasurements of defined benefit obligation	7.24	0.02
<b>Total tax recognised in other comprehensive income</b>	<b>7.24</b>	<b>0.02</b>
<b>Bifurcation of the tax recognised in other comprehensive income into:</b>		
-Items that will be reclassified to profit or loss	-	-
-Items that will not be reclassified to profit or loss	7.24	0.02
<b>25.3 Deferred tax asset (net)</b>		
The following is the analysis of Deferred tax assets/(liabilities) in the Balance Sheet.		
Deferred tax assets	662.44	601.90
Deferred tax Liabilities	-	-
	<b>662.44</b>	<b>601.90</b>

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the Deferred tax assets and Deferred tax liabilities relate to income taxes levied by the same tax authority.

The gross movement in Deferred tax asset (net) for the nine month year ended 31 December 2024 is as follows :

Particulars	( Rupees in Lakhs)			
	As at 01 April 2024	Recognised in profit or loss	Recognised in Other comprehensive income	As at 31 Dec 2024
Provision for gratuity	155.33	(9.92)	7.24	152.65
Difference between written down value of property plant and equipment's as per books of account and for tax	(866.56)	(1.97)	-	(868.53)
Disallowance of expense under IT Act	94.63	(23.19)	-	71.44
Provision for Inventory	279.12	59.39	-	338.51
Provision for Expenses	63.59	22.83	-	86.42
Provision for Depreciation on ROU Asset	(46.73)	(12.78)	-	(59.51)
Business Loss	0.82	(0.82)	-	-
MAT Credit Entitlement	921.71	19.75	-	941.46
<b>Deferred tax asset (net)</b>	<b>601.90</b>	<b>53.28</b>	<b>7.24</b>	<b>662.44</b>

The gross movement in Deferred tax asset (net) for the year ended 31 March 2024 is as follows :

Particulars	( Rupees in Lakhs)			
	As at 01 April 2023	Recognised in profit or loss	Recognised in Other comprehensive income	As at 31 March 2024
Provision for gratuity	120.90	34.41	0.02	155.33
Difference between written down value of property plant and equipment's as per books of account and for tax	(761.05)	(105.51)	-	(866.56)
Disallowance of expense under IT Act	75.04	19.59	-	94.63
Provision for Inventory	175.43	103.70	-	279.12
Provision for Expenses	35.32	28.27	-	63.59
Provision for Depreciation on ROU Asset	(25.40)	(21.33)	-	(46.73)
Business Loss	69.40	(68.57)	-	0.82
MAT Credit Entitlement	915.66	6.05	-	921.71
<b>Deferred tax asset (net)</b>	<b>605.30</b>	<b>(3.39)</b>	<b>0.02</b>	<b>601.90</b>



**INNOVASSYNTH INVESTMENTS LIMITED**

**16<sup>th</sup> Annual Report 2023-24**

Board of Directors:		Audit Committee:	
<b>Dr. Hardik Joshipura</b>	Chairman & Managing Director	<b>Sandesh Mhadalkar</b>	<b>Chairman</b>
<b>Sandesh Mhadalkar</b>	Independent Director	<b>Dr. Hardik Joshipura</b>	<b>Member</b>
<b>Dr Nalini Ramaswamy</b>	Independent Director	Dr Nalini Ramaswamy	<b>Member</b>

Nomination and Remuneration Committee:		Stakeholders Relationship Committee	
<b>Dr Nalini Ramaswamy</b>	<b>Chairperson</b>	<b>Sandesh Mhadalkar</b>	<b>Chairman</b>
<b>Sandesh Mhadalkar</b>	<b>Member</b>	<b>Dr. Hardik Joshipura</b>	<b>Member</b>
		<b>Dr Nalini Ramaswamy</b>	<b>Member</b>

**Company Secretary & Chief Financial Officer:**

Sameer Pakhali

**Statutory Auditors:**

M/s P G Bhagwat LLP, Pune

**Secretarial Auditors:**

M/s. Sushil Talathi &amp; Associates, Mumbai

**Internal Auditor:**

M/s. V D Tilak &amp; Co, Khopoli

<b>Registered Office:</b>	<b>Registrar and Share Transfer Agents:</b>
<b>Innovassynth Investments Limited</b>	Satellite Corporate Services Pvt. Ltd.
<b>Flat No. C-2/3, KMC No. 91,</b>	A/106-107, Dattani Plaza, East West Indl. Compound,
<b>Telephone: (02192) 260224 Fax: 2192 263268</b>	Andheri Kurla Road, Safed Pool, Saki Naka, Mumbai-400072
<b>E-mail ID: <a href="mailto:secretarial@innovassynthinvestments.in">secretarial@innovassynthinvestments.in</a></b>	Phone: (022) 28520461, 28520462 Fax: 28511809
<b>Website: <a href="http://www.innovassynthinvestments.in">www.innovassynthinvestments.in</a></b>	E-mail ID: <a href="mailto:service@satellitecorporate.com">service@satellitecorporate.com</a>
	Website: <a href="http://www.satellitecorporate.com">www.satellitecorporate.com</a>

## Request to the Shareholders

Members desirous of seeking any further information about the accounts and/or operations of the Company are requested to address their queries to the Company Secretary of the Company by writing at [secretarial@innovassynthinvestments.in](mailto:secretarial@innovassynthinvestments.in). at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting. Members are requested to keep this copy of the Annual Report during the meeting.

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# INNOVASSYNTH INVESTMENTS LIMITED

Regd. Office: Flat No. C-2/3, KMC No. 91, Innovassynth Colony,  
Khopoli-410203, Maharashtra, INDIA.  
CIN: L67120MH2008PLC178923

Tel.: +91-2192-260224  
Fax: +91-2192-263628

Website: [www.innovassynthinvestments.in](http://www.innovassynthinvestments.in)  
E-mail: [secretarial@innovassynthinvestments.in](mailto:secretarial@innovassynthinvestments.in)

## NOTICE

**NOTICE** is hereby given that the 16<sup>th</sup> Annual General Meeting of the Members of Innovassynth Investments Limited will be held on Friday, 12<sup>th</sup> July 2024 at 11:00 a.m. Indian Standard Time ("IST"), through Video conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Auditors thereon.
3. To appoint a director in place of Dr. Hardik Joshipura (DIN: 09392511), who retires by rotation and being eligible, offer himself for reappointment.

### SPECIAL BUSINESS:

4. Appointment of Mr. Dilip Oswal (DIN: 10587874) as an Independent Director of the Company.

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

**"RESOLVED** that Mr. Dilip Oswal (DIN: 10587874) who was appointed by the Board of Directors on the recommendation of the Nomination and Remuneration Committee as an Additional Director of the Company with effect from April 16, 2024, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company.

**RESOLVED** further that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") Mr. Dilip Oswal (DIN: 10587874), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, be and

is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years up to April 15, 2029.

**RESOLVED** further that pursuant to the provision of sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Mr. Dilip Oswal (DIN: 10587874) be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits prescribed from time to time.

**RESOLVED** further that The Board of Directors (including its Committee thereof) and/or Mr. Sameer Pakhali, Company Secretary and Compliance Officer of the Company be and are hereby authorized to do all such acts deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

**By order of the Board of Directors  
For Innovassynth Investments Limited**

**Sameer Pakhali**  
Company Secretary & Compliance Officer  
ACS: 55746

Khopoli, 29<sup>th</sup> May 2024

**Registered Office:**  
Flat No. C-2/3, KMC No. 91, Innovassynth Colony,  
Khopoli-410203, Maharashtra, India  
CIN: L67120MH2008PLC178923  
E-mail: [secretarial@innovassynthinvestments.in](mailto:secretarial@innovassynthinvestments.in)  
website: [www.innovassynthinvestments.in](http://www.innovassynthinvestments.in)

## NOTES

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of annual general meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India (‘SEBI’), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, and October 7, 2023 (‘SEBI Circulars’) and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’). In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. A statement giving the relevant details of the Director seeking re-appointment under Item 3 of the accompanying Notice as required under Sub clause 3 of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto.
3. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
4. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by Securities Exchange Board of India (collectively referred to as “SEBI Circulars”), the Notice of the AGM along with the Annual Report for FY 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company’s website [www.innovassynthinvestments.in](http://www.innovassynthinvestments.in) website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
5. Pursuant to Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast votes for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there and cast their votes through e-voting.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, and May 05, 2020, the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. The Board has appointed Mr. Miket Shashikant Bahuva (Membership No. FCS 7651), of Miket S. Bahuva

and Co., as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first-come first-served basis.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.innovassynthinvestments.in](http://www.innovassynthinvestments.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. **General Instructions for Members are as under:**
  - i. The Register of Members and the share transfer books of the company will remain closed from 6<sup>th</sup> July 2024 to 12<sup>th</sup> July 2024 (both days inclusive).
  - ii. The Company has always encouraged the Members to register their email ID and phone numbers for ease of communication between the Company and the Members. The Members who have not yet registered their email addresses are requested to do so with their Depository Participants (DPs) in case the shares are held by them in electronic form, and with the Registrar & Transfer Agent, M/s Satellite Corporate Services Private Limited in case the shares are held by them in physical form.
  - iii. As per the Listing Regulations, the securities of listed companies can only be transferred in dematerialized form with effect from 1<sup>st</sup> April 2019. Given the above, Members are advised to dematerialize shares held by them in physical form.
  - iv. If your address or bank details have changed, the Members who hold their shares in physical form are requested to inform the Company's Registered Office immediately of the change along with their ledger folio number. The Members who hold shares in electronic form are requested to update their DPs.
  - v. During the 16th AGM, Members may access the scanned copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon request made to Company Secretary at [secretarial@innovassynthinvestments.in](mailto:secretarial@innovassynthinvestments.in).
  - vi. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. The Members holding shares in physical form can submit their PAN details to M/s Satellite Corporate Services Pvt Ltd. or Company. The Members holding shares in dematerialized form are requested to submit their PAN details to their DPs with whom they are maintaining their Demat accounts.
  - vii. Members holding shares in physical mode are advised to make nomination in respect of their shareholding by writing to RTA in the nomination form (SH-13). Members holding shares in electronic mode may contact their respective Depository Participants for availing the nomination facility.
  - viii. Members may kindly note that in accordance with SEBI Master Circular for Online Dispute Resolution dated July 31, 2023 (updated as on December 20, 2023), the Company has registered on the newly launched SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal). This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution Institutions for addressing complaints. Members can access the SMART ODR Portal via the following link: <https://smartodr.in/login>. Members may feel free to utilize this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA).

- ix. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before July 11, 2024 through e-mail on [secretarial@innovassynthinvestments.in](mailto:secretarial@innovassynthinvestments.in). The same will be replied by the Company suitably.
- x. Since the AGM will be held through VC / OAVM, the Route Map, attendance slip, and Proxy Form is not annexed in this Notice.

### **INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

The remote e-voting period begins on Tuesday, 9<sup>th</sup> July 2024 at 09: 00 A.M. and ends on Thursday, 11<sup>th</sup> July 2024 at 05: 00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Friday, 5<sup>th</sup> July 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 5<sup>th</sup> July 2024.

### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 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.

#### **Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see the e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a</li> </ol>

	<p>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 held 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 the company. By clicking the e-Voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>

	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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see the e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [www.evoting.nsd.com](http://www.evoting.nsd.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, the Home page of e-Voting will open.

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

### **How to cast your vote electronically on the NSDL e-Voting system?**

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

### **General Guidelines for shareholders.**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [miket@miketsbahuva.com](mailto:miket@miketsbahuva.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other

than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 700 or send a request to at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [scs\\_pl@yahoo.co.in](mailto:scs_pl@yahoo.co.in) and [secretarial@innovassynthinvestments.in](mailto:secretarial@innovassynthinvestments.in).
2. In case shares are held in Demat mode, please provide DPID-CLID (16 digits DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [scs\\_pl@yahoo.co.in](mailto:scs_pl@yahoo.co.in) and [secretarial@innovassynthinvestments.in](mailto:secretarial@innovassynthinvestments.in). If you are Individual shareholders holding securities in Demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e., Login method for e-Voting for Individual shareholders holding securities in Demat mode**.
3. Alternatively, shareholders/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring a user id and password for e-voting by providing above mentioned documents.
4. In terms of the SEBI circular dated December 9, 2020, on the e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their Demat account to access the e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [secretarial@innovassynthinvestments.in](mailto:secretarial@innovassynthinvestments.in). The same will be replied by the company suitably.

**Other Instructions:**

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter, unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, shall be submitted to the Chairman or Company Secretary.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.innovassynthinvestments.in](http://www.innovassynthinvestments.in) and on the website of NSDL [secretarial@innovassynthinvestments.in](mailto:secretarial@innovassynthinvestments.in) immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

**By order of the Board of Directors  
For Innovassynth Investments Limited**

**Sameer Pakhali**  
Company Secretary & Compliance Officer  
ACS: 55746

Khopoli, 29<sup>th</sup> May 2024

**Details of the Directors seeking re-appointment/ appointment at the Forthcoming Annual General Meeting (In pursuance of Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings)**

<b>Name of Director</b>	<b>Dr. Hardik Joshipura</b>	<b>Mr. Dilip Oswal</b>
<b>Date of Birth</b>	<b>12<sup>th</sup> June 1975 (Age 49 Yrs.)</b>	<b>1<sup>st</sup> September 1967 (Age 57 Yrs.)</b>
<b>Date of Appointment</b>	<b>12<sup>th</sup> February 2022</b>	<b>16<sup>th</sup> April 2024</b>
<b>Expertise in specific functional areas</b>	<b>More than 20 years of experience in Business Management.</b>	<b>More than 35 years of experience in accounting, taxation, and financial management.</b>
<b>Qualifications</b>	<b>He is PhD in Organic Chemistry and is an Alumnus of Harvard Business School (HBS), Boston, MA, USA</b>	<b>He is a distinguished Chartered Accountant</b>
<b>Whether related party or not-</b>	<b>Yes</b>	<b>No</b>
<b>Directorship in other companies</b>	<b>1</b>	<b>Nil</b>
<b>Committee position held in other companies</b>	<b>Audit Committee and CSR Committee</b>	<b>--</b>
<b>Remuneration drawn</b>	<b>Nil (for more details, refer Corporate Governance Report)</b>	<b>He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings, and profit related commission within the limits stipulated under Section</b>
<b>No. of meetings of the Board attended during the year</b>	<b>4</b>	<b>Nil</b>
<b>No. of shares held:</b>	<b>Nil</b>	<b>Nil</b>
<b>(a) Own</b>	<b>--</b>	<b>--</b>
<b>(b) For other persons on a beneficial basis</b>	<b>--</b>	<b>--</b>

**By order of the Board of Directors  
For Innovassynth Investments Limited**

**Sameer Pakhali**  
Company Secretary & Compliance Officer  
ACS: 55746

Khopoli, 29<sup>th</sup> May 2024

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO.4:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Dilip Oswal (DIN: 10587874) as Additional Non-Executive Independent Director of the Company not being liable to retire by rotation, for a term of 5 years i.e., from 16<sup>th</sup> April 2024 up to 15<sup>th</sup> April 2029, subject to the approval of the Members.

Mr. Dilip Oswal is a distinguished Chartered Accountant and devoted educator with over 35 years of experience running a prestigious coaching institution. His profound knowledge and business acumen in accounting, taxation, and financial management have earned him respect and recognition in both educational and corporate circles. Mr. Dilip Oswal is the most qualified candidate to be designated as an Independent Director on the Board of this Company, given his expertise in accounting, taxation, and financial management and his independence to oversee the Board's performance in the near future. The Board believes that his extensive knowledge and diverse experience will be extremely beneficial to the Company.

Mr. Dilip Oswal is not disqualified from being appointed as a director in terms of section 164 of the Companies Act, 2013 (the 'Act'). He has confirmed that she is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as Director of the Company. The Company has also received a declaration from him that he meets the criteria of independence as prescribed, both, under section 149(6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Dilip Oswal for the office of a Director of the Company.

In compliance with the provisions of Section 149, read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the appointment of Mr. Dilip Oswal as Independent Director is now being placed before the Members for their approval.

Except Mr. Dilip Oswal, the appointee himself, none of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

## BOARD'S REPORT

To,  
The Members,  
**Innovassynth Investments Limited**

Your directors have the pleasure of presenting the 16<sup>th</sup> Board Report of the Company with the Audited Financial Statements for the year ended 31<sup>st</sup> March 2024.

### 1. FINANCIAL SUMMARY:

The Company's financial summary for the year under review along with the previous year's figures is given hereunder:

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
<b>Total Income</b>	---	1.96	---	<b>1.96</b>
<b>Profit/(Loss) Before Interest and depreciation</b>	(35.09)	(37.20)	(35.09)	<b>(37.20)</b>
<b>Interest</b>	34.47	30.39	34.47	<b>30.39</b>
<b>Depreciation</b>	---	---	---	---
<b>Share of Profit of Associate</b>	---	---	(14.88)	<b>(92.07)</b>
<b>Profit/(Loss) Before Tax</b>	<b>(69.55)</b>	<b>(65.63)</b>	<b>(84.41)</b>	<b>(157.70)</b>
<b>Less/Add: Current Tax</b>	---	---	---	---
<b>Less/Add: Deferred Tax Adjustment</b>	---	---	---	---
<b>Profit/(Loss) After Tax</b>	<b>(69.55)</b>	<b>(65.63)</b>	<b>(84.41)</b>	<b>(157.70)</b>
<b>Other comprehensive Income/(Loss)</b>	---	---	(0.01)	<b>153.52</b>
<b>Total comprehensive Income/(Loss) for the year</b>	<b>(69.55)</b>	<b>(65.63)</b>	<b>(84.42)</b>	<b>(4.18)</b>

### 2. DIVIDEND:

In view of the accumulated losses, the Directors do not recommend any dividend for the year ended 31<sup>st</sup> March 2024.

### 3. PERFORMANCE REVIEW:

The Company's income for 2023-24 was nil as compared with nothing during the previous year. Loss of the Company stood at ₹ 69.55 lakhs as against ₹ 65.63 lakhs in 2022-23. During the year other comprehensive loss amounted to ₹ 84.42 lakhs as against ₹ 4.18 lakhs loss in 2022-23.

### 4. SHARE CAPITAL:

During the year under review, there was no change in the authorized, subscribed, and paid-up share capital of the Company. The paid-up equity share capital as on 31<sup>st</sup> March 2024 was ₹ 24,27,80,350/-.

## 5. MANAGEMENT DISCUSSION AND ANALYSIS:

A detailed report on Management Discussion and Analysis (MDA) Report is included in this Report as **Annexure-1.**

## 6. DISCLOSURES UNDER THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER:

### a. Extract of Annual Return:

The Annual Return of the Company as on March 31, 2024, in accordance with Section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014, is available on the Company's website and can be accessed <https://www.innovassynthinvestments.in/articles/category/extract-of-annual-return>.

### b. Number of Meetings of The Board of Directors and Its Committees:

During the year Four Board Meetings, Four Audit Committee Meetings, One Nomination and Remuneration Committee Meetings, one Stakeholder Relationship Committee Meeting and one Independent Directors Meeting were convened and held in compliance with Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of Board and Committee Meetings are given in the Corporate Governance Report, which is a part of this report.

### c. Composition of Audit Committee:

The composition of the Audit Committee is provided in the Corporate Governance Report and forms a part of this Annual Report. There have been no instances of non-acceptance of any recommendations of the Audit Committee by the Board during the financial year under review.

### d. Related Party Transactions:

All contracts/ arrangements/ transactions entered by the Company during the FY 2023-24 with related parties were on an arm's length basis and in the ordinary course of business. Given that the Company does not have any RPTs to report pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2, the same is not provided.

The details of the transactions with Related Parties as per Ind AS 24 are provided in the accompanying financial statements.

### e. Corporate Governance:

Your company has complied with the various requirements of the Corporate Governance under the provisions of the Companies Act, 2013 and as stipulated under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

A detailed Report on Corporate Governance forms part of this Annual Report.

### f. Risk Management:

The Company has in place a mechanism to identify, assess, monitor, and mitigate various risks to key business objectives. Major risks identified are systematically addressed through mitigating actions on a continuing basis. These are discussed at the Meetings of the Audit Committee and the Board of Director of the Company.

### g. Directors and Key Managerial Personnel:

During the year under review, following changes in composition of Board of Director and KMP were taken place:

As on 31<sup>st</sup> March 2024, the Board of Directors comprises of 3 (Three) Directors, out of which 2 (two) are Independent Directors including 1 (one) Woman Director and 1 (one) is Executive Director.

In accordance with the provisions of the Act, Dr Hardik Joshipura (DIN: 09392511) retires by rotation at the ensuing AGM and, being eligible, offers himself reappointment. The Board recommends the re-appointment of Dr Hardik Joshipura (DIN: 09392511), for approval of the Members at the ensuing AGM. The disclosures required pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standards on General Meeting ('SS-2') with respect to proposed Appointment/ Re-appointment of Directors retiring by rotation are given in the Notice of ensuing AGM, forming part of the Annual Report.

The Board of Directors upon recommendation of Nomination and Remuneration Committee and in accordance with provisions of the Act and SEBI Listing Regulations, appointed Mr. Dilip Oswal (DIN: 10587874) as an Additional (Non-Executive) Director and as an Independent Director for a term with effect from 16<sup>th</sup> April 2024 to 15<sup>th</sup> April 2029, subject to approval of Members. Approval of the Members is being sought for the appointment of Mr. Oswal as a Director and Independent Director at the ensuing AGM. In the opinion of the Board, she is a person of integrity, fulfils requisite conditions as per applicable laws and is independent of the management of the Company.

Pursuant to the provisions of section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2024, are:

Dr. Hardik Joshipura – Managing Director

Mr. Sameer Pakhali – Chief Financial Officer and Company Secretary

There is no change among the Key Managerial Personnel during the year under review.

#### **h. Statement on Declaration Given by Independent Directors:**

All Independent Directors have given declarations that they comply with the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and as per SEBI (LODR) Regulations, 2015.

#### **i. Board Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Board of Directors has carried out an Annual Performance Evaluation of the Board and of the Individual Directors has been made.

During the year, the Evaluation cycle was completed by the Company internally which included the evaluation of the Board as a whole, Board Committees and Directors. The Evaluation process focused on various aspects of the Board and Committees functioning such as composition of the Board and Committees, experience, performance of duties and governance issues etc. A separate exercise was carried out to evaluate the performance of individual Directors on parameters such as contribution, independent judgement and guidance and support provided to the Management.

The results of the evaluation were shared with the Board, Chairman of respective Committees and individual Directors.

#### **j. Remuneration Policy:**

The Board of Directors on the recommendation of the Nomination & Remuneration Committee has framed a Policy for Directors, Key Managerial Personnel, and other Senior Managerial Personnel of the Company, in accordance with the requirements of the provisions of Section 178 of the Companies Act, 2013 and Listing Regulations. The website link for the policy is

<http://www.innovassynthinvestments.in/Doc/THE%20NOMINATION%20AND%20REMUNERATION%20POLICY.pdf>

## k. Auditors:

### • Statutory Auditor:

At 14<sup>th</sup> AGM held on September 29, 2022, members approved the appointment of M/s P G Bhagwat LLP, Chartered Accountants (Firm Registration No. 101118W/W100682), as the Statutory Auditors of the Company to hold office for a term of five consecutive years, from the conclusion of that AGM till the conclusion of the 19<sup>th</sup> AGM to be held in the year 2027.

Further, the Auditors' Report "with an unmodified opinion", given by the Statutory Auditors on the financial statements of the Company for financial year 2023-24, is disclosed in the financial statements forming part of this Annual Report. There has been no qualification, reservation, adverse remark, or disclaimer given by the Statutory Auditor in their Report for the year under review.

The notes to the financial statements are self-explanatory and do not call for any further comments.

Pursuant to provisions of Section 143(12) of the Companies Act, 2013, as amended from time to time, the Statutory Auditors have not reported any incident of fraud to the Audit Committee during the year under review.

### • Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Sushil Talathi & Associates, Company Secretary in Practice to undertake the Secretarial Audit and issue Annual Secretarial Compliance Report for F.Y 2023-24.

#### i. Secretarial Audit Report:

The secretarial auditor's report does not contain any qualifications, reservations, adverse remarks, or disclaimer. Secretarial audit report is attached to this report as Annexure-3.

#### ii. Annual Secretarial Compliance Report:

As per the recent amendment in Regulation 24 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, vide insertion of Regulation 24A, M/s Sushil Talathi & Associates, Secretarial Auditor of the Company, undertook & examine compliances under SEBI (LODR) Regulations, 2015 and issue Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March 2024.

The Annual Secretarial Compliance Report does not have any qualifications, reservations, adverse remarks, or disclaimer.

### • Internal Auditors:

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014, the Board based on the Recommendation of the Audit Committee, appointed M/s V D Tilak & Co, Chartered Accountants (FRN:134853W), Khopoli, Raigad as Internal Auditor of the Company for conducting an internal audit of the Company for F.Y 2023-24.

## i. Disclosure Under Schedule V(F) Of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015:

Your Company does not have any unclaimed shares issued in physical form pursuant to public issues/Right issues.

## m. Subsidiary and Associate Companies:

The Company does not have any Subsidiary.

## Associate Company:

### 1. Innovassynth Technologies (India) Limited

The Company holds 31.79% of the equity share capital of Innovassynth Technologies (India)Limited. During the year, the turnover of the company was ₹ 160 crore (previous year ₹ 200 crore) and Loss after tax for the year was ₹ 0.46 crore (previous year Profit ₹ 2.89 crore). The Company has a net worth of ₹ 141 crore (previous year ₹ 142 crore) as on 31<sup>st</sup> March 2023.

A statement containing the salient features of the financial statements of the associate company and subsidiary in the prescribed format is annexed as **Annexure-2** to this Report.

### n. Deposits:

During the period under review, the Company had not accepted any fixed deposits with the meaning of Section 73 to 76 of the Companies Act, 2013.

### o. Loans, Guarantees or Investments:

The Company has not given any loan to or provided any guarantee or security in favor of other parties and has also not made any investment of its fund with any other party during the year under Section 186 of the Companies Act, 2013.

### p. Material Changes and Commitments Between the Date of The Balance Sheet and The Date of Report:

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of the report.

### q. Significant and Material Orders Passed by The Regulators or Courts or Tribunals:

There are no significant, and material orders passed by the Regulators/ Courts which would impact on the going concern status of the Company and its future operations.

### r. Energy Conservation, Technology, Absorption, and Foreign Exchange Earnings and Outgo:

The Company has no particulars to report regarding conservation of energy, technology absorption, foreign exchange earnings, and outgo as required under Section 134(3) (m) of the Companies Act, 2013, read with Rules thereunder.

### s. Statement Pursuant to Section 197(12) Of the Companies Act, 2013 Read with Rule 5 Of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in the Annual Report as **Annexure-4** which forms a part of this Report.

### t. Familiarization Program for Independent Directors:

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices, the website link is available at <https://www.innovassynthinvestments.in/article/familiarisation-programme>.

### u. Internal Financial Controls:

The Company has put in place an adequate system of internal financial controls with respect to the Financial Statement and commensurate with its size and nature of business which helps in ensuring the orderly and efficient conduct of business. No reportable material weakness in the operation was observed.

**v. Vigil Mechanism/Whistle Blower Policy:**

The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of Section 177(9) of the Act and as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**w. Reserves:**

The Company does not make any profit during the year under review hence no amount is required to transfer to the reserves.

**x. Listing of Equity Shares:**

Your Company's shares are listed with BSE Limited (BSE), Mumbai. Listing fees have been paid for the financial year 2023-24.

**y. Obligation of Your Company Under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

The below table provides details of complaints received/disposed during financial year 2023-24:

Number of complaints at the beginning of the financial year	: Nil
No. of complaints filed during the financial year	: Nil
No. of complaints disposed of during the financial year	: NA
No. of complaints pending at the end of the financial year	: NA

**z. Directors' Responsibility Statement:**

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. they have prepared the annual accounts on a going concern basis;
- v. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**7. COMPLIANCE WITH SECRETARIAL STANDARDS-1 AND 2:**

Your Directors confirm that pursuant to Section 118(10) of the Companies Act, 2013, applicable Secretarial Standards, i.e. SS-1 and SS- 2, pertaining to Meeting of Board of Directors and General Meetings, respectively specified by the Institute of Company Secretaries of India has been duly complied by the Company.

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

**8. CEO AND CFO CERTIFICATION:**

The Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17 (8) of the Listing Obligations. The Managing Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations. The Annual Certificate given by Managing Director and the Chief Financial Officer is attached in **Annexure-5**

**9. ACKNOWLEDGEMENT:**

We thank our Employees, Investors, and Bankers for their continued support during the year. We are grateful to the various authorities for their continued cooperation. We place on record our appreciation of the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, solidarity, cooperation, and support.

For and on behalf of the Board of Directors of  
**Innovassynth Investments Limited**

**Dr Hardik Joshipura**  
Chairman & Managing  
Director  
(DIN: 09392511)

**Sandesh Mhadalkar**  
Director  
(DIN: 08929791)

Khopoli, 29<sup>th</sup> May 2024

## ANNEXURE-1

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

**1. Macro-Economic Environment:**

As the global economy maintained its war against inflation, the US Federal Reserve turned bullish right before the start of FY23, raising rates by 8 times, or 450 basis points, to combat inflation. High inflation was a global phenomenon, and central bankers around the world remained hawkish, with India's Reserve Bank of India (RBI) raising interest rates by 250 basis points (bps) last year. The interest rate hike has helped CPI inflation to fall (US and India inflation down 400bps and 200bps, respectively) from its peak in FY23. In addition, from that, global tensions held the supply side in check, and the appearance of a new banking crisis in the fourth quarter added to the uncertainty.

In FY23, the Indian economy demonstrated strong resilience. According to the RBI's Monetary Policy Report for April 23, India's real GDP is expected to rise by 7% in FY23. Furthermore, the majority of the high frequency indicators exceeded pre-pandemic levels and had robust momentum. For FY23, gross GST collection increased by 22% year on year, PV sales increased by 27% year on year, electricity consumption increased by 10% year on year, rail freight volume increased by 6.6% year on year, crude steel production increased by 5% year on year, bank credit increased by 15% year on year, IIP increased by 5% year on year, and others. Consumer confidence in rural India has also remained good, owing to the fourth straight year of normal monsoon, record foodgrain output in FY23, and government support through higher MSP, wage increases under MNREGA, and other measures.

The banking and non-banking financial company (NBFC) sector in India has witnessed significant market driven and regulatory events in the last decade. Cumulatively, these have had a profound impact on the industry. Some of the noteworthy developments include the issuance of new bank licences for universal banks, introduction of a new category of banks (small finance banks and payments banks); insolvency processes and the resolution of a few large non-performing assets (NPA) situations; and consolidation of public sector banks (PSBs), etc.

The banking and NBFC sector are once again at an inflexion point, given the potential transformational, operational and stakeholder changes influenced by the above-mentioned drivers. There's a need for financial institutions to assess and evaluate their current business model and take a strategic call on their commercial and operational framework in anticipation of newer ways of doing business coupled with changes in market and competition landscape.

The major indices ended FY23 nearly flat, with the Nifty 50 falling 0.6% to 17,359 and the BSE Sensex rising only 0.72% to 58,991. A relatively poor outcome after the Nifty and Sensex gained over 19% and 17%, respectively, the previous fiscal year. However, the domestic market outperforms numerous other international markets, including the Dow Jones (-4.05%), FTSE 100 (+1.34%), Hang Seng (-7.26%), Kospi Composite (-10.18%), Shanghai Composite (+0.43%), and Bovespa (-15.10%). Throughout the year, the posture of all Central Banks was fiscal tightening in order to contain the rise in inflation.

**2. Industry Structure and Developments:**

The Company is in the investment business and your company holds 31.79% in Innovassynth Technologies (India) Limited.

**3. Opportunities and Threats:**

Your Company has invested in Innovassynth Technologies (India) Limited-(ITIL) which is one of the internationally recognized manufacturers and develops nucleosides and amides. Even in this pandemic situation, Innovassynth Technologies (India) Ltd has done exceptionally well. Your Company has not diversified its investment in other entities except ITIL hence the company's fortune tide with the performance

of Innovassynth Technologies (India) Limited. The global Contract Development and Manufacturing Organization (CDMO) market reached a valuation of \$224.6 billion in 2023 and is projected to grow at a rate of 6-7% annually over the next five to six years. In contrast, the Indian CDMO market is forecasted to expand at a significantly higher CAGR of 14.67%, increasing from \$22.51 billion in 2024 to \$44.63 billion by 2029. Indian companies are actively engaging in acquisitions, partnerships, and investment activities, particularly within the biotech sector, to enhance their capabilities and increase their market share.

#### **4. Outlook:**

Performance of the Innovassynth Technologies (India) Limited is the key factor for the sustainability of the company, your company has an optimistic approach towards the performance of ITIL.

#### **5. Risk & Concerns:**

Non-Diversification of the investments other than ITIL is one of the concerns for the Company.

#### **6. Internal Control Systems and Their Adequacy:**

Internal control of the Company is monitored vide circulation monthly compliance sheets, the same is discussed, studied, forecasted and proper plan of action is drawn accordingly.

#### **7. Developments in Human Resources:**

During the year, the Company welcomed Mr. Dilip Oswal as a Non-Executive Independent Director. Mr. Dilip Oswal brings a wealth of experience to the Finance and taxation sector, enhancing the board's expertise and diversifying its perspectives.

#### **8. Significant Changes in Key Financial Ratio:**

During the period, Only Current Ratio has changed due to increase in borrowings as the compared to previous Financial Year.

#### **9. Return on Net Worth:**

During the period, there has been no significant changes in Return on Net worth as compared to the immediately previous financial years.

For and on Behalf of the Board of Directors of  
**Innovassynth Investments Limited**

**Dr Hardik Joshipura**  
Chairman & Managing  
Director  
(DIN: 09392511)

**Sandesh Mhadalkar**  
Director  
(DIN: 08929791)

Khopoli, 29<sup>th</sup> May 2024

## ANNEXURE-2

## Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF  
SUBSIDIARIES/ASSOCIATE COMPANIES/JOINT VENTURES**

**Part "A": Subsidiaries**

Sl. No.	Particulars	Details
1.	Name of the subsidiary	/
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	
3.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	
4.	Share capital	
5.	Reserves & surplus	
6.	Total assets	
7.	Total Liabilities	
8.	Investments	
9.	Turnover	
10.	Profit before taxation	
11.	Provision for taxation	
12.	Profit after taxation	
13.	Proposed Dividend	
14.	% of shareholding	

**Part "B": Associates and Joint Ventures**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(₹ in Lakhs)

Name of associates/Joint Ventures	Innovassynth Technologies (India) Limited
1. Latest audited Balance Sheet Date	31/03/2024
2. Shares of Associate/Joint Ventures held by the company on the year end	
No.	23,85,070
Amount of Investment in Associates/Joint Venture	2,38,50,700
Extend of Holding%	31.79%
3. Description of how there is significant influence	There is significant influence due to percentage (%) of Share Capital
4. Reason why the associate/joint venture is not consolidated	-

<b>5. Net worth attributable to shareholding as per latest audited Balance Sheet</b>	3607.25
<b>6. Profit/Loss for the year</b>	
<b>i. Considered in Consolidation</b>	(84.42)
<b>ii. Not Considered in Consolidation</b>	-

**For and on behalf of the Board of Directors of  
Innovassynth Investments Limited  
CIN: L67120MH2008PLC178923**

**Dr Hardik Joshipura**      **Sandesh Mhadalkar**  
Chairman & Managing Director  
Director  
(DIN: 09392511)      (DIN: 08929791)

Place: Khopoli  
Date: 29<sup>th</sup> May 2024

**Sameer Pakhali**  
Company Secretary & CFO

## ANNEXURE-3

## Form No. MR-3

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and the Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**INNOVASSYNTH INVESTMENTS LIMITED**  
CIN: L67120MH2008PLC178923  
Flat No C-2/3, KMC No 91 Old Mumbai-Pune Road,  
Khopoli – 410203

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **INNOVASSYNTH INVESTMENTS LIMITED** (hereinafter called “the Company”). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officer, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder.
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye- laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment and External Commercial Borrowings (ECB);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendment from time to time (not applicable to the company during the audit period);
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021, (not applicable to the company during the audit period);
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;(not applicable to the company during the audit period);
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; (not applicable to the company during the audit period)
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (not applicable to the company during the audit period); and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;(not applicable to the company during the audit period).
- (vi) Having regard to the compliance system prevailing in the Company, on the basis of report of Internal as well as the Statutory Auditors of the Company and on the examination of the relevant documents, forms, records, in pursuance thereof, on test check basis, the Company has generally complied following laws, being specifically applicable to the Company and identified by the Company:
- a) The Maharashtra State Tax on Professions, Trades, Callings, and Employments Act, 1975.

Our report of compliance of other laws would be limited to the Company's reporting in system & submissions of documents and subject to the observations and comments made by them in their report, if any.

We have also examined compliance with applicable clauses of the following:

- i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- ii) Secretarial Standards with respect to Board & General Meetings of The Institute of Company Secretaries of India.

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, standards, etc. mentioned above.

We further report that we have relied on the report of Internal as well as the Statutory Auditors of the Company for compliance system relating to direct tax, indirect tax, and other tax laws.

We further report that:

The Board of Directors of the company is duly constituted with proper balance of the Executive Directors, non-Executive Directors and Independent Directors. The changes in composition of the Board of Directors that took place during the period under review were carried out in compliance with the provision of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent in and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

All Decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the Minutes of the meetings of the Board of Directors and Committees of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines etc.

We further report that during the audit period there were no specific events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc.

For **SUSHIL TALATHI & ASSOCIATES**  
Practicing Company Secretary

**Sushil Talathi**  
Proprietor  
Membership No. F8506  
C.P. No. 9781  
PR No: 2712/2022

Place: Thane  
Date: 29<sup>th</sup> May 2024  
UDIN: F008506F000485281

Note: This report is to be read with our letter of even date which is annexed as '**ANNEXURE A**' and forms an integral part of this report.

## ANNEXURE A

To,  
The Members,  
INNOVASSYNTH INVESTMENTS LIMITED  
CIN :L67120MH2008PLC178923  
Flat No C-2/3, KMC No 91 Old Mumbai-Pune Road,  
Khopoli – 410 203

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **SUSHIL TALATHI & ASSOCIATES**  
Practicing Company Secretary

**Sushil Talathi**  
Proprietor  
Membership No. F8506  
C.P. No. 9781  
PR No: 2712/2022

Place: Thane  
Date: 29<sup>th</sup> May 2024  
UDIN: F008506F000485281

## ANNEXURE-4

## INFORMATION FORMING PART OF THE DIRECTORS' REPORT PURSUANT TO RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Sr. No	Particulars	Name of Director	Ratio/Percentage
1	The ratio of remuneration of each director to the median remuneration of employees of the Company for the financial year	Dr Hardik Joshipura	NA
2	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any in the financial year	Dr Hardik Joshipura	N.A.
		Sameer Pakhali	8.0%
3	The percentage increase in Remuneration the median Remuneration of employees in the Financial Year	8.00%	
4	The Number of permanent employees on the role of the Company	2	
5	Average percentage increase already made in the salaries of employees other than the Managerial Personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The average increase in salaries of employees other than Managerial Personnel in the financial year 2023-24 is 8.00.	
6	Affirmation	The Board affirms that the remuneration is as per the Nomination and Remuneration Policy of the Company.	

For and on behalf of the Board of Directors of  
**Innovassynth Investments Limited**

**Dr Hardik Joshipura**  
Chairman & Managing  
Director  
(DIN: 09392511)

**Sandesh Mhadalkar**  
Director  
(DIN: 08929791)

Khopoli, 29<sup>th</sup> May 2024

**ANNEXURE-5**  
**CEO AND CFO CERTIFICATION**

To,  
The Members,  
Innovassynth Investments Limited

- A. We have reviewed financial statements and the cash flow statement of Innovassynth Investments Limited for the year ended 31<sup>st</sup> March 2024 and to the best of their knowledge and belief:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - ii. These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws, and regulations.
- B. There are, to the best of their knowledge and belief, no transactions entered into by the listed entity during the year, which is fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the company's internal control systems pertaining to financial reporting and we have not come across any reportable deficiencies in the design or operation of such internal controls.
- D. We have indicated to the auditors and the Audit Committee:
- i. There are no significant changes in internal control over financial reporting during the year;
  - ii. There are no significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
  - iii. There are no instances of significant fraud of which we have become aware.

On Behalf of the Board of Directors  
**For Innovassynth Investments Limited**

**Dr. Hardik Joshipura**  
**Managing Director**  
**DIN: 09392511**

**Sameer Pakhali**  
**Chief Financial Officer**

Khopoli, 29<sup>th</sup> May 2024

## CORPORATE GOVERNANCE REPORT

[Pursuant to Schedule V (c) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

## 1. Company's philosophy on code of Corporate Governance:

Our Company is committed to achieving high standards of Corporate Governance recognizing the fact that Management is accountable to all stakeholders for good governance. Some of the essential elements of good governance are fairness, ethics, transparency, accountability, and responsibility. Consistent with this commitment, our company's practices and policies continue to meet the above attributes in all spheres of production, operations, and services. The world's corporate governance structures are dynamic, evolve over a period and keep changing in the light of new developments. Ours too is an ever-evolving process. We will make every effort in raising the standards of corporate governance and will constantly review systems and procedures to keep pace with the changing economic environment.

## 2. Board of Directors:

### 2.1 Composition and Category of Directors:

As of 31<sup>st</sup> March 2024, the Board is comprised of Four Directors. The Composition of the Board is as under:

Category of Directors	No. Of Directors
Executive	1
Non-Executive and Independent	2
<b>Total</b>	<b>3</b>

### 2.2 Director's attendance record and Directorships held:

The information on composition and category of the Board of Directors as of 31<sup>st</sup> March 2024, Attendance of each Director at Board Meetings held during the Financial Year 2023-24 and the Annual General Meeting (AGM) held on 14<sup>th</sup> July 2023, Directorships and Committee positions in other public companies of which the Director is a Member/Chairman and the shareholding of Non-Executive Directors is as follows:

Sr. No.	Name of Director	No. of shares held by Directors	No. of Directorships in other public companies*	No. of Committee positions held in other public companies**		Attendance at the Meetings	
				Chairperson	Member	Board	AGM
1	Rashmi Uday Singh#	--	--	---	---	---	Yes
2	Vikram Gokhale@	--	--	--	--	4	Yes
3	Sandesh Mhadalkar	--	--	--	--	4	Yes
4	Dr. Hardik Joshipura	--	1	--	1	4	Yes
5	<b>Dr. Nalini Ramaswamy</b>	--	--	--	--	4	Yes

\* Other Directorships exclude Directorships in private limited companies, foreign companies, and companies under Section 8 of the Companies Act, 2013.

\*\* For this purpose, only the Audit and Stakeholders' Relationship Committee of the Public Limited Companies have been considered as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

# Ms. Rashmi Uday Singh resigned as Independent Director of the company and as a member of all committees w.e.f. 31st August 2023.

@ Mr. Vikram Gokhale has completed his term as an Independent Director and consequently ceased to be director of the company as a member of all committees w.e.f. 13<sup>th</sup> February 2024.

### 2.3 Number of Board Meetings:

During the Financial Year under review, Four Board Meetings were held on 29<sup>th</sup> May 2023, 11<sup>th</sup> August 2023, 6<sup>th</sup> November 2023, and 12<sup>th</sup> February 2024.

### 2.4 Meeting of Independent Directors:

The meeting of Independent Directors was held on 12<sup>th</sup> February 2024 to discuss the performance of Non-Independent Directors, the Board as a whole and the performance of the Chairman of the Company, considering the views of Managing Director and Non-Executive Directors.

### 2.5 Familiarization program for Independent Directors:

Pursuant to Regulations 25(7) of the SEBI (LODR) Regulations, 2015, the familiarization program to Independent Directors of the Company, on the nature of the industry and the business model of the Company, role, rights and responsibility of the Independent Directors and other relevant information were conducted periodically. Details regarding familiarization are provided on Company's website <https://www.innovassynthinvestments.in/article/familiarisation-programme>.

### 2.6 Disclosure of relationships between Directors inter-se:

None of the Directors is related to any other Directors/ Key Managerial Personnel of the Company.

### 2.7 Number of shares and convertible instruments held by Non-Executive Directors:

None of the Non-Executive Directors holds shares or securities of the Company.

### 2.8 Resignation of Independent Directors:

No independent director was resigned during the period.

### 2.9 Opinion of Board over Independency of Director:

The Board confirms that Independent Director fulfills the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the Management.

### 2.10 Key Board Skills, Expertise and Competencies:

The Board comprises qualified members who bring in the required skills, competence, and expertise to enable them to effectively contribute to deliberations at Board and Committee meetings. The below matrix summarizes a mix of skills, expertise and competencies expected to be possessed by our individual directors, which are key to corporate governance and board effectiveness:

#### Board Competency Matrix

Board of Directors	Board Service and Governance	Leadership	Expertise in Finance	Strategy & Risk Management	Global Exposure
Dr. Hardik Joshipura	✓	✓	x	✓	✓
Rashmi Uday Singh#	✓	✓	✓	x	✓
Sandesh Mhadalkar	✓	✓	✓	✓	x
Vikram Gokhale@	✓	✓	✓	x	✓
Dr. Nalini Ramaswamy	✓	✓	x	x	✓

# Ms. Rashmi Uday Singh resigned as Independent Director of the company and as a member of all committees w.e.f. 31st August 2023.

@ Mr. Vikram Gokhale has completed his term as an Independent Director and consequently ceased to be director of the company as a member of all committees w.e.f. 13<sup>th</sup> February 2024.

### **3. Audit Committee**

#### **3.1 Terms of Reference:**

The terms of reference of the Audit Committee include the matters specified under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the stock exchanges as well as those in Section 177 of the Companies Act, 2013 and inter-alia includes the following:

1. Oversight of the Company's financial reporting process and the disclosures of its financial information to ensure that the Financial Statement is correct, sufficient, and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the Management, the Annual Financial Statements and Auditor's Report thereon before submission to the board, for approval, with reference to:
  - a) Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of Clause (c) of Sub - Section 3 of Section 134 of the Companies Act, 2013;
  - b) Changes to any accounting policies and practices;
  - c) Major accounting entries involving estimates based on the exercise of judgment by Management;
  - d) Significant adjustments made in the financial statements arising out of audit findings;
  - e) Compliance with listing and other legal requirements relating to Financial Statements;
  - f) Disclosure of any related party transactions;
  - g) Modify opinion(s) in the draft Audit Report.
5. Reviewing, with the Management, the Quarterly Financial Statements before submission to the board for approval;
6. Reviewing, with the Management, the statement of uses/application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of fund utilized for purposes other than those stated in the offer documents/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or right issue, and making appropriate recommendations to the board to take up step in this matter;
7. Reviewing and monitoring the Auditor's Independence and performance, and effectiveness of audit process;
8. Approval of any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk Management systems;
12. Reviewing, with the Management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit functions, if any, including the structure of the internal audit department, staffing the seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with Internal auditors of any significant findings and follow up there on;
15. Reviewing with findings of any internal investigations by the internal auditors into matters where there is

suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

16. Discussing with Statutory Auditors before the audit commences, about nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, the venture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of whistle blower mechanism;
19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience, and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of Audit Committee as amended from time to time by the SEBI (LODR) Regulations, 2015 and Companies Act, 2013.

### 3.2 Composition:

As of 31<sup>st</sup> March 2024, the Audit Committee comprises of One Executive Director and two Non-Executive Directors, all of them are Independent. The Company Secretary acts as the Secretary to the Committee. The representatives of the Internal Auditor and Statutory Auditor are also invited to the meetings.

During the Financial Year under review, four meetings of the Committee were held on 29<sup>th</sup> May 2023, 11<sup>th</sup> August 2023, 6<sup>th</sup> November 2023, and 12<sup>th</sup> February 2024. The composition of the Committee and attendance at its meetings are given below:

Sr. No.	Name of the Member	Position	Category	Number of meetings attended
1	Sandesh Mhadalkar	Chairman	Independent	4
2	Rashmi Uday Singh#	Member	Independent	-
3	Vikram Gokhale@	Member	Independent	4
4	Dr Hardik Joshipura	Member	Executive	4
5	<b>Dr Nalini Ramaswamy</b>	<b>Member</b>	<b>Independent</b>	<b>4</b>

# Ms. Rashmi Uday Singh resigned as Independent Director of the company and as a member of all committees w.e.f. 31st August 2023.

@ Mr. Vikram Gokhale has completed his term as an Independent Director and consequently ceased to be director of the company as a member of all committees w.e.f. 13th February 2024.

## 4. Nomination and Remuneration Committee:

### 4.1 Terms of Reference:

The terms of reference of the Nomination and Remuneration Committee include the matters specified under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the stock exchanges as well as those in Section 178 of the Companies Act, 2013 and inter-alia include the following:

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel, and other employees.
- ii. Formulation of criteria for evaluation of Independent Directors and the Board.
- iii. Formulation of policy relating to the remuneration for the Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short-term and long-term performance objectives appropriate to the working of the Company and its goals.

### 4.2 Composition:

The Nomination and Remuneration Committee comprises of Four Non - Executive Directors, all of them are

Independent. The composition is in conformity with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Listing Agreement entered with the stock exchanges in which the Company's Equity Shares are listed.

During the Financial Year under review, one meeting of the Committee were held on 12<sup>th</sup> February 2024.

The composition of the Committee and attendance at its meetings is given below:

Sr. No.	Name of the Member	Position	Category	Number of Meetings attended
1	Dr Nalini Ramaswamy	Chairperson	Independent	1
2	Rashmi Uday Singh#	Member	Independent	-
3	Sandesh Mhadalkar	Member	Independent	1
4	<b>Vikram Gokhale@</b>	<b>Member</b>	<b>Independent</b>	<b>1</b>

# Ms. Rashmi Uday Singh resigned as Independent Director of the company and as a member of all committees w.e.f. 31st August 2023.

@ Mr. Vikram Gokhale has completed his term as an Independent Director and consequently ceased to be director of the company as a member of all committees w.e.f. 13th February 2024.

#### 4.3 Performance Evaluation criteria for Independent Directors:

During the year under review, the Board adopted a formal mechanism for evaluating of its performance as well as Individual Directors, including the Chairman of the Board.

The Evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors was carried out by the Independent Directors.

#### 5. Remuneration to Directors:

The Board has on the recommendation of the Nomination and Remuneration Committee, framed a policy for the selection and appointment of Directors, Key Managerial Personnel, Senior Management, and their remuneration.

The remuneration, if any, to the Executive Director is in accordance with the provisions of the Companies Act, 2013 and Rules thereof and within the ceiling prescribed thereunder. The sitting fees is payable to Independent Directors for each Board Meeting and Audit Committee Meetings, attended by them.

Details of the remuneration paid to Directors during Financial Year 2023-24:

Sr. No	Name of the Member	Remuneration	Sitting fees
1	Dr Hardik Joshipura	-	-
2	Rashmi Uday Singh#	-	-
3	Sandesh Mhadalkar	-	₹ 90,000/-
4	Vikram Gokhale@	-	₹ 90,000/-
5	<b>Dr Nalini Ramaswamy</b>	-	₹ 90,000/-

# Ms. Rashmi Uday Singh resigned as Independent Director of the company and as a member of all committees w.e.f. 31st August 2023.

@ Mr. Vikram Gokhale has completed his term as an Independent Director and consequently ceased to be director of the company as a member of all committees w.e.f. 13th February 2024.

#### 6. Stakeholders Relationship Committee:

##### 6.1 Composition:

The Stakeholders Relationship Committee has been constituted to look into stakeholders' complaints and issues and redressal thereof. The Committee is headed by Mr. Sandesh Mhadalkar, Independent Director,

along with Ms. Rashmi Uday Singh, Independent Director, Mr. Vikram Gokhale, Independent Director and Dr. Hardik Joshipura, Executive Director being the other Members of the Committee.

During the Financial Year under review, one meeting of the Committee was held on 12<sup>th</sup> February 2024 the composition of the Committee and attendance at its meetings are given below:

Sr. No.	Name of the Member	Position	Category	Number of meetings attended
1	Sandesh Mhadalkar	Chairman	Independent	1
2	Rashmi Uday Singh#	Member	Independent	-
3	Vikram Gokhale@	Member	Independent	1
4	Dr Hardik Joshipura	Member	Executive	1
5	<b>\$ Dr Hardik Joshipura</b>	<b>Member</b>	<b>Independent</b>	<b>1</b>

# Ms. Rashmi Uday Singh resigned as Independent Director of the company and as a member of all committees w.e.f. 31st August 2023.  
@ Mr. Vikram Gokhale has completed his term as an Independent Director and consequently ceased to be director of the company as a member of all committees w.e.f. 13th February 2024.

During the year under review, no complaints were received from shareholders hence no complaints were outstanding as of 31<sup>st</sup> March 2024.

## 7. General Body Meeting

Previous General Meetings of the shareholders of the Company were held as under:

AGM	Date & Time	Venue	Special Resolution passed at AGM
15 <sup>th</sup>	14/07/2023 at 12.00 pm	Through Video Conferencing from Registered Office	• <b>No special Resolution was passed.</b>
14 <sup>th</sup>	29/09/2022 at 11.00 am	Through Video Conferencing from Registered Office	• <b>Appointment of Dr. Nalini Ramaswamy (DIN: 09714656) as an Independent Director of the Company.</b>
13 <sup>th</sup>	27/07/2021 at 11.00 am	Through Video Conferencing from Registered Office	• <b>No special Resolution was passed.</b>

## Resolution(s) passed through Postal Ballot.

No Special resolution was passed through the postal ballot for last year. There is no special resolution proposed to be conducted through postal ballot.

## 8. Means of Communication:

8.1 The Unaudited Financial Results for every quarter and the Annual Audited Financial Results of the Company, in the prescribed proforma, are taken on record by the Board and are submitted to the Stock Exchange.

8.2 The same are published within 48 hours, in the national and local dailies, namely Financial Express/Business Standard (English) and Tarun Bharat (Marathi).

8.3 The Quarterly/Annual Results are also posted on the Company's website <https://www.innovassynthinvestments.in/articles/investor-category/quarterly-financial-results> and on the website of BSE Limited.

8.4 All the official news releases are disseminated on the website of the Company.

8.5 Since the Company has minimal transactions, the company has not made any presentation to the institutional investors or to the analysts.

## **9. General Shareholders Information:**

### **9.1: Date, Time, and Venue of the Annual General Meeting:**

Date: 8<sup>th</sup> July 2024

Day: Friday

Time: 11.00 a.m.

Venue: The Company is conducting a meeting through VC / OAVM pursuant to the MCA Circular dated January 13, 2021, read with May 5, 2020, and the Registered office of the Company shall be deemed venue for the Meeting

### **9.2 Financial Year:** April- March

### **9.3 Dividend Payment Date:** N.A.

### **9.4 Name and Address of Stock Exchanges where the Company's shares are listed and confirmation of payment of Annual Listing Fees:**

Name: BSE Limited (BSE)

Address: Phiroze Jeejeebhoy Towers Dalal Street, Mumbai: 400001

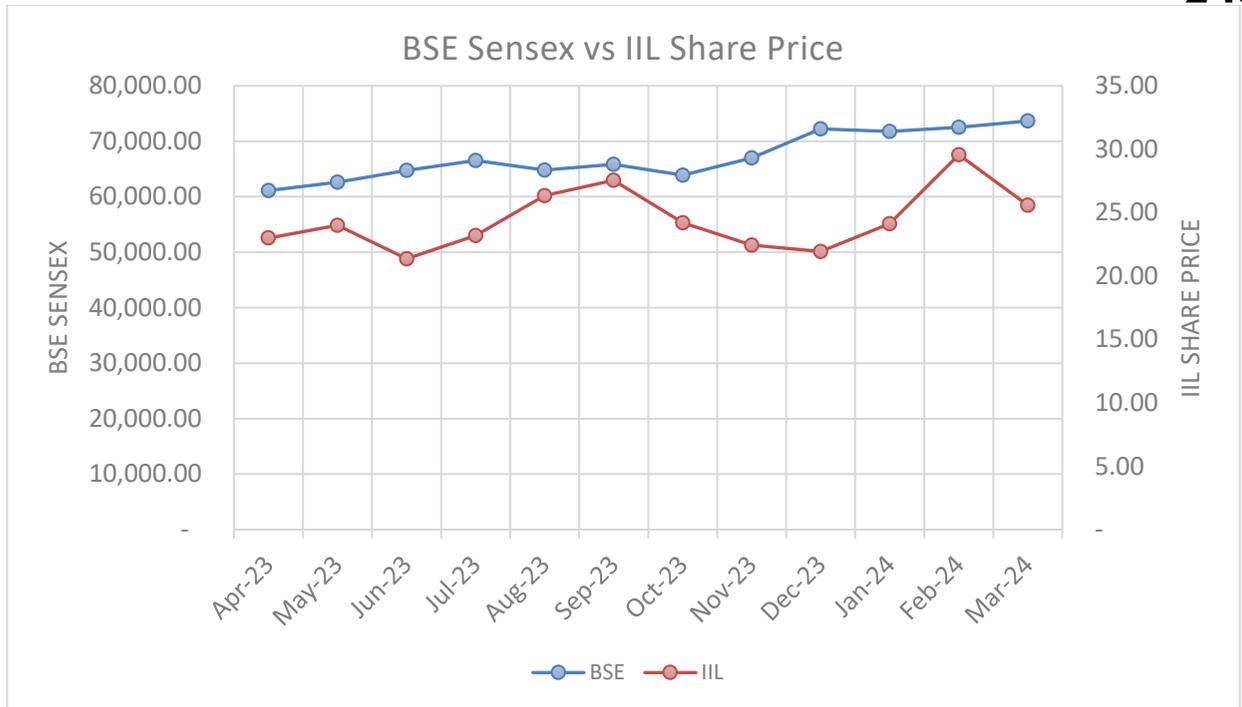
### **9.5 Stock Code:** 533315

### **9.6 Market Price Data:** BSE (2023-24)

<b>Month</b>	<b>Open</b>	<b>High</b>	<b>Low</b>	<b>Close</b>	<b>Volume (No. of Shares)</b>
<b>Apr-23</b>	18.50	26.90	14.85	22.99	1,54,359
<b>May-23</b>	23.99	28.00	22.00	23.99	1,81,864
<b>Jun-23</b>	24.40	24.55	19.50	21.36	91,814
<b>Jul-23</b>	21.36	24.15	19.10	23.20	1,10,602
<b>Aug-23</b>	23.50	26.35	21.00	26.35	81,416
<b>Sep-23</b>	26.87	30.55	25.48	27.54	80,103
<b>Oct-23</b>	26.99	29.98	22.10	24.19	91,658
<b>Nov-23</b>	25.40	26.69	19.50	22.43	1,65,929
<b>Dec-23</b>	22.69	26.99	19.75	21.94	1,70,687
<b>Jan-24</b>	22.00	31.50	21.00	24.11	6,11,105
<b>Feb-24</b>	24.74	34.94	20.20	29.56	11,22,921
<b>Mar-24</b>	31.80	31.80	23.20	25.57	1,89,573

### **9.7 Performance comparison to BSE Sensex:**

Graphical Representation of Performance of Innovassynth Investments Limited's (IIL) closing Share Price (closing price of BSE) in comparison with BSE Sensex:



**Suspension of Securities from Trading:**

Your Company has not been suspended during the financial year 2023-24.

**9.8 Registrar and Share Transfer Agent:**

Name: Satellite Corporate Services Pvt. Ltd.

Address: A/106-107, Dattani Plaza, East West Indl. Compound, Andheri Kurla Road, Safed Pool, Sakinaka, Mumbai-400072

Phone: 022-28520461, 28520462 Fax: 022-28511809

E-mail Id: [service@satellitecorporate.com](mailto:service@satellitecorporate.com)

**9.9 Share Transfer System:**

The applications for transfer of shares lodged at the Company's Registrar and Share Transfer Agents in physical form are processed within 15 days of receipt of valid and complete documents in all respects. After such processing, the Registrar and Share Transfer Agent issues share certificate to the concerned shareholder(s). Shares under objection are returned within a stipulated period. The transfer applications are approved periodically by the senior management of the Company.

Range of Holdings		No. of Shares	Amount (₹)	% to Capital	No. of Shareholders	% of Shareholders
From	To					
1	5000	21,00,953	2,10,09,530	8.65	26,141	94.26
5001	10000	5,40,343	54,03,430	2.23	712	2.57
10001	20000	5,17,223	51,72,230	2.13	358	1.29
20001	30000	3,26,897	32,68,970	1.35	158	0.48

<b>30001</b>	40000	2,02,450	20,24,500	0.83	65	<b>0.21</b>
<b>40001</b>	50000	3,42,907	34,29,070	1.41	65	<b>0.26</b>
<b>50001</b>	100000	6,94,651	69,46,510	2.86	114	<b>0.33</b>
<b>100001 and above</b>		1,95,52,611	19,55,26,110	80.54	80.54	<b>0.60</b>
<b>Total</b>		<b>2,42,78,035</b>	<b>24,27,80,350</b>	<b>100.00</b>	<b>29,742</b>	<b>100.00</b>

Pursuant to the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, a certificate on yearly basis is issued by the Practicing Company Secretary for compliance with share transfer formalities by the Company.

#### 9.10 Distribution of Shareholding as of 31 March 2024:

Category of Equity shareholders as of 31<sup>st</sup> March 2024

<b>Category</b>	<b>No. of shares</b>	<b>Percentage</b>
<b>Promoter and Promoter Group</b>	88,03,738	<b>36.26</b>
<b>Mutual Funds/UTI</b>	72,292	<b>0.30</b>
<b>Financial Institutions/Banks</b>	11,514	<b>0.05</b>
<b>Insurance Companies</b>	8,14,321	<b>3.35</b>
<b>Foreign Institutional Investor</b>	3,276	<b>0.01</b>
<b>Bodies Corporate</b>	4,59,312	<b>1.89</b>
<b>Individuals</b>	1,24,73,854	<b>51.38</b>
<b>Others (Clearing Member, NRIs, Overseas Corporate Bodies, Trust, Directors Relative, Hindu Undivided Families)</b>	16,39,728	<b>6.75</b>
<b>Total</b>	<b>2,42,78,035</b>	<b>100.00</b>

Dematerialization of shares and Liquidity as on 31<sup>st</sup> March 2024

<b>Particulars</b>	<b>No. of Shareholders</b>	<b>No. of Shares Held</b>	<b>Shareholding as % of total no. of share</b>
<b>No. of Shareholders in Physical Mode</b>	14,735	20,47,752	<b>8.43</b>
<b>No. of Shareholders in Electronic Mode</b>	12,997	2,22,30,283	<b>91.57</b>
<b>TOTAL</b>	<b>27,732</b>	<b>2,42,78,035</b>	<b>100.00</b>

The Company's shares are compulsorily traded in dematerialized form on BSE. Equity shares of the Company representing 91.57 percent of the Company's equity share capital are dematerialized as on 31<sup>st</sup> March 2024.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE690J01011.

#### 9.11 Outstanding GDRs/ADRs/ Warrants or any Convertible Instruments:

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and

hence, as on 31<sup>st</sup> March 2024, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

9.12 Commodity price risk or foreign exchange risk and hedging activities:

The Company does not deal in commodities and foreign exchange activities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018, is not required to be given.

9.13 Address for Correspondence:

**Sameer Pakhali**

Company Secretary & Compliance Officer

C-2/3, KMC No. 91, Innovassynth Colony, Khopoli, Raigad – 410203

Telephone: (02192) 260224 Fax: 2192 263268

[E-mail ID: secretarial@innovassynthinvestments.in](mailto:secretarial@innovassynthinvestments.in)

[Website: www.innovassynthinvestments.in](http://www.innovassynthinvestments.in)

**10. Other Disclosure:**

10.1 Related Party Disclosure:

All the contracts/arrangements transactions entered by the Company during the financial year with related parties were in its ordinary course of business and on an arm's length basis. During the Financial Year under review, there was no materially significant related party transaction made by the Company, as defined in SEBI (LODR) Regulations, 2015 that may have potential conflict with the interest of the Company at large. The details of the transactions with related parties are placed before the Audit Committee, from time to time. Further, the details of Related Party Transactions are also submitted to stock exchanges as per the SEBI Listing Regulations norms on a half-yearly basis. The Board has approved a policy for Related Party Transactions in compliance with the provisions of the Companies Act, and the Listing Regulations Transactions with the related parties are disclosed in Note to the Standalone Financial Statements in the Annual Report, the policy on related party transactions is available at [https://www.innovassynthinvestments.in/uploads/articles/Related\\_Party\\_Transaction-F.pdf](https://www.innovassynthinvestments.in/uploads/articles/Related_Party_Transaction-F.pdf).

10.2 Establishment of Vigil Mechanism/Whistle Blower Policy and affirmation that No personnel have been denied access to the Audit Committee:

In accordance with the provisions of Section 177 (9) of the Companies Act 2013 and the rules made thereunder and Regulation 22 of the SEBI (LODR) Regulations, 2015, Your Company established a vigil mechanism. The Audit Committee reviews the functioning of the Vigil Mechanism from time to time. None of the Whistle-Blowers has been denied access to the Audit Committee of the Board. The vigil mechanism policy is available at [https://www.innovassynthinvestments.in/uploads/articles/Vigil\\_Mechanism\\_Policy-F-New.pdf](https://www.innovassynthinvestments.in/uploads/articles/Vigil_Mechanism_Policy-F-New.pdf)

10.3 Details of Compliance with Mandatory Requirements and Adoption of the Non-Mandatory Requirements:

The Company has complied with all the mandatory requirements of Corporate Governance norms as enumerated under SEBI (LODR) Regulations, 2015 and further also complies with the following non-mandatory requirements of Regulation 27 of SEBI (LODR) Regulations, 2015:

a. The Board:

No reimbursement of expenses is made to the Non-executive Chairman in connection with the maintenance of his office.

b. Modified Opinion(s) in Audit Report:

The Audit Report for the year 2023-24 is unmodified and does not contain any qualifications and the company striving towards a regime of financial statements with an unmodified audit opinion.

c. Reporting of Internal Auditor:

Reporting of internal auditor reports to and has access to the Audit Committee.

d. Disclosure in relation to total fees paid to Statutory Auditors:

Total fees paid in relation to services rendered by Statutory Auditors during the Financial Year are ₹ 6.02 Lakhs and there were no payments made in the network firm/ network entity of Statutory Auditors.

11. There were no non-Compliance penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years by the Listed Entity except Non-Compliance with the prior intimation of Board Meeting under regulation 29 of SEBI (LODR) Regulations, 2015 in F.Y 2020-21 causing BSE Ltd imposing Fine, and Company has paid accordingly.

During the reporting period, the Board of Directors had accepted all recommendations of the Committees of the Board of Directors, which are mandatorily required to be made.

**12. Disclosure of Compliance with corporate governance requirements specified in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:**

Regulation	Particulars of Regulations	Compliance Status (Yes/No/NA)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders' Relationship Committee	Yes
21	Risk Management Committee	NA
22	Vigil Mechanism	Yes
23	Related Party Transactions	NA
24	Subsidiaries of the Company	NA
25	Obligations with respect to Independent Directors	Yes
26	Obligations with respect to Directors and Senior Management	Yes
27	Other Corporate Governance requirements	Yes
46(2)(b) to (i)	Website	Yes

**Other Additional Disclosures {As per Schedule V to the SEBI (LODR) Regulations, 2015}:**

14.1 Related Party Disclosure:

Please refer to point no. 10.1 of this Corporate Governance Report.

14.2 Management Discussions and Analysis Report:

The Management discussions and analysis report are included in the Point No. 5 of the Boards Report.

14.3 Disclosure of Accounting Treatment:

In the preparation of financial statements, generally accepted accounting principles and policies were followed. The mandatory Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 were followed in the preparation of financial statements.

14.4 Disclosure with respect to Demat suspense account/ unclaimed suspense account:

Your Company does not have any unclaimed shares issued in physical form pursuant to public issue/ Right issue.

**DECLARATION FOR COMPLIANCE WITH CODE OF CONDUCT**

To the Members of Innovassynth Investments Limited

As required under Schedule V (D) to the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, It is hereby affirmed that all the Board and Senior Management Personnel have complied with the code of conduct of the Company. It is also confirmed that the Code of Conduct has already been posted on the website of the Company.

On behalf of the Board of Directors  
For **Innovassynth Investments Limited**

**Dr Hardik Joshipura**  
Chairman and Managing Director  
DIN: 09392511

Place: 29<sup>th</sup> May 2024  
Date: Khopoli

**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To the Members of  
**Innovassynth Investments Limited**

We have examined the compliance of the conditions of Corporate Governance by Innovassynth Investment Limited ('the Company') for the year ended on March 31, 2024, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub- regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

We state that the compliance of conditions of Corporate Governance is the responsibility of the management of the Company and Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations for the year ended on 31<sup>st</sup> March 2024. We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or the effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purposes of complying with the Listing Regulations and may not be suitable for any other purpose.

**For M/s. Sushil Talathi & Associates  
Practicing Company Secretaries**

**Date: 29/05/2024  
Place: Thane  
UDIN: F008506F000485281**

**Sushil Talathi  
Proprietor  
Membership No: F8506  
COP: 9781  
PR No: 2712/2022**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

**To,**  
**The Members of**  
**INNOVASSYNTH INVESTMENTS LIMITED**  
 Flat No. C-2/3, KMC No. 91,  
 Innovassynth Colony, Khopoli,  
 Raigarh 410203

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of INNOVASSYNTH INVESTMENTS LIMITED having CIN: L67120MH2008PLC178923 and having registered office at Flat No. C-2/3, KMC No. 91, Innovassynth Colony, Khopoli, Raigarh 410203 (hereinafter referred to as 'the Company'), produced before me/ us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN</b>	<b>Date of Appointment in Company</b>
1	SANDESH VITHAL MHADALKAR	08929791	22/10/2020
2	HARDIK MAHESH JOSHIPURA	09392511	12/02/2022
3	NALINI RAMASWAMY	09714656	02/09/2022

\*The date of appointment is as per the MCA Portal.

Ensuring the eligibility for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For M/s. Sushil Talathi & Associates**  
 Practicing Company Secretaries

**Sushil Talathi**  
 Proprietor  
 Membership Number: F8506  
 COP: 9781

Place: Thane  
 Date: 29/05/2024  
 UDIN: F008506F000485281

## INDEPENDENT AUDITOR'S REPORT

To the Members of Innovassynth Investments Limited

### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the standalone Financial Statements of Innovassynth Investments Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Financial Statements, including a summary of Material Accounting Policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Financial Statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the standalone state of affairs of the Company as at March 31, 2024, and its standalone loss (including Other Comprehensive Income), standalone changes in equity and its standalone cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Material Uncertainty Related to Going Concern

We draw attention to the Note 28 of the standalone financial statements, which indicates that the Company has incurred a net loss of INR 69.55 lakhs (March 31, 2023: INR 65.63 lakhs) during the year ended March 31, 2024, and as of that date, has accumulated losses of INR 558.24 lakhs (March 31, 2023 INR 488.69 lakhs). Also, the Company's current liabilities exceeded its current assets by INR 513.26 lakhs (Previous year INR 443.77 lakhs) as on balance sheet date. As stated in the said Note, these events, or conditions, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

However, investment being significant asset of the Company, the management believes that on occurrence of either or both of the certain events in future namely, declaration of dividend by investee; Innovassynth Technologies (India) Limited ('ITIL') and selling off partial/complete investment stake in ITIL, the Company may enable it to generate additional cash flows. In view of the above, the standalone financial results of the Company have been prepared on a going concern basis.

Our opinion is not modified in respect of the above matter.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	How our audit addressed the key audit matters
<p data-bbox="105 469 700 493"><u>Transactions with Related Parties:</u></p> <p data-bbox="105 529 700 675">The Company has undertaken transactions with its related parties. These include inter-corporate loan from the Associate, interest thereon, rent for the office premises and security deposits paid in respect of the abovementioned lease.</p> <p data-bbox="105 711 700 984">These related party transactions constitute a significant portion of the transactions undertaken by the Company during the year. We identified accuracy and completeness of the said related party transactions as a key audit matter due to significance of related party transactions, risk of transactions entered not transacted on an arm's length basis and risk of such transactions remaining undisclosed.</p>	<p data-bbox="727 469 1384 524"><u>Our audit procedures included, but not limited to, following –</u></p> <ul style="list-style-type: none"> <li data-bbox="727 560 1384 766">a) Obtained an understanding of the process for identifying related parties, obtaining approval, recording and disclosing related party transactions and evaluated the design and operating effectiveness of internal financial controls implemented by the management in respect of the same.</li> <li data-bbox="727 775 1384 857">b) Verified whether the related party transactions entered during the year are in compliance with the laws and regulations applicable to the Company.</li> <li data-bbox="727 866 1384 1075">c) Evaluated various types of arrangements with related parties and Tested on a sample basis the transactions between the related parties along with supporting documents to evaluate the management's assertions that the transactions were at arm's length and in the ordinary course of business.</li> <li data-bbox="727 1084 1384 1230">d) Verified whether the transactions were recorded appropriately and whether the relationships and transactions with such related parties have been disclosed in the financial statements in accordance with IND AS 24 'Related Party Disclosures'.</li> </ul>

## Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis; Board of Directors' Report but does not include the standalone Financial Statements and our auditor's report thereon. Our opinion on the standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Financial Statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based

on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Financial Statements that give a true and fair view of the standalone financial position, standalone financial performance (including other comprehensive income), standalone changes in equity and standalone cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Financial Statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has an adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Financial Statements, including the disclosures, and whether the standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**; a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for the matters stated in the paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - c. The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 as amended.
  - e. On the basis of the written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164 (2) of the Act.

- f. With reference to the maintenance of accounts and other matters connected therewith, refer to our comment in paragraph 2 (i) (vi) below, on reporting under rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014.
- g. With respect to the adequacy of the internal financial controls with reference to financial statements and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”.
- h. As required by section 197 (16) of the Act; in our opinion and according to information and explanation provided to us, the remuneration paid by the company to its directors is in accordance with the provisions of section 197 of the Act and remuneration paid to directors is not in excess of the limit laid down under this section.
- i. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company does not have any pending litigations which would impact on its financial position.
  - (ii) The Company did not have any long-term contracts including derivative contracts as at March 31, 2024.
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - (iv) (a) The management has represented to us that, to the best of its knowledge and belief, as disclosed in the Note 29(f) to the standalone financial statements, if any, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
  
(b) the management has represented to us, that, to the best of its knowledge and belief, as disclosed in the Note 29(f) to the accounts to the standalone Financial Statements, if any, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
  
(c) Based on the information and explanation given to us and audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations made by the management and as mentioned under sub-clause (iv)(a) and (iv)(b) above contain any material misstatement.
  - (v) The Company has not declared or paid dividend during the year.
  - (vi) Based on our examination, the company, has used Tally ERP software as accounting software for maintaining its books of account, which does not have feature of recording audit trail (edit log) facility.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended March 31, 2024. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable

from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended March 31, 2024.

**For P G BHAGWAT LLP**

Chartered Accountants

Firm Registration Number: 101118W/W100682

**Abhijit Shetye**

**Partner**

Membership Number: 151638

Place: Pune

Date: May 29, 2024

UDIN: 24151638BKGPRO3652

## Annexure A to the Independent Auditors' Report

Referred to in paragraph 1 under the heading, "Report on Other legal and Regulatory Requirements" of our report on even date:

- i. The company does not own any fixed assets in the form of property, plant and equipment or intangible assets. Accordingly, the provisions stated in paragraph 3(i) (a), (b), (c) and (d) of the Order are not applicable to the Company.
  - (a) According to the information and explanations provided to us there are no proceedings have been initiated or are pending against the company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) and rules made thereunder. Hence reporting under clause 3(i) (e) of the order is not applicable.
- ii.
  - (a) The company is not in the manufacturing or trading business and does not have any inventories. Accordingly, the provisions stated in paragraph 3(ii) (a) of the Order are not applicable to the Company.
  - (b) According to the information and explanations provided to us, the company has not been sanctioned working capital limits in excess of five crore rupees during the year, in aggregate, from banks or financial institutions on the basis of security of current assets. Hence reporting under clause 3(ii)(b) of the order is not applicable.
- iii. The company during the year has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence reporting under Clause (iii)(a), (iii)(b), (iii)(c), (iii)(d), (iii)(e) and (iii)(f), of the said Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Act in respect of the investments made by it.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii.
  - (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including Goods and Service Tax and income tax, with the appropriate authorities. The provisions of provident fund, employees' state insurance, sales tax, service tax, duty of customs, duty of excise, value added tax and cess were not applicable to the Company during the year.

- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues referred to in sub-clause (a) which have not been deposited on account of any dispute.
- viii. In terms of the information and explanations given to us and the books of account and records examined by us, the Company has not surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Hence reporting under clause 3(viii) of the order is not applicable.
- ix.
- (a) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender as at the balance sheet date.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the information and explanations given to us and on the basis of our audit procedures, the Company has not availed any term loan.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its associate. The Company does not have any subsidiary or joint venture.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its associate company.
- x.
- (a) The company has not raised any money by way of initial public offer, further public offer (including debt instruments) during the year. Accordingly, the provisions of Clause 3(x)(a) of the Order are not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares or fully or partly or optionally convertible debentures during the year. Accordingly, the provisions of Clause 3(x)(b) of the Order are not applicable to the Company.
- xi.
- (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or on the Company noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, report in the form ADT-4 as specified under sub-section (12) of section 143 of the Companies Act has not been filed. Accordingly reporting under clause 3(xi)(b) of the order is not applicable.

- (c) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us and as represented to us by the management, there are no whistle blower complaints received by the company during the year.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of related party transactions have been disclosed in the financial statements as required under Ind AS 24, Related Party Disclosures specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- xiv.
- (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the company issued till date, for the period under audit.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi.
- (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi)(a) of the Order are not applicable to the Company.
- (b) According to the information and explanations given to us and procedures performed by us, we report that the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Therefore, reporting under clause 3(xvi)(b) of the order is not applicable.
- (c) According to the information and explanations given to us and procedures performed by us, the Company is not Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, hence reporting under clause 3(xvi)(c) of the order is not applicable.
- (d) Based on information and explanation given to us and as represented by the management, the Company does not have any Core Investment Company (CIC) as part of the Group.
- xvii. The Company has incurred cash losses of ₹ 69.55 lakhs during current financial year and had incurred cash losses of ₹ 65.63 lakhs during the immediately preceding financial year.
- xviii. There has been no resignation by statutory auditors during the year hence reporting under clause 3(xviii) of the order is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, in our opinion and according to the information and explanations given to us during the course of the audit, material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. Also, refer to the paragraph "Material uncertainty related to Going Concern" in our Main Auditors Report.

xx. According to the information and explanations given to us, the provisions of section 135 of the Act are not applicable to the Company. Accordingly, the provisions of paragraph (xx)(a) to (b) of the Order are not applicable to the Company.

**For P G BHAGWAT LLP**

Chartered Accountants

Firm Registration Number: 101118W/W100682

**Abhijit Shetye**

**Partner**

Membership Number: 151638

Place: Pune

Date: May 29, 2024

UDIN: 24151638BKGPRO3652

## **Annexure B to the Independent Auditors' Report**

Referred to in paragraph 2 (g) under the heading, "Report on Other legal and Regulatory Requirements" of our report on even date:

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

#### **Opinion**

We have audited the internal financial controls with reference to the Standalone Financial Statements of INNOVASSYNTH INVESTMENTS LIMITED ("the Company") as of March 31, 2024 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to the Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to the Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to the Standalone Financial Statements.

## Meaning of Internal Financial Controls with reference to Standalone Financial Statements

A company's internal financial controls with reference to the Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to the Standalone Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Financial Statements.

## Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to the Standalone Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the Standalone Financial Statements to future periods are subject to the risk that the internal financial controls with reference to the Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to the Standalone Financial Statements and such internal financial controls with reference to the Standalone Financial Statements were operating effectively as at March 31, 2024, based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### For P G BHAGWAT LLP

Chartered Accountants

Firm Registration Number: 101118W/W100682

### Abhijit Shetye

Partner

Membership Number: 151638

Place: Pune

Date: May 29, 2024

UDIN: 24151638BKGPRO3652

**INNOVASSYNTH INVESTMENTS LIMITED**  
**STANDALONE BALANCE SHEET AS AT 31 MARCH 2024**

(Amount in INR Lakhs, unless otherwise stated)

Particulars	Notes	31-Mar-24	31-Mar-23
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>Financial assets</b>			
Investments	4	3,875.64	3,875.64
Other non-current assets	5	-	0.06
<b>Total non-current assets</b>		<b>3,875.64</b>	<b>3,875.70</b>
<b>Current assets</b>			
<b>Financial assets</b>			
Cash and cash equivalents	6	1.12	2.07
Other financial assets	7	0.05	0.05
Other current assets	8	0.17	0.27
<b>Total current assets</b>		<b>1.34</b>	<b>2.39</b>
<b>Total assets</b>		<b>3,876.98</b>	<b>3,878.09</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	9	2,427.80	2,427.80
Other equity	10	934.58	1,004.13
<b>Total equity</b>		<b>3,362.38</b>	<b>3,431.93</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	11	358.95	323.92
Trade payables	12		
i) total outstanding dues of micro enterprises and small enterprises		-	-
ii) total outstanding dues of creditors other than micro enterprise and small enterprise		14.00	11.84
Other financial liabilities	13	140.51	109.49
Other current liabilities	14	1.14	0.91

<b>Total current liabilities</b>	<b>514.60</b>	<b>446.16</b>
<b>Total liabilities</b>	<b>514.60</b>	<b>446.16</b>
<b>Total equity and liabilities</b>	<b>3,876.98</b>	<b>3,878.09</b>
<b>The accompanying notes are an integral part of the financial statements.</b>	1-29	

As per our report of even date

**For P G Bhagwat LLP**  
**Chartered Accountants**  
**Firm Registration Number: 101118W/W100682**

**For and on behalf of the Board of Directors of**  
**Innovassynth Investments Limited**  
**CIN: L67120MH2008PLC178923**

**Abhijit Shetye**  
Partner  
Membership No: 151638

**Dr Hardik Joshipura**  
CMD  
DIN: 09392511

**Sandesh Mhadalkar**  
Director  
DIN: 08929791

Place: Pune  
Date: May 29, 2024

**Sameer Pakhali**  
Company Secretary & CFO

**INNOVASSYNTH INVESTMENTS LIMITED**  
**STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2024**

(Amount in INR Lakhs, unless otherwise stated)

Particulars	Notes	31-Mar-24	31-Mar-23
<b>Income</b>			
Other income	15	-	1.96
<b>Total income</b>		<b>-</b>	<b>1.96</b>
<b>Expenses</b>			
Employee benefits expense	16	8.17	7.95
Finance costs	17	34.47	30.39
Other expenses	18	26.91	29.25
<b>Total expenses</b>		<b>69.55</b>	<b>67.59</b>
<b>(Loss) before tax</b>		<b>(69.55)</b>	<b>(65.63)</b>
Tax expense	19	-	-
Deferred Tax		-	-
<b>(Loss) for the year</b>		<b>(69.55)</b>	<b>(65.63)</b>
<b>Other comprehensive Income</b>			
<i>Items that will not be reclassified to profit or loss</i>			
Net (loss)/gain on FVTOCI equity Securities		-	-
<b>Other comprehensive income for the year, net of tax</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>(69.55)</b>	<b>(65.63)</b>
<b>(Loss) per share</b>			
<b>Basic and diluted (loss) per share (INR)</b>	20	<b>(0.29)</b>	<b>(0.27)</b>

The accompanying notes are an integral part of the financial statements. 1-29

**As per our report of even date**

**For P G Bhagwat LLP**  
**Chartered Accountants**  
**Firm Registration Number: 101118W/W100682**

**Abhijit Shetye**  
Partner  
Membership No: 151638

**For and on behalf of the Board of Directors of**  
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**CIN: L67120MH2008PLC178923**

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Director  
DIN: 08929791

Place: Pune  
Date: May 29, 2024

**Sameer Pakhali**  
Company Secretary & CFO

**INNOVASSYNTH INVESTMENTS LIMITED**  
**STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2024**

(Amount in INR Lakhs, unless otherwise stated)

Particulars	31-Mar-24	31-Mar-23
<b>Cash flow from operating activities</b>		
(Loss) before tax	(69.55)	(65.63)
Adjustments for:		
Finance cost	34.47	30.39
<b>Operating (loss) before working capital changes</b>	<b>(35.08)</b>	<b>(35.24)</b>
<b>Changes in working capital</b>		
Increase/(Decrease) in trade payables	2.16	0.27
Increase/(Decrease) in other current liabilities	0.23	0.67
(Increase)/Decrease in other non-current assets	0.06	0.03
(Increase)/Decrease in other current assets	0.10	-0.14
<b>Net cash flows (used) in operations</b>	<b>(32.53)</b>	<b>(34.41)</b>
<b>Income tax paid</b>	-	-
<b>Net cash flows (used) in operating activities (A)</b>	<b>(32.53)</b>	<b>(34.41)</b>
<b>Cash flow from Investing activities</b>	-	-
<b>Net cash flow from investing activities (B)</b>	-	-
<b>Cash flow from Financing activities</b>		
Proceeds from short-term borrowings	35.03	39.14
Interest paid	(3.45)	(3.05)
<b>Net cash flow from financing activities (C)</b>	<b>31.58</b>	<b>36.09</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>(0.95)</b>	<b>1.68</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>2.07</b>	<b>0.39</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>1.12</b>	<b>2.07</b>
<b>Cash and cash equivalents comprise (Refer note 6)</b>		
<b>Balances with banks</b>		
On current accounts	1.12	2.07
Cheques on hand	-	-
<b>Total cash and cash equivalents at end of the year</b>	<b>1.12</b>	<b>2.07</b>

The accompanying notes are an integral part of the financial statements. 1-29

**As per our report of even date**

**For P G Bhagwat LLP**  
**Chartered Accountants**  
**Firm Registration Number: 101118W/W100682**

**For and on behalf of the Board of Directors of**  
**Innovassynth Investments Limited**  
**CIN: L67120MH2008PLC178923**

**Abhijit Shetye**  
Partner  
Membership No: 151638

**Dr Hardik Joshipura**  
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DIN: 09392511

**Sandesh Mhadalkar**  
Director  
DIN: 08929791

Place: Pune  
Date: May 29, 2024

**Sameer Pakhali**  
Company Secretary & CFO

**INNOVASSYNTH INVESTMENTS LIMITED**  
**STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2024**

(Amount in INR thousands, unless otherwise stated)

(A) Equity share capital	31-Mar-24		31-Mar-23	
	No. of shares	Amount	No. of shares	Amount
Equity shares of ₹ 10 each issued, subscribed, and fully paid				
Opening	2,42,78,035	2,427.80	2,42,78,035	2,427.80
Add: issue during the year	-	-	-	-
Closing	<b>2,42,78,035</b>	<b>2,427.80</b>	<b>2,42,78,035</b>	<b>2,427.80</b>
<b>(B) Other equity</b>				
Particulars	Reserves and surplus			
	Capital Reserve	Retained earnings	Investments FVTOCI Reserve on Equity Instruments	Total
Balance as at 1 April 2023	2.20	(488.69)	1,490.62	1,004.13
(Loss) for the year	-	(69.55)	-	(69.55)
Other comprehensive income	-	-	-	-
Total other comprehensive income for the year	-	<b>(69.55)</b>	-	<b>(69.55)</b>
<b>Balance as at 31 March 2023</b>	<b>2.20</b>	<b>(558.24)</b>	<b>1,490.62</b>	<b>934.58</b>

Particulars	Reserves and surplus			
	Capital Reserve	Retained earnings	Investments FVTOCI Reserve on Equity Instruments	Total
Balance as at 1 April 2022	2.20	(423.06)	1,490.62	1,069.76

(Loss) for the year	-	(65.63)	-	(65.63)
Other comprehensive income	-	-	-	-
Total other comprehensive income for the year	-	(65.63)	-	(65.63)
<b>Balance as at 31 March 2023</b>	<b>2.20</b>	<b>(488.69)</b>	<b>1,490.62</b>	<b>1,004.13</b>

The accompanying notes are an integral part of the financial statements. 1-29

**As per our report of even date**

**For P G Bhagwat LLP**  
**Chartered Accountants**  
**Firm Registration Number: 101118W/W100682**

**For and on behalf of the Board of Directors of**  
**Innovassynth Investments Limited**  
**CIN: L67120MH2008PLC178923**

**Abhijit Shetye**  
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**Sandesh Mhadalkar**  
Director  
DIN: 08929791

Place: Pune  
Date: May 29, 2024

**Sameer Pakhali**  
Company Secretary & CFO

**INNOVASSYNTH INVESTMENTS LIMITED****Notes forming part of the Standalone Financial Statements for the year ended 31 March 2024**

(Amount in INR Lakhs, unless otherwise stated)

**1 General Information**

Innovassynth Investments Limited (“The Company”) is public listed company. The registered office of the company is at Flat No. C-2/3, KMC No. 91, Innovassynth Colony Khopoli Raigad Maharashtra, India. the Company was incorporated on 15<sup>th</sup> February 2008.

The Company is an investment company and has invested in Innovassynth Technologies (India) Limited, the equity shares of the Company are listed on BSE Limited.

**2 Basis of Preparation, Measurement and Material Accounting Policies****2.1 Basis of Preparation of Standalone Financial Statements****(a) Statement of Compliance with Ind AS**

These standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the “Act”) read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Accounting policies have been consistently applied to all the years presented except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The standalone financial statements were authorized for issue by the Company’s Board of Directors on May 29, 2024.

**(b) Basis of measurement**

The standalone financial statements have been prepared on a historical cost convention on an accrual basis except certain financial assets and liabilities measured at fair value as required by relevant Ind AS.

**(c) Current/non-current classification of assets/liabilities**

All assets and liabilities have been classified as current or non-current as per the Company’s operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the rendering of service and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current and noncurrent classification of assets and liabilities.

**(d) Functional and presentation currency**

These standalone financial statements are presented in Indian Rupees, which is also the Company’s functional currency. All amounts have been rounded-off to the nearest Lakhs, unless otherwise

indicated.

## 2.2 Material accounting policies

### (a) Investments in Associates

The investment in Associate is carried at historical cost, except when the investment or portion thereof is classified as "held for sale", in which case it is accounted for as Non current assets held for sale and discontinued operations. Where the carrying amount of the investment is greater than its estimated recoverable amount, it is immediately written down to its recoverable amount and the difference is transferred to Statement of Profit and Loss. On disposal of the investment, the difference between the net disposal proceeds and the carrying value of such investment is charged or credited to the Statement of Profit and Loss.

### (b) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with original maturity of three months or less, which are subject to an insignificant risk of changes in value. In the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered as integral part of the Company's cash management.

### (c) Employee Benefits

#### Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognized in respect of employees' services up to the end of the year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

### (d) Taxes

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year.

#### (i) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

#### (ii) Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable Company and the same taxation authority.

**(e) Leases**

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of 12 months or less

**(f) Earnings Per Share**

Basic EPS is calculated by dividing the Company's earnings for the year attributable to ordinary equity shareholders of the Company by the weighted average number of ordinary shares outstanding during

the year. The earnings considered in ascertaining the Company's EPS comprise the net profit after tax attributable to equity shareholders. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue, bonus element in a rights issue to existing shareholders, share split, and reverse share split (consolidation of shares) other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares. There were no instruments excluded from the calculation of diluted earnings per share for the periods presented because of an anti-dilutive impact.

## 2.3 Other accounting policies

### (a) Dividend Income

Income from dividend on investments is accrued in the year in which it is declared, whereby the Company's right to receive is established.

### (b) Leases

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless this is not readily determinable, in which case the entities incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- Amounts expected to be payable under any residual value guarantee;
- The exercise price of any purchase option granted in favour of the Company if it is reasonable certain to assess option;
- Any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right of use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- Lease payments made at or before commencement of the lease;
- Initial direct costs incurred; and
- The amount of any provision recognised where the Company is contractually required to dismantle, remove or restore the leased asset.

### (c) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a) **Financial assets**

**Initial recognition and measurement of financial assets**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

**Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in the following categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

**Debt instruments at amortised cost**

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the EIR method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss.

**Debt instrument at FVTPL**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

**Equity investments**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in other comprehensive income. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

### **Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

### **Impairment of financial assets**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments and are measured at amortised cost.
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company

determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as expense/ (income) in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost and contractual revenue receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e., as a liability

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis. The Company does not have any purchased or originated credit impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

## b) **Financial liabilities**

### **Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, loans and borrowings or payables as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables.

### **Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

#### **Derecognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

#### **c) Offsetting of financial instruments**

Financial assets and liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

#### **(d) Contributed equity**

Equity shares are classified as equity share capital.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

#### **(e) Provisions and contingent liabilities and contingent assets**

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, and is recognised as an asset.

### 3. Significant accounting judgments, estimates and assumptions

#### 3.1 Use of estimates

In the preparation of the financial statements, the Company makes judgments, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively. Information about assumptions, judgments and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 March 2023 are as below.

##### (a) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Company neither have any taxable temporary difference nor any tax planning opportunities available that could partly support the recognition of these losses as deferred tax assets. On this basis, the Company has determined that it cannot recognize deferred tax assets on the tax losses carried forward except for the unabsorbed depreciation.

##### (b) Significant Influence - Associate Entity

Judgement has been used to determine the influence exercised over an entity and whether the investment in equity securities of an entity needs to be classified as an Associate entity.

#### 3.2 Standards issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

#### 3.3 Standards that became effective during the year

There are no new Standards that became effective during the year. Amendments that became effective during the year did not have any material effect.

4	Financial Assets- Investments	31-Mar-24	31-Mar-23
	Investment in equity instruments (fully paid-up) of Associate entity (carried at cost)		
	<b>Unquoted equity shares</b>		
	2,38,50,070 (31 March 2023: Nil) equity shares of ₹10 each fully paid-up in Innovassynth Technologies (India) Limited	3,875.64	3,875.64
	<b>Total</b>	<b>3,875.64</b>	<b>3,875.64</b>
5	Other non-current assets	31-Mar-24	31-Mar-23
	Prepaid Expenses	-	0.06
	<b>Total</b>	<b>-</b>	<b>0.06</b>
6	Cash and cash equivalents	31-Mar-24	31-Mar-23
	Balances with banks:		
	On current accounts	1.12	2.07
	<b>Total</b>	<b>1.12</b>	<b>2.07</b>
7	Other financial assets	31-Mar-24	31-Mar-23
	Security deposits	0.05	0.05
	<b>Total</b>	<b>0.05</b>	<b>0.05</b>
8	Other current assets	31-Mar-24	31-Mar-23
	Prepaid Expenses	0.17	0.27
	<b>Total</b>	<b>0.17</b>	<b>0.27</b>
9	Equity Share capital	31-Mar-24	31-Mar-23
	<b>Authorized</b>		
	2,50,00,000 (31 March 2023: 2,50,00,000) Equity Shares of ₹ 10 each	2,500.00	2,500.00
	<b>Issued, subscribed, and paid up</b>		
	2,42,78,035 (31 March 2023: 2,42,78,035) equity shares of ₹ 10 each fully paid	2,427.80	2,427.80
	<b>Total</b>	<b>2,427.80</b>	<b>2,427.80</b>

<b>(a) Reconciliation of equity shares outstanding at the beginning and at the end of the year</b>						
Particulars	31-Mar-24		31-Mar-23			
	Number of shares	Amount	Number of shares	Amount		
Outstanding at the beginning and at the end of the year	2,42,78,035	2,427.80	2,42,78,035	2,427.80		
<b>Total</b>	<b>2,42,78,035</b>	<b>2,427.80</b>	<b>2,42,78,035</b>	<b>2,427.80</b>		
<b>(b) Rights, preferences, and restrictions attached to equity shares</b>						
<p>Equity Shares: The Company has only one class of equity shares having par value of ₹ 10/- per share. Each shareholder is entitled to one vote per share held. Dividend, if any, declared is payable in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting.</p> <p>In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.</p>						
<b>(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company</b>						
Name of the shareholder	31-Mar-24		31-Mar-23			
	Number of shares	% of holding in the class	Number of shares	% of holding in the class		
<b>Equity shares of ₹10/- each fully paid</b>						
Bloomingdale Investments & Finance Private Limited	33,86,884	13.95	33,86,884	13.95		
Matsyagandha Investment & Finance Private Limited	54,16,854	22.31	54,16,854	22.31		
<b>(d) Details of Shares held by Promoters as at the end of the year</b>						
Promoter name	As at March 31, 2024			As at March 31, 2023		
	No. Of Shares	% of total shares	% Change during the year	No. Of Shares	% of total shares	% Change during the year

	Bloomingdale Investments & Finance Private Limited	33,86,884	13.95	-	33,86,884	13.95	-
	Matsyagandha Investment & Finance Private Limited	54,16,854	22.31	-	54,16,854	22.31	-
<b>(e)</b>	<b>During the five years preceding 31 March 2023, the Company has not allotted any bonus shares or any shares without payment being received in cash.</b>						
<b>10</b>	<b>Other equity</b>				<b>31-Mar-24</b>	<b>31-Mar-23</b>	
<b>(A)</b>	<b>Capital reserve</b>						
	Balance at the beginning and at the end of the year				2.20	2.20	
					<b>2.20</b>	<b>2.20</b>	
<b>(B)</b>	<b>(Deficit) in the Statement of Profit and Loss</b>				<b>31-Mar-24</b>	<b>31-Mar-23</b>	
	Opening balance				(488.69)	(423.06)	
	Add: Net loss for the current year				(69.55)	(65.63)	
	<b>Closing balance</b>				<b>(558.24)</b>	<b>(488.69)</b>	
<b>(C)</b>	<b>Investments FVTOCI Reserve on Equity Instruments #</b>				<b>31-Mar-24</b>	<b>31-Mar-23</b>	
	<b>Opening balance</b>				1,490.62	1,490.62	
	Fair valuation changes for the year				-	-	
	<b>Closing balance</b>				<b>1,490.62</b>	<b>1,490.62</b>	
	<b>Total other equity</b>			<b>(A+B+C)</b>	<b>934.58</b>	<b>1,004.13</b>	
	#FVOTCI Reserve on investment in Equity Shares of ITIL has not been transferred to Retained Earnings, as the Company has only re-designated the investments from FVTOCI to Investment in Associate and the accumulated reserve has not been realised by way of sale/disposal.						
<b>11</b>	<b>Short -term borrowings</b>				<b>31-Mar-24</b>	<b>31-Mar-23</b>	
	Unsecured, Loans from Others (Inter-Corporate Deposits)				358.95	323.92	

<b>Total short-term borrowings</b>		<b>358.95</b>	<b>323.92</b>			
Unsecured Loan from others-Inter-Corporate Deposits, constitutes loan from Innovassynth Technologies (India) Limited (ITIL).						
<b>Terms of Borrowings</b>						
Interest on borrowings from ITIL carries interest rate @ ranging from 8.54% p.a. to 11.50% p.a. (31 March 2023: ranging from 8.54% p.a. to 10.90% p.a.) payable on demand.						
<b>12 Trade payables</b>		<b>31-Mar-24</b>	<b>31-Mar-23</b>			
Total outstanding dues of micro enterprises and small enterprises		-	-			
Total outstanding dues of creditors other than micro enterprises and small enterprises		14.00	11.84			
<b>Total trade payables</b>		<b>14.00</b>	<b>11.84</b>			
Based on the information available with the Company, there are no outstanding dues and payments made to any supplier of goods and services beyond the specified period under Micro, Small and Medium Enterprises Development Act, 2006 [MSMED Act]. There is no interest payable or paid to any suppliers under the said Act.						
<b>31 March 2024</b>						
<b>Particulars</b>	<b>Payables Not Due</b>	<b>Outstanding for following periods from due date of payment</b>				
		<b>Less than 1 year</b>	<b>1-2 Years</b>	<b>2-3 Years</b>	<b>More than 3 years</b>	<b>Total</b>
(i) MSME (Including Interest)	-	-	-	-	-	-
(ii) Disputed dues – MSME	-	-	-	-	-	-
(iii) Others	-	9.32	1.56	0.59	2.53	14.00
(iv) Disputed dues Others	-	-	-	-	-	-
	-	<b>9.32</b>	<b>1.56</b>	<b>0.59</b>	<b>2.53</b>	<b>14.00</b>
<b>31 March 2023</b>						
<b>Particulars</b>	<b>Payables Not Due</b>	<b>Outstanding for following periods from due date of payment</b>				
		<b>Less than 1 year</b>	<b>1-2 Years</b>	<b>2-3 Years</b>	<b>More than 3 years</b>	<b>Total</b>

(i) MSME (Including Interest)	-	-	-	-	-	-
(ii) Disputed dues – MSME	-	-	-	-	-	-
(iii) Others	-	8.73	0.59	0.42	2.10	11.84
(iv) Disputed dues Others	-	-	-	-	-	-
	-	<b>8.73</b>	<b>0.59</b>	<b>0.42</b>	<b>2.10</b>	<b>11.84</b>
<b>13 Other Financial Liabilities</b>					<b>31-Mar-24</b>	<b>31-Mar-23</b>
Interest Payable					140.51	109.49
<b>Total Other Financial Liabilities</b>					<b>140.51</b>	<b>109.49</b>
<b>14 Other current liabilities</b>					<b>31-Mar-24</b>	<b>31-Mar-23</b>
Statutory dues payable					0.48	0.30
Employee benefits payable					0.66	0.61
<b>Total other current liabilities</b>					<b>1.14</b>	<b>0.91</b>
<b>15 Other income</b>					<b>31-Mar-24</b>	<b>31-Mar-23</b>
Miscellaneous income					-	1.96
<b>Total other income</b>					<b>-</b>	<b>1.96</b>
<b>16 Employee benefits expense</b>					<b>31-Mar-24</b>	<b>31-Mar-23</b>
Salaries, bonus, and other allowances					8.17	7.95
<b>Total employee benefits expense</b>					<b>8.17</b>	<b>7.95</b>
<b>17 Finance costs</b>					<b>31-Mar-24</b>	<b>31-Mar-23</b>
Interest on borrowing					34.47	30.39
<b>Total finance costs</b>					<b>34.47</b>	<b>30.39</b>
<b>18 Other expenses</b>					<b>31-Mar-24</b>	<b>31-Mar-23</b>
Rent					0.72	0.96

Printing & Stationery	0.03	-
Office expenses	4.99	5.87
Auditors' remuneration*	6.00	7.79
Legal and professional charges	10.66	9.13
Advertisement	0.67	0.81
Miscellaneous expenses	3.84	4.69
<b>Total other expenses</b>	<b>26.91</b>	<b>29.25</b>
*Note : The following is the break-up of Auditors remuneration (exclusive of GST)		
<b>Particulars</b>	<b>31-Mar-24</b>	<b>31-Mar-23</b>
<b>As auditor:</b>		
Statutory Audit	4.50	4.50
Limited Review of quarterly results	1.50	3.00
Reimbursement of expenses	-	0.29
<b>Total</b>	<b>6.00</b>	<b>7.79</b>

19 Income Tax and Deferred Tax		
<b>(A) Reconciliation of tax charge</b>	<b>31-Mar-24</b>	<b>31-Mar-23</b>
Profit before tax	(69.55)	(65.63)
Income tax expense at tax rates applicable	(18.08)	(17.06)
Deferred Tax asset not recognised on losses (Refer note below)	18.08	17.06
<b>Income tax expense</b>	<b>-</b>	<b>-</b>
<p>Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.</p> <p>The Company neither have any taxable temporary difference nor any tax planning opportunities available that could partly support the recognition of these losses as deferred tax assets. On this basis, the Company has determined that it cannot recognize deferred tax assets on the tax losses carried forward and unrealised loss with respect to investment in Associate entity.</p>		
<b>(B)</b>	Brought forward tax losses as per the latest income tax return filed by the Company amounting to INR 392.38 Lakhs (31 March 2023: INR 350.80 Lakhs) are available for offsetting for a maximum period of eight years against future taxable profits of the Company as below.	

<b>March 31, 2024:</b>		
<b>Assessment Year (AY)</b>	<b>Amount</b>	<b>Last offsetting year (AY)</b>
2015-16	31.82	2024-25
2016-17	34.21	2025-26
2017-18	37.78	2026-27
2018-19	52.04	2027-28
2019-20	54.65	2028-29
2020-21	52.14	2029-30
2021-22	64.39	2030-31
2022-23	65.34	2031-32
	<b>392.98</b>	
<b>March 31, 2023:</b>		
<b>Assessment Year (AY)</b>	<b>Amount</b>	<b>Last offsetting year (AY)</b>
2014-15	23.77	2023-24
2015-16	31.82	2024-25
2016-17	34.21	2025-26
2017-18	37.78	2026-27
2018-19	52.04	2027-28
2019-20	54.65	2028-29
2020-21	52.14	2029-30
2021-22	64.39	2030-31
	<b>350.80</b>	

<b>20 Earnings/ Loss per share</b>		
The following reflects the income and share data used in the basic and diluted EPS computations:		
	<b>31-Mar-24</b>	<b>31-Mar-23</b>
Loss attributable to equity holders (before FVTOCI)	(69.55)	(64.50)
<b>Loss attributable to equity holders adjusted for the effect of dilution</b>	<b>(69.55)</b>	<b>(65.63)</b>

Weighted average number of equity shares for basic EPS	2,42,78,035	2,42,78,035
Effect of dilution	-	-
Weighted average number of equity shares adjusted for the effect of dilution	<b>2,42,78,035</b>	<b>2,42,78,035</b>
Basic and diluted loss per share (INR)	(0.29)	(0.27)

## 21 Related Party Disclosures:

### (A) Names of related parties and description of relationship as identified and certified by the Company:

#### Key Management Personnel (KMP)

(a) Mr. Sameer Pakhali (CFO & Company Secretary)

(b) Dr. Hardik Joshipura (Chairman & Managing Director)

#### Related parties where the Company exercises significant influence

Innovassynth Technologies (India) Limited (ITIL) - (Associate entity)

### (B) Details of transactions with related party in the ordinary course of business for the year ended:

#### (i) KMP

Remuneration	31-Mar-24	31-Mar-23
Salaries including Bonus (Sameer Pakhali)	8.17	7.95

#### (ii) Related parties where the Company exercises significant influence (ITIL)

Interest Expense	34.47	30.39
Rental Charges	0.72	0.96
Additional Loan Taken	35.03	39.14

### (C) Amount due to related party as on:

#### (i) KMP

Employee benefits payables (Sameer Pakhali)	0.66	0.61
Other payables	0.03	0.04

<b>(ii) Related parties where the Company exercises significant influence (ITIL)</b>		
Interest Payable	140.51	109.49
Loan Payable	358.95	323.92
Rent Payable	4.93	4.08
<b>22 Capital management</b>		
For the purpose of the Company's capital management, capital includes issued equity capital and other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value and to ensure the Company's ability to continue as a going concern.		
The Company has not distributed any dividend to its shareholders. The Company monitors gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. Total debt comprises of current and non-current borrowings. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.		
	<b>31-Mar-24</b>	<b>31-Mar-23</b>
Total Equity	3,362.38	3,431.93
Total debt	358.95	323.92
Overall financing	3,721.33	3,755.85
Gearing ratio	10%	0.09
No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2024, 31 March 2023.		
<b>23 Financial risk management objectives and policies</b>		
The Company is exposed to market risk. The Company's risk management is coordinated by the Board of Directors and focuses on securing long term and short-term cash flows. The Company does not engage in trading of financial assets for speculative purposes.		
<b>A Market risk</b>		
Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings and derivative financial instruments.		
<b>(i) Interest rate risk</b>		
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.		

### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Interest on Borrowings from ITIL-	Effect on loss before tax
<b>2024</b>	
Increase by 0.45%	1.51
Decrease by 0.45%	(1.51)
<b>2023</b>	
Increase by 0.45%	1.38
Decrease by 0.45%	(1.38)

### (ii) Foreign currency risk

The Company does not have any transaction / exposure in foreign currency, accordingly there is no foreign currency risk exist on balance sheet date.

### B Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Company's receivables from deposits with landlords and other statutory deposits with regulatory agencies and also arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

The Company limits its exposure to credit risk of cash held with banks by dealing with highly rated banks and institutions and retaining sufficient balances in bank accounts required to meet a month's operational costs. The Management reviews the bank accounts on regular basis and fund drawdowns are planned to ensure that there is minimal surplus cash in bank accounts. The Company does a proper financial and credibility check on the landlords before taking any property on lease and hasn't had a single instance of non-refund of security deposit on vacating the leased property. The Company also in some cases ensure that the notice period rentals are adjusted against the security deposits and only differential, if any, is paid out thereby further mitigating the non-realization risk. The Company does not foresee any credit risks on deposits with regulatory authorities.

The Company's maximum exposure to credit risk for the components of the balance sheet at 31 March 2024 and 31 March 2023 is the carrying amounts as mentioned in Note 6 to 7.

<b>C Liquidity risk</b>				
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. (For example: The key liquidity risk the Company can face is the risk of subscription fee refund. The Management believes that the probability of a liquidity risk arising is not present).				
<b>The table below summarizes the maturity profile of the Company's financial liabilities:</b>				
	<b>Less than 1 year</b>	<b>1 to 5 years</b>	<b>More than 5 years</b>	<b>Total</b>
<b><u>31-Mar-24</u></b>				
Short term borrowings	358.95	-	-	358.95
Trade payables	14.00	-	-	14.00
Other financial liability	140.51	-	-	140.51
	<b>513.46</b>	-	-	<b>513.46</b>
<b><u>31-Mar-23</u></b>				
Short term borrowings	323.92	-	-	323.92
Trade payables	11.84	-	-	11.84
Other financial liability	109.49	-	-	109.49
	<b>445.25</b>	-	-	<b>445.25</b>
The financial liabilities mainly include outstanding balance as at year end towards intercompany borrowing obtained by the Holding Company from its associate and interest payable thereon, which are repayable on demand.				
<b>24 Segment reporting</b>				
The Company operates has only single reportable business segment and hence no disclosures have been made in this regard. Further the operations are totally in India, hence no disclosure for geographical segment reporting is required.				
<b>25 Commitments and Contingent liabilities</b>				
There are no commitments or contingent liabilities as on 31 March 2024 (31 March 2023: Nil)				
<b>26 Fair values of financial assets and financial liabilities</b>				
The fair value of other current financial assets, cash and cash equivalents, trade payables, short-term borrowings and other financial liabilities approximate the carrying amounts because of the short-term nature of these financial instruments.				
The amortized cost using effective interest rate (EIR) of non-current financial assets consisting of security deposits are not significantly different from the carrying amount.				
Financial assets that are neither past due nor impaired include cash and cash equivalents, security deposits and other financial assets.				

27 Additional regulatory information required by Schedule III										
a. Ratios										
S No	Ratio	Formula	March 31, 2024		March 31, 2023		Ratio as on		Variation	Reason (If variation is more than 25%)
			Numerator	Denominator	Numerator	Denominator	March 31, 2024	March 31, 2023		
(a)	Current Ratio	Current Assets / Current Liabilities	1.34	514.60	2.39	446.16	0.00	0.01	(0.27%)	Not Applicable
(b)	Debt-Equity Ratio	Debt / Equity	358.95	3,362.38	323.92	3,431.93	0.11	0.09	1.24%	Not Applicable
(c)	Return on Equity Ratio ("ROE")	Profit after tax less pref. Dividend x 100 / Shareholder's Equity	(69.55)	3,362.38	(65.63)	3,431.93	(2.07%)	(1.91%)	(0.16%)	Not Applicable
(d)	Return on Capital Employed ("ROCE")	EBIT / Capital Employed	(35.09)	3,721.33	(35.24)	3,755.85	(0.94%)	(0.94%)	(0.00%)	Not Applicable
(e)	Return on Investment ("ROI")	Net Profit / Net Investment	0.00	3,875.64	0.00	3,875.64	0.00%	0.00%	0.00%	Not Applicable
(f)	Debt Service Coverage Ratio	Net Operating Income / Debt Service	(35.09)	499.46	(35.24)	433.41	(0.07)	(0.08)	(13.61%)	Not Applicable
(g)	Inventory Turnover Ratio	Cost of Goods Sold / Average Inventory	Since the Company is not engaged in manufacturing or trading business, hence this ratio is not applicable.							
(h)	Trade Receivables Turnover	Net Credit Sales / Average Trade Receivables	Since the Company is not engaged in the business of sale of goods or services, hence this ratio is not applicable.							

	Ratio	es								
(i)	Trade Payables Turnover Ratio	Net Credit Purchases / Average Trade Payables	26.91	14.00	29.25	11.84	1.92	2.47	(22.18%)	Not Applicable
(j)	Net Capital Turnover Ratio	Revenue / Average Working Capital	Since the Company is not engaged in the business of sale of goods or services, hence this ratio is not applicable.							
(k)	Net Profit Ratio	Net Profit / Net Sales	Since the Company is not engaged in the business of sale of goods or services, hence this ratio is not applicable.							

**b. Details of Benami Properties**

No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

**c. Borrowing secured against current assets:**

The Company has not availed any borrowing secured against current assets of the Company.

**d. Revaluation of property, plant and equipment and intangible assets:**

The Company does not have any property plant equipment and intangible assets.

**e. Title deeds of immovable properties not held in name of the Company:**

The Company does not have any immovable properties as at year end.

**f. Utilization of borrowed funds and share premium:**

The company has not advanced or loaned or invested funds to any other person(s) or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

**g. Undisclosed Income:**

There are no transactions that has been not recorded in the books of accounts and has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

**h. Details of Crypto Currency or Virtual Currency:**

There are no transaction/holding of crypto or virtual currency during the year.

**i. Transactions with struck-off companies:**

Based on information available with company, there are no transactions with struck-off companies under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956, during current and previous year.

**j. Wilful Defaulter:**

The company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

**k. Registration/satisfaction of charges with Registrar:**

There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period in the current as well as in the previous year.

**l. Compliance with approved scheme(s) of Arrangements:**

The company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

**m. Utilisation of borrowings availed from banks and financial institutions:**

The Company does not have availed any borrowings from banks and financial institutions.

**n. Compliance with number of layers of companies:**

The company has complied with the number of layers prescribed under the Companies Act, 2013.

**28. Going Concern:**

During the year ended 31 March 2024, the Company has incurred a net loss of INR 69.55 Lakhs (Previous year INR 65.63 Lakhs) and, has accumulated losses of INR 558.24 Lakhs as at year end (Previous year INR 488.69 Lakhs). Also, the Company's current liabilities exceeded its current assets by INR 513.26 Lakhs (Previous year INR 443.77 Lakhs) as on the balance sheet date. The Company has adverse financial ratios and no cash inflows from operating activities.

However, investment being significant asset of the Company, the management believes that on occurrence of either or both of the certain events in future namely, declaration of dividend by investee; Innovassynth Technologies (India) Limited ('ITIL') and selling off partial/complete investment stake in ITIL, the Company may enable it to generate cash flows.

ITIL is generating operating profits and projects profitable financial performance in future and had also considered expansion of business in past that will add up to its financial stability. The Company is expecting good dividend capitalisation. Based on these factors and letter of support received from ITIL, the management believes that the Company will continue as a going concern and thereby will be able to realize its assets and discharge its liabilities in the normal course of its business. Accordingly, these financial statements have been prepared based on the going concern assumption and consequently, no adjustments have been made to the carrying values of assets and liabilities.

- 29.** Previous year figures have been regrouped/ reclassified to confirm presentation as per Ind AS as required by Schedule III of the Act.

**For P G Bhagwat LLP**  
**Chartered Accountants**  
**Firm Registration Number: 101118W/W100682**

**For and on behalf of the Board of Directors of**  
**Innovassynth Investments Limited**  
**CIN: L67120MH2008PLC178923**

**Abhijit Shetye**  
 Partner  
 Membership No: 151638

**Dr Hardik Joshipura**  
 CMD  
 DIN: 09392511

**Sandesh Mhadalkar**  
 Director  
 DIN: 08929791

Place: Pune  
 Date: May 29, 2024

**Sameer Pakhali**  
 Company Secretary & CFO

## INDEPENDENT AUDITOR'S REPORT

### To the Members of Innovassynth Investments Limited

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the accompanying consolidated Financial Statements of Innovassynth Investments Limited (hereinafter referred to as the 'Company' or 'Holding Company') and its associate, which comprise the consolidated Balance Sheet as at March 31, 2024, and the consolidated statement of Profit and Loss (including Other Comprehensive Income), the consolidated statement of Changes in Equity and the consolidated statement of Cash Flows for the year then ended, and notes to the consolidated Financial Statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate Financial Statements and on the other financial information of associate, the aforesaid consolidated Financial Statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Holding Company and its associate as at March 31, 2024, of the consolidated loss (including other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year then ended.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the consolidated Financial Statements section of our report. We are independent of the Holding Company and its associate in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

#### Material Uncertainty Related to Going Concern

We draw attention to the Note 29 of the consolidated financial statements, which indicates that Holding Company has incurred a net consolidated loss (total comprehensive income) of INR 84.42 Lakhs (Previous year INR 4.18 Lakhs) and, has consolidated accumulated losses of INR 479.18 Lakhs as at year end (Previous year INR 394.77 Lakhs). As stated in the said Note, these events, or conditions, indicate that a material uncertainty exists that may cast significant doubt on the Holding Company's ability to continue as a going concern.

However, investment being significant asset of the Holding Company, the management believes that on occurrence of either or both of the certain events in future namely, declaration of dividend by investee/associate;

Innovassynth Technologies (India) Limited ('ITIL') and selling off partial/complete investment stake in ITIL, the Holding Company may enable it to generate additional cash flows. In view of the above, the consolidated financial results of the Holding Company have been prepared on a going concern basis.

Our opinion is not modified in respect of the above matter.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of reports of other auditors on separate financial statements of components audited by them, were of most significance in our audit of the consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

<u>Key Audit matters</u>	<u>How Was the Key Audit Matter Addressed in the Audit</u>
<p data-bbox="75 638 733 671"><u>Transactions with Related Parties:</u></p> <p data-bbox="75 702 733 851">The Holding Company has undertaken transactions with its related parties. These include inter-corporate loan from the Associate, interest thereon, rent for the office premises and security deposits paid in respect of the abovementioned lease.</p> <p data-bbox="75 882 733 1130">These related party transactions constitute significant portion of the transactions undertaken by the Holding Company during the year. We identified accuracy and completeness of the said related party transactions as a key audit matter due to significance of related party transactions, risk of transactions entered not transacted on an arm's length basis and risk of such transactions remaining undisclosed.</p>	<p data-bbox="743 638 1386 702"><u>Our audit procedures included, but not limited to, following –</u></p> <ul style="list-style-type: none"> <li data-bbox="758 748 1386 960">a) Obtained an understanding of the process for identifying related parties, obtaining approval, recording and disclosing related party transactions and evaluated the design and operating effectiveness of internal financial controls implemented by the management in respect of the same.</li> <li data-bbox="758 979 1386 1097">b) Verified whether the related party transactions entered during the year are in compliance with the laws and regulations applicable to the Company.</li> <li data-bbox="758 1115 1386 1326">c) Evaluated various types of arrangements with related parties and tested on a sample basis the transactions between the related parties along with supporting documents to evaluate the management's assertions that the transactions were at arm's length and in the ordinary course of business.</li> <li data-bbox="758 1370 1386 1537">d) Verified whether the transactions were recorded appropriately and whether the relationships and transactions with such related parties have been disclosed in the financial statements in accordance with IND AS 24 'Related Party Disclosures'.</li> </ul>

## Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the Management Discussion and Analysis; Board of Directors' Report but does not include the consolidated Financial Statements and our auditor's report thereon. Our opinion on the consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated Financial Statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Financial Statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), the consolidated statement of changes in equity and consolidated cash flows of the Holding Company including its associate in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Holding Company and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Financial Statements, the respective Board of Directors of the companies included in the Holding Company and of its associate are responsible for assessing the ability of the Holding Company and of associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless respective management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Holding Company and of associate are responsible for overseeing the financial reporting process of the Holding Company and of its associate.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can

arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls based on our audit.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Holding Company and associate/associates and jointly controlled entity/entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Holding Company and associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Holding Company and its associate to express an opinion on the consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the Financial Statements of such entities included in the consolidated Financial Statements of which we are the independent auditors. For the other entities included in the consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we

identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matter

The consolidated Financial Statements also include the Holding Company's share of total comprehensive income (loss) of ₹ (14.89) Lakh for the year ended 31 March 2024 as considered in the consolidated Financial Statements, in respect of one associate company whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated Financial Statements insofar as it relates to the amounts and disclosures included in respect of this associate company and our report in terms of sub-section (3) of Section 143 of the Act insofar as it relates to the aforesaid associate, is based solely on the reports of the other auditors.

Our opinion on the consolidated Financial Statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

### Report on Other Legal and Regulatory Requirements

1. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and by respective auditors for its associate included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such associate as were audited by other auditors, as noted in the 'Other Matters' paragraph, we report to the extent applicable, that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Financial Statements.
  - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors, except for the matters stated in the paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Financial Statements.
- d. In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its associate company incorporated in India, none of the directors of the Holding Company and its associate company incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With reference to the maintenance of accounts and other matters connected therewith, refer to our comment in paragraph 2(i)(vi) below, on reporting under rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014.
- g. With respect to the adequacy of the internal financial controls with respect to financial reporting of the Holding Company and its associate incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”.
- h. As required by section 197 (16) of the Act; in our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such associate incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its associate to its directors is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director by the Holding Company and its associate is not in excess of the limit laid down under section 197 of the Act.
- i. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the associate, as noted in the ‘Other Matters’ paragraph:
  - (i) There were no pending litigations as of March 31, 2024 which would impact the consolidated financial position of the Holding Company and its associate.
  - (ii) The Holding Company and its associate do not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its associate company incorporated in India during the year ended March 31, 2024.
  - (iv) (a) The management of the Holding Company have represented to us that and based on the consideration of the reports of the other auditors on separate financial statements of the associate

company, incorporated in India, as noted in the 'Other Matters' paragraph, we note that, to the best of knowledge and belief of respective management of abovementioned companies, as disclosed in the Note 28 (e) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its associate company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or its associate company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The management of the Holding Company have represented to us that, and based on the consideration of the reports of the other auditors on separate financial statements of the associate company, incorporated in India, as noted in the 'Other Matters' paragraph, we note that, to the best of knowledge and belief of respective management of abovementioned companies, as disclosed in the Note 28 (e) to the consolidated financial statements, no funds have been received by the Holding Company or its associate company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its associate company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the information and explanation given to us and audit procedures performed by us as considered reasonable and appropriate in the circumstances on the Holding Company, and based on the consideration of the reports of the other auditors on separate financial statements of the associate company, incorporated in India and not audited by us, nothing has come to our notice that has caused us to believe that the representations made by the respective managements of abovementioned companies and as mentioned under sub-clause (iv)(a) and (iv)(b) above contain any material misstatement.

(v) The Company has not declared or paid dividend during the year.

- j. Based on our examination, which included test checks, and that performed by the other auditors of the associate company which is a company incorporated in India whose financial statements have been audited under the Act, except for the instances mentioned below, the holding company and its associate company have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.
- a. the Holding company, has used Tally ERP software as accounting software for maintaining its books of account, which does not have feature of recording audit trail (edit log) facility.
  - b. in respect of associate company, accounting software used for maintaining its book of account for the year ended March 31, 2024 has a feature of recording audit trail (edit log) facility wherein (a) in respect of one software, the audit trail was enabled at the application level and the same has operated throughout the year for all relevant transactions recorded in the software, however audit trail was not enabled at the database level to log any direct data changes, and (b) in respect of

another software for maintenance of the payroll records, the audit trail feature was not enabled throughout the year. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with, in respect of accounting software for the period for which the audit trail feature was operating.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended March 31, 2024.

**For P G BHAGWAT LLP**

Chartered Accountants

Firm Registration Number: 101118W/W100682

**Abhijit Shetye**

Partner

Membership Number: 151638

Place: Pune

Date: May 29, 2024

UDIN: 24151638BKGPRP2357

## **Annexure A to the Independent Auditors' Report**

Referred to in paragraph 2 (g) under the heading, "Report on Other legal and Regulatory Requirements" of our report on even date:

### **Report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statements of the Innovassynth Investments Limited (hereinafter referred to as the "Company" or "Holding Company") as of and for the year ended 31 March 2024, we have audited the internal financial controls with reference to the Consolidated Financial Statements of the Holding Company and its associate company, which are incorporated in India, as of that date.

### **Management's Responsibility for Internal Financial Controls**

The respective management of the companies incorporated in India included in the Holding Company and its associate company, which are incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to the Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal financial controls over financial reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the internal financial controls with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, and audit evidence obtained by other auditors of the associate company in terms of their reports referred to in the other matter paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to Consolidated Financial Statements.

### **Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements**

A company's internal financial control with reference to the Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to the Consolidated Financial Statements those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Consolidated Financial Statements.

### **Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls with reference to the Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the Consolidated Financial Statements to future periods are subject to the risk that the internal financial control with reference to the Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion and based on the audit reports of other auditors, the Holding Company and its associate company, incorporated in India have, in all material respects, adequate internal financial controls with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the such companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India.

### **Other Matters**

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to one associate company which is company incorporated in India, is based on the corresponding reports of the auditors of such company incorporated in India. Our opinion is not modified in respect of this matter.

**For P G BHAGWAT LLP**

Chartered Accountants

Firm Registration Number: 101118W/W100682

**Abhijit Shetye**

Partner

Membership Number: 151638

Place: Pune

Date: May 29, 2024

UDIN: 24151638BKGPRP2357

**INNOVASSYNTH INVESTMENTS LIMITED**  
**CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2024**

(Amount in INR Lakhs, unless otherwise stated)

Particulars	Notes	31-Mar-24	31-Mar-23
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>Financial assets</b>			
<b>Investments</b>	4	4,120.53	4,135.41
<b>Other non-current assets</b>	5	-	0.06
<b>Total non-current assets</b>		<b>4,120.53</b>	<b>4,135.47</b>
<b>Current assets</b>			
<b>Financial assets</b>			
<b>Cash and cash equivalents</b>	6	1.12	2.07
<b>Other financial assets</b>	7	0.05	0.05
<b>Other current assets</b>	8	0.17	0.27
<b>Total current assets</b>		1.12	2.39
<b>Total assets</b>		<b>4,121.87</b>	<b>4,137.86</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
<b>Equity share capital</b>	9	2,427.80	2,427.80
<b>Other equity</b>	10	1,179.47	1,263.89
<b>Total equity</b>		<b>3,607.27</b>	<b>3,691.69</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
<b>Borrowings</b>	11	358.95	323.92
<b>Trade payables</b>			
i)total outstanding dues of micro enterprises and small enterprises			
ii)total outstanding dues of creditors other than micro enterprise and small enterprise	12	14.00	11.84
<b>Other financial liabilities</b>	13	140.51	109.49
<b>Other current liabilities</b>	14	1.14	0.91
<b>Total current liabilities</b>		<b>514.60</b>	<b>446.16</b>
<b>Total liabilities</b>		<b>514.60</b>	<b>446.16</b>
<b>Total equity and liabilities</b>		<b>4,121.87</b>	<b>4,137.86</b>

The accompanying notes are an integral part of the financial statements.

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**As per our report of even date**

**For P G Bhagwat LLP  
Chartered Accountants  
Firm Registration Number: 101118W/W100682**

**Abhijit Shetye**  
Partner  
Membership No: 151638

Place: Pune  
Date: May 29, 2024

**For and on behalf of the Board of Directors of  
Innovassynth Investments Limited  
CIN: L67120MH2008PLC178923**

**Dr Hardik Joshipura**  
CMD  
DIN: 09392511

**Sandesh Mhadalkar**  
Director  
DIN: 08929791

**Sameer Pakhali**  
Company Secretary & CFO

## INNOVASSYNTH INVESTMENTS LIMITED

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2024

(Amount in INR Lakhs, unless otherwise stated)

Particulars	Notes	31-Mar-24	31-Mar-23
<b>Income</b>			
Other income		-	-
<b>Total income</b>	15	-	1.96
<b>Expenses</b>			
Employee benefits expense	16	8.17	7.95
Finance costs	17	34.47	30.39
Other expenses	18	26.89	29.25
<b>Total expenses</b>		<b>69.53</b>	<b>67.59</b>
<b>(Loss) before tax and before share of associate</b>		<b>(69.53)</b>	<b>(65.63)</b>
<b>Share of Profit of Associate</b>		(14.88)	(92.07)
<b>Profit before Tax</b>		<b>(84.41)</b>	<b>(157.70)</b>
Tax expense	19	-	-
Deferred Tax		-	-
<b>Profit for the year</b>		<b>(84.41)</b>	<b>(157.70)</b>
<b>Other comprehensive Income</b>			
<i>Items that will not be reclassified to profit or loss</i>			
Net (loss)/gain on FVTOCI equity Securities		-	-
<b>Other comprehensive income for the year before share of Other Comprehensive Income of Associate</b>		(84.41)	(157.70)
<b>Share of Other Comprehensive Income of Associate</b>		(0.01)	153.52
<b>Total Comprehensive income after share of profit of associates</b>		<b>(84.42)</b>	<b>(4.18)</b>
<b>Earnings per share</b>			

<b>Basic and diluted earnings per share (INR)</b>	20	(0.35)	(0.65)
<b>The accompanying notes are an integral part of the financial statements.</b>	1-30		

**As per our report of even date**

**For P G Bhagwat LLP**  
**Chartered Accountants**  
**Firm Registration Number: 101118W/W100682**

**For and on behalf of the Board of Directors of**  
**Innovassynth Investments Limited**  
**CIN: L67120MH2008PLC178923**

**Abhijit Shetye**  
Partner  
Membership No: 151638

**Dr Hardik Joshipura**  
CMD  
DIN: 09392511

**Sandesh Mhadalkar**  
Director  
DIN: 08929791

Place: Pune  
Date: May 29, 2024

**Sameer Pakhali**  
Company Secretary & CFO

## INNOVASSYNTH INVESTMENTS LIMITED

## CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2024

(Amount in INR Lakhs, unless otherwise stated)

Particulars	31-Mar-24	31-Mar-23
<b>Cash flow from operating activities</b>		
Profit before tax	(84.41)	(157.70)
Adjustments for:		-
Share of Profit from associate	14.88	92.07
Finance cost	34.47	30.39
<b>Operating loss before working capital changes</b>	<b>(35.06)</b>	<b>(35.24)</b>
<b>Changes in working capital</b>		
Increase in trade payables	2.16	0.27
(Decrease) in other current liabilities	0.22	0.67
Decrease in other non-current assets	0.06	0.03
Decrease in other current assets	0.09	(0.14)
<b>Net Cash flows (used) in operations</b>	<b>(32.53)</b>	<b>(34.41)</b>
Income tax paid		
<b>Net cash flows (used) in operating activities (A)</b>	<b>(32.53)</b>	<b>(34.41)</b>
<b>Cash flow from Investing activities</b>	-	-
<b>Net cash flow from investing activities (B)</b>		
<b>Cash flow from Financing activities</b>		
Proceeds from short-term borrowings	35.03	39.14
Interest paid	(3.45)	(3.04)
<b>Net cash flow from financing activities (C)</b>	<b>31.58</b>	<b>36.09</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>(0.95)</b>	<b>1.68</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>2.07</b>	<b>0.39</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>1.12</b>	<b>2.07</b>
<b>Cash and cash equivalents comprise (Refer note 6)</b>		
<b>Balances with banks</b>		

On current accounts	1.12	2.07
Cheques on hand	-	-
<b>Total cash and cash equivalents at end of the year</b>	<b>1.12</b>	<b>2.07</b>

The accompanying notes are an integral part of the financial statements. 1-30

As per our report of even date

**For P G Bhagwat LLP**  
**Chartered Accountants**  
**Firm Registration Number: 101118W/W100682**

**For and on behalf of the Board of Directors of**  
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Director  
DIN: 08929791

Place: Pune  
Date: May 29, 2024

**Sameer Pakhali**  
Company Secretary & CFO

## INNOVASSYNTH INVESTMENTS LIMITED

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2024

(A) Equity share capital	31-Mar-24		31-Mar-23	
	No. of shares	Amount	No. of shares	Amount
Equity shares of ₹ 10 each issued, subscribed, and fully paid				
Opening	2,42,78,035	2,427.80	2,42,78,035	2,427.80
Add: issue during the year	-	-	-	-
Closing	2,42,78,035	2,427.80	2,42,78,035	2,427.80

(B) Other equity					
Particulars	Reserves and surplus		Items of OCI		Total
	Capital Reserve	Retained earnings	Investments FVTOCI Reserve on Equity Instruments	Remeasurement of employee benefit obligation	
Balance as at 1 April 2023	2.20	(394.77)	1,490.62	165.84	1,263.89
(Loss) for the year	-	(69.63)	-	-	(69.63)
Other comprehensive income	-	-	-	-	-
Total other comprehensive income for the year	-	(69.63)	-	-	(69.63)
Share of Profit of Associate	-	(14.88)	-	(0.01)	(14.89)
<b>Balance as at 31 March 2024</b>	<b>2.20</b>	<b>(479.18)</b>	<b>1,490.62</b>	<b>165.83</b>	<b>1,179.47</b>

Particulars	Reserves and surplus		Items of OCI		Total
	Capital Reserve	Retained earnings	Investments FVTOCI Reserve on Equity Instruments	Remeasurement of employee benefit obligation	
Balance as at 1 April 2022	2.20	(237.07)	1,490.62	12.32	1,268.08
(Loss) for the year	-	(65.63)	-	-	(65.63)
Other comprehensive income	-	-	-	-	-
Total other comprehensive income for the year	-	(65.63)	-	-	(65.63)
Share of Profit of Associate	-	(92.08)	-	153.52	61.44
<b>Balance as at 31 March 2023</b>	<b>2.20</b>	<b>(394.78)</b>	<b>1,490.62</b>	<b>165.84</b>	<b>1,263.88</b>

The accompanying notes are an integral part of the financial statements. 1-30

As per our report of even date

**For P G Bhagwat LLP**  
Chartered Accountants  
Firm Registration Number: 101118W/W100682

**For and on behalf of the Board of Directors of**  
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**Abhijit Shetye**  
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Director  
DIN: 08929791

Place: Pune  
Date: May 29, 2024

**Sameer Pakhali**  
Company Secretary & CFO

**INNOVASSYNTH INVESTMENTS LIMITED****Notes forming part of the Consolidated Financial Statements for the year ended 31 March 2024**

(Amount in INR Lakhs, unless otherwise stated)

**1 General Information**

Innovassynth Investments Limited ("The Holding Company" or "Company") is public listed company. The registered office of the holding company is at Flat No. C-2/3, KMC No. 91, Innovassynth Colony Khopoli Raigad Maharashtra, India. The Company was incorporated on 15 February 2008.

The Company has invested in the equity shares of its associate, i.e. Innovassynth Technologies (India) Limited. The equity shares of the Company are listed on BSE Limited.

**2 Basis of Preparation, Measurement and Material Accounting Policies****2.1 Basis of Preparation of Standalone Financial Statements****(a) Statement of Compliance with Ind AS**

These standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Accounting policies have been consistently applied to all the years presented except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The consolidated financial statements were authorized for issue by the Company's Board of Directors on May 29, 2024.

**(b) Basis of measurement**

The financial statements have been prepared on a historical cost convention on accrual basis except certain financial assets and liabilities measured at fair value as required by relevant Ind AS.

**(c) Current/non-current classification of assets/liabilities**

All assets and liabilities have been classified as current or non-current as per the Holding Company's operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of services and the time between the rendering of service and their realization in cash and cash equivalents, the Holding Company has ascertained its operating cycle as twelve months for the purpose of current and noncurrent classification of assets and liabilities.

**(d) Functional and presentation currency**

These consolidated financial statements are presented in Indian Rupees, which is also the holding company's functional currency. All amounts have been rounded-off to the nearest Lakhs, unless otherwise indicated.

## 2.2 Material accounting policies

### (a) Investments in Associates

The investment in Associate is carried at historical cost, except when the investment or portion thereof is classified as "held for sale", in which case it is accounted for as non-current assets held for sale and discontinued operations. Where the carrying amount of the investment is greater than its estimated recoverable amount, it is immediately written down to its recoverable amount and the difference is transferred to Statement of Profit and Loss. On disposal of the investment, the difference between the net disposal proceeds and the carrying value of such investment is charged or credited to the Statement of Profit and Loss.

### (b) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with original maturity of three months or less, which are subject to an insignificant risk of changes in value. In the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered as integral part of the holding company's cash management.

### (c) Employee Benefits

#### Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognized in respect of employees' services up to the end of the year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

### (d) Taxes

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year.

#### (i) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

#### (ii) Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable holding company and the same taxation authority.

#### **(e) Leases**

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of 12 months or less

#### **(f) Earnings Per Share**

Basic EPS is calculated by dividing the holding company's earnings for the year attributable to ordinary equity shareholders of the holding company by the weighted average number of ordinary shares outstanding during the year. The earnings considered in ascertaining the holding company's EPS

comprise the net profit after tax attributable to equity shareholders. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue, bonus element in a rights issue to existing shareholders, share split, and reverse share split (consolidation of shares) other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares. There were no instruments excluded from the calculation of diluted earnings per share for the periods presented because of an anti-dilutive impact.

## **2.3 Other accounting policies**

### **(a) Dividend Income**

Income from dividend on investments is accrued in the year in which it is declared, whereby the holding company's right to receive is established.

### **(b) Leases**

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless this is not readily determinable, in which case the entities incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- Amounts expected to be payable under any residual value guarantee;
- The exercise price of any purchase option granted in favour of the holding company if it is reasonable certain to assess option;
- Any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right of use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- Lease payments made at or before commencement of the lease;
- Initial direct costs incurred; and
- The amount of any provision recognised where the holding company is contractually required to dismantle, remove or restore the leased asset.

### **(c) Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

## a) Financial assets

### Initial recognition and measurement of financial assets

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

### Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in the following categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

### Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the holding company. After initial measurement, such financial assets are subsequently measured at amortised cost using the EIR method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss.

### Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

### Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the holding company may make an irrevocable election to present subsequent changes in the fair value in other comprehensive income. The holding company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the holding company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the holding company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

### **Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a holding company of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The holding company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the holding company has transferred substantially all the risks and rewards of the asset, or (b) the holding company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the holding company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the holding company continues to recognise the transferred asset to the extent of the holding company's continuing involvement. In that case, the holding company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the holding company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the holding company could be required to repay.

### **Impairment of financial assets**

In accordance with Ind AS 109, the holding company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments and are measured at amortised cost.
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115

The holding company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable.

The application of simplified approach does not require the holding company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the holding company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the holding company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

As a practical expedient, the holding company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as expense/ (income) in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost and contractual revenue receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the holding company does not reduce impairment allowance from the gross carrying amount.

- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e., as a liability

For assessing increase in credit risk and impairment loss, the holding company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis. The holding company does not have any purchased or originated credit impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

**b) Financial liabilities****Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, loans and borrowings or payables as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The holding company's financial liabilities include trade and other payables.

**Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

**Derecognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

**c) Offsetting of financial instruments**

Financial assets and liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**d) Contributed equity**

Equity shares are classified as equity share capital.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**e) Provisions and contingent liabilities and contingent assets**

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the holding company or a present obligation that arise from past events where it is either not probable that an outflow of resources

will be required to settle or a reliable estimate of the amount cannot be made.

Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, and is recognised as an asset.

### **3 Significant accounting judgments, estimates and assumptions**

#### **3.1 Use of estimates**

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates and judgements.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in future period affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are included in the following notes:

##### **a. Taxes**

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The holding company neither have any taxable temporary difference nor any tax planning opportunities available that could partly support the recognition of these losses as deferred tax assets. On this basis, the holding company has determined that it cannot recognize deferred tax assets on the tax losses carried forward except for the unabsorbed depreciation.

##### **b. Significant Influence - Associate Entity**

Judgement has been used to determine the influence exercised over an entity and whether the investment in equity securities of an entity needs to be classified as an Associate entity.

#### **3.2 Standards issued but not yet effective**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the holding company.

### 3.3 Standards that became effective during the year

There are no new Standards that became effective during the year. Amendments that became effective during the year did not have any material effect.

4	Financial Assets- Investments	31-Mar-24	31-Mar-23
	Investment in equity instruments (fully paid-up) of Associate entity (carried at cost)		
	<b>Unquoted equity shares</b>		
	2,38,50,070 (31 March 2023: Nil) equity shares of ₹10 each fully paid-up in Innovassynth Technologies (India) Limited	4,120.53	4,135.41
	<b>Total</b>	<b>4,120.53</b>	<b>4,135.41</b>
	Also refer Note 24 to the consolidated financial statements		
5	Other non-current assets	31-Mar-24	31-Mar-23
	Prepaid Expenses	-	0.06
	<b>Total</b>	<b>-</b>	<b>0.06</b>
6	Cash and cash equivalents	31-Mar-24	31-Mar-23
	Balances with banks:		
	On current accounts	1.12	2.07
	<b>Total</b>	<b>1.12</b>	<b>2.07</b>
7	Other financial assets	31-Mar-24	31-Mar-23
	Security deposits	0.05	0.05
	<b>Total</b>	<b>0.05</b>	<b>0.05</b>
8	Other current assets	31-Mar-24	31-Mar-23
	Prepaid Expenses	0.17	0.27
	<b>Total</b>	<b>0.17</b>	<b>0.27</b>
9	Equity Share capital	31-Mar-24	31-Mar-23
	<b>Authorized</b>		
	2,50,00,000 (31 March 2023: 2,50,00,000) Equity Shares of ₹ 10 each	2,500.00	2,500.00
	<b>Issued, subscribed, and paid up</b>		
	2,42,78,035 (31 March 2022: 2,42,78,035) equity shares of ₹ 10 each fully paid	2,427.80	2,427.80

<b>Total</b>			<b>2,427.80</b>	<b>2,427.80</b>		
<b>(a) Reconciliation of equity shares outstanding at the beginning and at the end of the year</b>						
<b>Particulars</b>	<b>31-Mar-24</b>		<b>31-Mar-23</b>			
	<b>Number of shares</b>	<b>Amount</b>	<b>Number of shares</b>	<b>Amount</b>		
Outstanding at the beginning and at the end of the year	2,42,78,035	2,427.80	2,42,78,035	2,427.80		
<b>Total</b>	<b>2,42,78,035</b>	<b>2,427.80</b>	<b>2,42,78,035</b>	<b>2,427.80</b>		
<b>(b) Rights, preferences, and restrictions attached to equity shares</b>						
<p>Equity Shares: The Holding Company has only one class of equity shares having par value of ₹ 10/- per share. Each shareholder is entitled to one vote per share held. Dividend, if any, declared is payable in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.</p> <p>In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.</p>						
<b>(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company</b>						
<b>Name of the shareholder</b>	<b>31-Mar-24</b>		<b>31-Mar-23</b>			
	<b>Number of shares</b>	<b>% of holding in the class</b>	<b>Number of shares</b>	<b>% of holding in the class</b>		
<b>Equity shares of ₹ 10/- each fully paid</b>						
Bloomingdale Investments & Finance Private Limited	33,86,884	13.95	33,86,884	13.95		
Matsyagandha Investment & Finance Private Limited	54,16,854	22.31	54,16,854	22.31		
<b>(d) Details of Shares held by Promoters as at the end of the year</b>						
<b>Promoter name</b>	<b>As at March 31, 2024</b>			<b>As at March 31, 2023</b>		
	<b>No. Of Shares</b>	<b>% of total shares</b>	<b>% Change during the year</b>	<b>No. Of Shares</b>	<b>% of total shares</b>	<b>% Change during the year</b>

	Bloomingdale Investments & Finance Private Limited	33,86,884	13.95	-	33,86,884	13.95	-
	Matsyagandha Investment & Finance Private Limited	54,16,854	22.31	-	54,16,854	22.31	-
(e)	'During the five years preceding 31 March 2023, the Company has not allotted any bonus shares or any shares without payment being received in cash.						
<b>10</b>	<b>Other equity</b>				<b>31-Mar-24</b>	<b>31-Mar-23</b>	
<b>(A)</b>	<b>Capital reserve</b>						
	Balance at the beginning and at the end of the year				2.20	2.20	
					<b>2.20</b>	<b>2.20</b>	
<b>(B)</b>	<b>(Deficit) in the Statement of Profit and Loss</b>				<b>31-Mar-24</b>	<b>31-Mar-23</b>	
	Opening balance				(394.78)	(237.07)	
	Add: Net loss for the current year				(69.53)	(65.63)	
	Add: Share of Profit of Associate				(14.88)	(92.08)	
	<b>Closing balance</b>				<b>(479.18)</b>	<b>(394.78)</b>	
<b>(C)</b>	<b>Investments FVTOCI Reserve on Equity Instruments #</b>				<b>31-Mar-24</b>	<b>31-Mar-23</b>	
	<b>Opening balance</b>				1,490.62	1,490.62	
	Fair valuation changes for the year				-	-	
	<b>Closing balance</b>				<b>1,490.62</b>	<b>1,490.62</b>	
<b>(D)</b>	<b>Remeasurement of employee benefit obligation</b>				<b>31-Mar-24</b>	<b>31-Mar-23</b>	
	<b>Opening balance</b>				12.32	12.32	
	Add: Addition during the year				-	-	
	Add: Share of Other Comprehensive Income of associate				(0.01)	153.52	
					<b>165.83</b>	<b>165.84</b>	
	<b>Total other equity</b>			<b>(A+B+C+D)</b>	<b>1,179.47</b>	<b>1,263.89</b>	

#FVOTCI Reserve on investment in Equity Shares of ITIL has not been transferred to Retained Earnings, as the Company has only re-designated the investments from FVTOCI to Investment in Associate and the accumulated reserve has not been realised by way of sale/disposal.

<b>11</b>	<b>Short -term borrowings</b>	<b>31-Mar-24</b>	<b>31-Mar-23</b>
	Unsecured, Loans from Others (Inter-Corporate Deposits)	358.95	323.92
	<b>Total short-term borrowings</b>	<b>358.95</b>	<b>323.92</b>

Unsecured Loan from others-Inter-Corporate Deposits, constitutes loan from Innovassynth Technologies (India) Limited (ITIL).

**Terms of Borrowings**

Interest on borrowings from ITIL carries interest rate @ ranging from 8.54% p.a. to 11.50% p.a. (31 March 2023: ranging from 8.54% p.a. to 10.90% p.a.) payable on demand.

<b>12</b>	<b>Trade payables</b>	<b>31-Mar-24</b>	<b>31-Mar-23</b>
	Total outstanding dues of micro enterprises and small enterprises	-	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises	14.00	11.84
	<b>Total trade payables</b>	<b>14.00</b>	<b>11.84</b>

Based on the information available with the Holding Company, there are no outstanding dues and payments made to any supplier of goods and services beyond the specified period under Micro, Small and Medium Enterprises Development Act, 2006 [MSMED Act]. There is no interest payable or paid to any suppliers under the said Act.

**31 March 2024**

Particulars	Payables Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 Years	2-3 Years	More than 3 years	
(i) MSME (Including Interest)	-	-	-	-	-	-
(ii) Disputed dues – MSME	-	-	-	-	-	-
(iii) Others	-	9.32	1.56	0.59	2.53	14.00
(iv) Disputed dues Others	-	-	-	-	-	-
	-	<b>9.32</b>	<b>1.56</b>	<b>0.59</b>	<b>2.53</b>	<b>14.00</b>

31 March 2023						
Particulars	Payables Not Due	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
(i) MSME (Including Interest)	-	-	-	-	-	-
(ii) Disputed dues – MSME	-	-	-	-	-	-
(iii) Others	-	8.73	0.59	0.42	2.10	11.84
(iv) Disputed dues Others	-	-	-	-	-	-
	-	<b>8.73</b>	<b>0.59</b>	<b>0.42</b>	<b>2.10</b>	<b>11.84</b>
<b>13 Other Financial Liabilities</b>					<b>31-Mar-24</b>	<b>31-Mar-23</b>
Interest Payable					140.51	109.49
<b>Total Other Financial Liabilities</b>					<b>140.51</b>	<b>109.49</b>
<b>14 Other current liabilities</b>					<b>31-Mar-24</b>	<b>31-Mar-23</b>
Statutory dues payable					0.48	0.30
Employee benefits payable					0.66	0.61
<b>Total other current liabilities</b>					<b>1.14</b>	<b>0.91</b>
<b>15 Other income</b>					<b>31-Mar-24</b>	<b>31-Mar-23</b>
Miscellaneous income					-	1.96
<b>Total other income</b>					<b>-</b>	<b>1.96</b>
<b>16 Employee benefits expense</b>					<b>31-Mar-24</b>	<b>31-Mar-23</b>
Salaries, bonus, and other allowances					8.17	7.95
<b>Total employee benefits expense</b>					<b>8.17</b>	<b>7.95</b>
<b>17 Finance costs</b>					<b>31-Mar-24</b>	<b>31-Mar-23</b>
Interest on borrowing					34.47	30.39

<b>Total finance costs</b>	<b>34.47</b>	<b>30.39</b>
<b>18 Other expenses</b>	<b>31-Mar-24</b>	<b>31-Mar-23</b>
Rent	0.72	0.96
Printing & Stationery	0.03	-
Office expenses	4.99	5.87
Auditors' remuneration*	6.00	7.79
Legal and professional charges	10.66	9.13
Advertisement	0.67	0.81
Miscellaneous expenses	3.82	4.68
<b>Total other expenses</b>	<b>26.89</b>	<b>29.25</b>
*Note : The following is the break-up of Auditors remuneration (exclusive of GST)		
<b>Particulars</b>	<b>31-Mar-24</b>	<b>31-Mar-23</b>
<b>As auditor:</b>		
Statutory Audit	4.50	4.50
Limited Review of quarterly results	1.50	3.00
Reimbursement of expenses	-	0.29
<b>Total</b>	<b>6.00</b>	<b>7.79</b>

<b>19 Income Tax and Deferred Tax</b>		
<b>(A) Reconciliation of tax charge</b>	<b>31-Mar-24</b>	<b>31-Mar-23</b>
Profit before tax	(69.53)	(65.63)
Income tax expense at tax rates applicable	(18.08)	(17.06)
Deferred Tax asset not recognised on losses (Refer note below)	18.08	17.06
<b>Income tax expense</b>	<b>-</b>	<b>-</b>
<p>Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.</p> <p>The Holding Company neither have any taxable temporary difference nor any tax planning opportunities available that could partly support the recognition of these losses as deferred tax assets. On this basis, the Holding Company has determined that it cannot recognize deferred tax assets on the tax losses carried</p>		

forward and unrealised loss with respect to investment in Associate entity.

**(B)** Brought forward tax losses as per the latest income tax return filed by the Holding Company amounting to INR 392.38 Lakhs (31 March 2023: INR 350.80 Lakhs) are available for offsetting for a maximum period of eight years against future taxable profits of the Company as below.

**March 31, 2024:**

Assessment Year (AY)	Amount	Last offsetting year (AY)
2015-16	31.82	2024-25
2016-17	34.21	2025-26
2017-18	37.78	2026-27
2018-19	52.04	2027-28
2019-20	54.65	2028-29
2020-21	52.14	2029-30
2021-22	64.39	2030-31
2022-23	65.34	2031-32
	<b>392.37</b>	

**March 31, 2023:**

Assessment Year (AY)	Amount	Last offsetting year (AY)
2014-15	23.77	2023-24
2015-16	31.82	2024-25
2016-17	34.21	2025-26
2017-18	37.78	2026-27
2018-19	52.04	2027-28
2019-20	54.65	2028-29
2020-21	52.14	2029-30
2021-22	64.39	2030-31
	<b>350.80</b>	

## 20 Earnings/ Loss per share

The following reflects the income and share data used in the basic and diluted EPS computations:

	31-Mar-24	31-Mar-23
Profit attributable to equity holders (before FVTOCI)	(84.41)	(157.70)
<b>Profit attributable to equity holders adjusted for the effect of dilution</b>	<b>(84.41)</b>	<b>(157.70)</b>

Weighted average number of equity shares for basic EPS	2,42,78,035	2,42,78,035
Effect of dilution	-	-
Weighted average number of equity shares adjusted for the effect of dilution	<b>2,42,78,035</b>	<b>2,42,78,035</b>
Basic and diluted loss per share (INR)	(0.35)	(0.65)

## 21 Related Party Disclosures:

### (A) Names of related parties and description of relationship as identified and certified by the Company:

#### Key Management Personnel (KMP)

(a) Mr. Sameer Pakhali (CFO & Company Secretary)

(b) Dr. Hardik Joshipura (Chairman & Managing Director)

#### Related parties where the Company exercises significant influence

Innovassynth Technologies (India) Limited (ITIL) - (Associate entity)

### (B) Details of transactions with related party in the ordinary course of business for the year ended:

#### (i) KMP

Remuneration	31-Mar-24	31-Mar-23
Salaries including Bonus (Sameer Pakhali)	8.17	7.95

#### (ii) Related parties where the Company exercises significant influence (ITIL)

Interest Expense	34.47	30.39
Rental Charges	0.72	0.96
Additional Loan Taken	35.03	39.14

### (C) Amount due to related party as on:

#### (i) KMP

	31-Mar-24	31-Mar-23
Employee benefits payables (Sameer Pakhali)	0.66	0.61
Other payables	0.03	0.04

#### (ii) Related parties where the Company exercises significant influence (ITIL)

Interest Payable	140.51	109.49
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Loan Payable	358.95	323.92
Rent Payable	4.98	4.08

## 22 Capital management

For the purpose of the Holding Company's capital management, capital includes issued equity capital and other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value and to ensure the Company's ability to continue as a going concern.

The Holding Company has not distributed any dividend to its shareholders. The Company monitors gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. Total debt comprises of current and non-current borrowings. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

	31-Mar-24	31-Mar-23
Total Equity	3,607.27	3,691.69
Total debt	358.95	323.92
Overall financing	3,966.22	4,015.61
Gearing ratio	9%	8%

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2024, 31 March 2023.

## 23 Financial risk management objectives and policies

The Holding Company is exposed to market risk. The Holding Company's risk management is coordinated by the Board of Directors and focuses on securing long term and short-term cash flows. The Holding Company does not engage in trading of financial assets for speculative purposes.

### A Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings and derivative financial instruments.

#### (i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Holding Company exposure to the risk of changes in market interest rates relates primarily to the Holding Company's long-term debt obligations with floating interest rates.

The Holding Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

#### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings. With all other variables held constant, the Holding Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

<b>Interest on Borrowings from ITIL-</b>	<b>Effect on loss before tax</b>
<b>2024</b>	
Increase by 0.45%	1.51
Decrease by 0.45%	(1.51)
<b>2022</b>	
Increase by 0.45%	1.38
Decrease by 0.45%	(1.38)
<b>(ii) Foreign currency risk</b>	
The Holding Company does not have any transaction / exposure in foreign currency, accordingly there is no foreign currency risk exist on balance sheet date.	
<b>B Credit risk</b>	
Credit risk is the risk of financial loss to the Holding Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Holding Company's receivables from deposits with landlords and other statutory deposits with regulatory agencies and also arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Holding Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.	
The Holding Company limits its exposure to credit risk of cash held with banks by dealing with highly rated banks and institutions and retaining sufficient balances in bank accounts required to meet a month's operational costs. The Management reviews the bank accounts on regular basis and fund drawdowns are planned to ensure that there is minimal surplus cash in bank accounts. The Holding Company does a proper financial and credibility check on the landlords before taking any property on lease and hasn't had a single instance of non-refund of security deposit on vacating the leased property. The Holding Company also in some cases ensure that the notice period rentals are adjusted against the security deposits and only differential, if any, is paid out thereby further mitigating the non-realization risk. The Holding Company does not foresee any credit risks on deposits with regulatory authorities.	
The Holding Company's maximum exposure to credit risk for the components of the balance sheet at 31 March 2024 and 31 March 2023 is the carrying amounts as mentioned in Note 6 to 7.	
<b>C Liquidity risk</b>	
Liquidity risk is the risk that the Holding Company will not be able to meet its financial obligations as they become due. The Holding Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.	

The table below summarizes the maturity profile of the Holding Company's financial liabilities:

	Less than 1 year	1 to 5 years	More than 5 years	Total	
<b>31-Mar-24</b>					
Short term borrowings	-	358.95	-	-	<b>358.95</b>
Trade payables	-	14.00	-	-	<b>14.00</b>
Other financial liability	-	140.51	-	-	<b>140.51</b>
	-	<b>446.17</b>	-	-	<b>446.17</b>
<b>31-Mar-23</b>					
Short term borrowings	-	323.92	-	-	<b>323.92</b>
Trade payables	-	11.84	-	-	<b>11.84</b>
Other financial liability	-	109.49	-	-	<b>109.49</b>
	-	<b>445.25</b>	-	-	<b>445.25</b>
The financial liabilities mainly include outstanding balance as at year end towards intercompany borrowing obtained by the Company from its associate and interest payable thereon, which are repayable on demand.					

#### 24 Interests in associate entity

Innovassynth Technologies (India) Limited (ITIL), associate of the Holding Company, is an R&D driven, technology-based Organization engaged in developing, scaling up and manufacturing of specialty chemicals and pharmaceutical Intermediates. Key focus business areas are customs synthesis, contract research & manufacturing of specialty chemicals, toll manufacture of chemicals and similar businesses. The niche area of focus is protected nucleosides and modified phosphonamidites used for clinical and therapeutic oligonucleotides applications. The Company's unique capability to supply wide range of protected nucleosides and amidites for therapeutic as well as diagnostic applications has made it one among the top few companies engaged in this activity in the world.

Set out below is the associate of the Holding Company as at 31 March 2024 which, in the opinion of the directors, is material. The entity has share capital consisting solely of equity shares, which is held directly by the Holding Company. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

Name of the Entity	Place of Business	% of ownership interest	Relationship	Accounting Method	Carrying amount as at 31 March 2024
Innovassynth Technologies (India) Limited	India	31.79%	Associate	Equity Method	4,120.53

**(i) Summarised financial information for associates**

The tables below provide summarised financial information for associate that is material. The information disclosed reflects the amounts presented in the financial statements of the relevant associate and not Innovassynth Investment Limited's share of those amounts. They have been amended to reflect adjustments made by the entity when using the equity method, including fair value adjustments made at the time of acquisition and modifications for differences in accounting policies.

<b>Summarised Balance Sheet</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
<b>Non-Current Assets</b>		
<b>Property, Plant and Equipment, Capital Work-in-progress and Intangible assets</b>	13,497.00	14,074.47
<b>Financial Assets</b>	67.25	62.07
<b>Other Non-current Assets</b>	657.75	657.75
<b>Total Non-current Assets</b>	<b>14,186.18</b>	<b>14,794.29</b>
<b>Current Assets</b>		
<b>Inventories</b>	2,172.88	3,149.89
<b>Financial Assets</b>	4,250.96	3,890.44
<b>Other Current Assets</b>	1,463.28	1,233.91
<b>Total Current Assets</b>	<b>7,887.12</b>	<b>8,274.24</b>
<b>Non-Current Liabilities</b>		
<b>Financial Liabilities</b>	2,269.06	1,259.31
<b>Other Non-Current Liabilities</b>	512.48	519.17
<b>Total Non-Current Liabilities</b>	<b>2,781.54</b>	<b>1,778.48</b>
<b>Current Liabilities</b>		
<b>Financial Liabilities</b>	4,565.84	6,638.33
<b>Other Current Liabilities</b>	526.81	405.78
<b>Total Current Liabilities</b>	<b>5,092.65</b>	<b>7,044.11</b>
<b>Net Assets</b>	<b>14,199.11</b>	<b>14,245.95</b>
<b>Summarised statement of profit and loss</b>	<b>31 March 2024</b>	<b>31 March 2023</b>

Revenue from Operations	16,000.14	20,099.34
Other Income	135.89	275.30
<b>Total Income</b>	<b>16,136.03</b>	<b>20,374.64</b>
Cost of Material Consumed	6,417.29	7,743.71
Changes in Inventories of Stock-in-trade, work-in-progress and finished goods	247.19	(767.41)
Employee Benefit Expenses	3,555.02	4,208.74
Finance Cost	466.21	306.14
Depreciation and amortisation expense	655.22	774.28
Other Expenses	4,909.40	7,541.61
<b>Total Expenses</b>	<b>16,120.97</b>	<b>20,702.61</b>
Profit before tax	<b>15.06</b>	<b>(327.97)</b>
Tax Expense	61.85	(38.34)
<b>Profit for the year</b>	<b>(46.79)</b>	<b>(289.64)</b>
Other Comprehensive Income	(0.04)	(0.04)
<b>Total Comprehensive Income for the year</b>	<b>(46.83)</b>	<b>193.30</b>
<b>Reconciliation of carrying amount of interest in associate</b>		
	<b>31 March 2024</b>	<b>31 March 2023</b>
<b>Opening net assets</b>	<b>14,245.95</b>	<b>14,052.64</b>
Profit/(loss) for the year	(46.79)	(289.63)
Other comprehensive income	(0.05)	482.94
Less: Dividends paid, if any	-	-
<b>Closing net assets</b>	<b>14,199.11</b>	<b>14,245.95</b>
The Company share in %	31.79%	31.79%
The Company share in Rs. Lakh	4,513.91	4,528.79
Goodwill / (capital reserve)	(393.38)	(393.38)
<b>Carrying amount</b>	<b>4,120.53</b>	<b>4,135.41</b>

## 25 Segment reporting

The Holding Company operates has only single reportable business segment and hence no disclosures have been made in this regard. Further, the operations are totally in India, hence no disclosure for geographical segment reporting is required.

## 26 Commitments and Contingent liabilities

There are no commitments and contingent liabilities as on 31 March 2023 for the Holding Company.

With respect to the Associate entity, the share of :		
	<b>31 March 2024</b>	<b>31 March 2023</b>
Contingent Liabilities	-	-
Commitments		
- Estimated amount of contracts remaining to be executed on Capital Account	51.09	158.29
<b>27 Fair values of financial assets and financial liabilities</b>		
The fair value of other current financial assets, cash and cash equivalents, trade payables, short-term borrowings and other financial liabilities approximate the carrying amounts because of the short term nature of these financial instruments.		
The amortized cost using effective interest rate (EIR) of non-current financial assets consisting of security deposits are not significantly different from the carrying amount.		
Financial assets that are neither past due nor impaired include cash and cash equivalents, security deposits and other financial assets.		
Non-current borrowing comprises liability portion on liability component of Convertible Preference Shares. The impact of fair value on such portion is not material and therefore not considered for above disclosure. Similarly, carrying values of non-current security deposits and non-current term deposits are not significant and therefore the impact of fair value is not considered for above disclosure.		

## 28 Additional information required by Schedule III in respect of associates

### a) Additional information required in respect of associates

Name of the entity	Net Assets (total assets minus total liabilities)		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
<b>Holding Company</b>								
Innovassynth Investments Limited	100.00%	3,431.93	82.4%	(69.53)	0.00%	-	82.37%	-69.53
<b>Associate</b>								
Innovassynth Technologies (India) Limited	0.00%	-0.01	17.62%	-14.88	100.00%	-0.01	17.63%	-14.89

### b) Details of Benami Properties

No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

**c) Borrowing secured against current assets:**

The Company has not availed any borrowing secured against current assets of the Company.

**d) Revaluation of property, plant and equipment and intangible assets:**

The Company does not have any property plant equipment and intangible assets.

**e) Utilization of borrowed funds and share premium:**

The company has not advanced or loaned or invested funds to any other person(s) or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

**f) Undisclosed Income:**

There are no transactions that has been not recorded in the books of accounts and has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

**g) Details of Crypto Currency or Virtual Currency:**

There are no transaction/holding of crypto or virtual currency during the year.

**h) Transactions with struck-off companies:**

Based on information available with company, there are no transactions with struck-off companies under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956, during current and previous year.

**i) Wilful Defaulter:**

The company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

**j) Registration/satisfaction of charges with Registrar:**

There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period in the current as well as in the previous year.

**k) Compliance with number of layers of companies:**

The company has complied with the number of layers prescribed under the Companies Act, 2013.

**29 Going Concern-**

During the year ended 31 March 2024, the Holding Company has incurred a net consolidated loss (total comprehensive income) of INR 84.42 Lakhs (Previous year INR 4.18 Lakhs) and, has consolidated accumulated losses of INR 479.18 Lakhs as at year end (Previous year INR 394.76 Lakhs). Also, the Holding Company's current liabilities exceeded its current assets by INR 513.26 Lakhs (Previous year INR 443.77 Lakhs) as on the balance sheet date. The Holding Company has adverse financial ratios and no cash inflows from operating activities.

However, investment being significant asset of the Holding Company, the management believes that on occurrence of either or both of the certain events in future namely, declaration of dividend by investee; Innovassynth Technologies (India) Limited ('ITIL') and selling off partial/complete investment stake in ITIL, the Company may enable it to generate cash flows.

ITIL is generating operating profits and projects profitable financial performance in future and had also considered expansion of business in past that will add up to its financial stability. The Holding Company is expecting good dividend capitalisation. Based on these factors and letter of support received from ITIL, the management believes that the Holding Company will continue as a going concern and thereby will be able to realize its assets and discharges its liabilities in the normal course of its business. Accordingly, these financial statements have been prepared based on the going concern assumption and consequently, no adjustments have been made to the carrying values of assets and liabilities.

**30** Previous year figures have been regrouped/ reclassified to confirm presentation as per Ind AS as required by Schedule III of the Act.

**As per our report of even date**

**For P G Bhagwat LLP**  
Chartered Accountants  
Firm Registration Number: 101118W/W100682

**For and on behalf of the Board of Directors of**  
**Innovassynth Investments Limited**  
CIN: L67120MH2008PLC178923

**Abhijit Shetye**  
Partner  
Membership No: 151638

**Dr Hardik Joshipura**  
CMD  
DIN: 09392511

**Sandesh Mhadalkar**  
Director  
DIN: 08929791

Place: Pune  
Date: May 29, 2024

**Sameer Pakhali**  
Company Secretary & CFO



**PG BHAGWAT LLP**  
Chartered Accountants  
LLPIN: AAT-9949

**HEAD OFFICE**  
Suites 102, 'Orchard'  
Dr. Pai Marg, Baner, Pune – 45  
Tel (O): 020 – 27290771  
Email: pgb@pgbhagwatca.com  
Web: www.pgbhagwatca.com

**Independent Auditor's Review Report**  
**On the unaudited quarterly consolidated financial results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,  
The Board of Directors  
INNOVASSYNTH INVESTMENTS LIMITED

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of Innovassynth Investments Limited ("IIL/ the Company"), and its Associate for the quarter and nine months ended December 31, 2024 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").
2. This Statement, which is the responsibility of the Company's Management and has been approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes the results of the following entities:
  - i. Associate- Innovassynth Technologies (India) Limited (ITIL)
5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review report of the other auditor referred to in paragraph 7 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally

accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. We draw attention to the Note 3 of the consolidated financial results, which indicates that the Holding Company has incurred a net profit after tax of INR 311.90 lakhs during the quarter ended December 31, 2024, and as of that date, has accumulated losses of INR 1,353.77 lakhs. As stated in the said Note, these events, or conditions, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. However, being an investment company, the management believes that on occurrence of either or of the mentioned events in future with respect to its investee company, Innovassynth Technologies (India) Limited ('ITIL') i.e. declaration of dividend by ITIL or selling off partial/complete investment stake in ITIL, will enable the Company to generate additional cash flows. Also refer note 5 to unaudited consolidated financial results of the Company in respect of proposed merger of ITIL with the Company. In view of the above, the consolidated financial results of the Company have been prepared on a going concern basis. Our review conclusion is not modified in respect of the above matter.

**7. Other Matters**

The consolidated financial results include the Company's share (by equity method) of total comprehensive income of Rs. 338.95 lakhs (profit) from its Associate for the quarter ended December 31, 2024. The financial results of this Associate have been reviewed by other auditor whose reports has been furnished to us by the Management and our conclusion on the consolidated financial results to the extent they have been derived from such financial results is based on the review report of the other auditor.

Our review conclusion is not modified in respect of the above matter.

For **P G BHAGWAT LLP**  
Chartered Accountants  
Firm Registration Number: 101118W/W100682

**ABHIJIT PRADIP** Digitally signed by  
**SHETYE** ABHIJIT PRADIP SHETYE  
Date: 2025.02.10  
17:42:23 +05'30'

Abhijit Shetye  
Partner  
Membership Number: 151638  
UDIN: 25151638BMUIHF6188

Pune  
February 10, 2025

## INNOVASSYNTH INVESTMENTS LIMITED

CIN:L67120MH2008PLC178923

Registered office: Shop No.17, C-Wing, S. No-55, CT.S.No.-1655, Leena Heritage Co Op. Housing Society, Khopoli, Raigarh, Maharashtra, India, 410203

Website: www.innovassynthinvestments.in

E-mail: secretarial@innovassynthinvestments.in

## STATEMENT OF UN-AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTH ENDED 31 DECEMBER 2024

Amount Rupees in Lakhs (except per share data)

Sr. No.	Particulars	Quarter ended			Nine Month ended		Year Ended
		31 Dec 2024	30 Sept 2024	31 Dec 2023	31 Dec 2024	31 Dec 2023	31 Mar 2024
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	<b>Income</b>						
	Revenue from operations	-	-	-	-	-	-
	Other income	-	-	-	-	-	-
	<b>Total income</b>	-	-	-	-	-	-
2	<b>Expenses</b>						
	Cost of materials consumed	-	-	-	-	-	-
	Purchases of stock-in-trade	-	-	-	-	-	-
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	-	-	-	-	-	-
	Employee benefits expense	2.74	2.85	2.12	8.23	5.94	8.17
	Finance costs	10.71	9.59	8.83	29.44	25.56	34.47
	Depreciation and amortisation expense	-	-	-	-	-	-
	Other Expenses	9.48	9.35	6.34	24.63	21.30	26.89
	<b>Total expenses</b>	<b>22.93</b>	<b>21.79</b>	<b>17.29</b>	<b>62.30</b>	<b>52.81</b>	<b>69.53</b>
3	<b>Loss before Tax and before share of profit/(loss) of associate (1-2)</b>	<b>(22.93)</b>	<b>(21.79)</b>	<b>(17.29)</b>	<b>(62.30)</b>	<b>(52.81)</b>	<b>(69.53)</b>
4	Share of Profit/(loss) of associate	346.52	(550.16)	(366.51)	(772.47)	(967.02)	(14.88)
5	<b>Loss after share in profit/(loss) of associate and before Exceptional Items and Tax (3-4)</b>	<b>323.59</b>	<b>(571.95)</b>	<b>(383.79)</b>	<b>(834.77)</b>	<b>(1,019.82)</b>	<b>(84.41)</b>
6	<b>Exceptional Items (Refer note 5)</b>	<b>4.13</b>	<b>28.12</b>		<b>32.25</b>		
7	Tax expense/ (credit)						
	Current tax	-	-	-	-	-	-
	Deferred tax	-	-	-	-	-	-
	<b>Total tax expense</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
8	<b>Profit / (Loss) for the period after tax (5-6)</b>	<b>319.46</b>	<b>(600.07)</b>	<b>(383.79)</b>	<b>(867.02)</b>	<b>(1,019.82)</b>	<b>(84.41)</b>
9	<b>Other Comprehensive income</b>						
	A. Items will not be reclassified to profit or loss						
	i. Fair value change for investment in equity instruments	-	-	-	-	-	-
	ii. Income Tax relating to items that will not be reclassified as profit or loss	-	-	-	-	-	-
	B. i Items that will be reclassified to profit or loss	-	-	-	-	-	-
	ii. Income Tax relating to items that will be reclassified to profit or loss	-	-	-	-	-	-
10	<b>Total comprehensive Income/ (Expense) for period ( Net of Tax)(9-10)</b>	<b>319.46</b>	<b>(600.07)</b>	<b>(383.79)</b>	<b>(867.02)</b>	<b>(1,019.82)</b>	<b>(84.41)</b>
11	Share of profit / (loss) of associate	(7.57)	-	-	(7.57)	-	-
12	<b>Net Profit / (Loss) after taxes, minority interest and share of profit / (loss) of associates (10+11)</b>	<b>311.90</b>	<b>(600.07)</b>	<b>(383.79)</b>	<b>(874.58)</b>	<b>(1,019.82)</b>	<b>(84.41)</b>
13	Paid-up equity share capital (Face value Rs. 10 each)	2,798.43	2,798.43	2,427.80	2,798.43	2,427.80	2,427.80
14	Other Equity	-	-	-	-	-	-
15	<b>Earnings per share (of Rs 10 each):</b>						
	Basic and Diluted (Rs)	1.14	(2.46)	(1.58)	(3.39)	(4.20)	(0.35)
		(not annualised)					
	See accompanying notes to the Financial Results						



**INNOVASSYNTH INVESTMENTS LIMITED**

CIN:L67120MH2008PLC178923

Registered office: C-2/3, KMC No 91, Innovassynth Colony, Khopoli - 410203, Raigad, MH IN  
Website: www.innovassynthinvestments.in, E-mail ID:secretarial@innovassynthinvestments.in**Notes to the Statement of Unaudited Consolidated Financial Results**

1) The above unaudited consolidated financial results for the quarter ended 31 December 2024 have been subjected to limited review by the statutory auditors of Innovassynth Investments Limited ('the Holding Company') and reviewed by the Audit Committee and approved by the Board of Directors of the Holding Company at the meeting held on 10 February 2025.

2) The Holding Company has only single reportable business segment and hence no disclosures have been made in this regard.

3) The Holding Company has incurred a net profit after tax of Rs. 311.90 Lakhs (Quarter ended 31 December 2023 Rs. 383.79 Lakhs) during the quarter ended 31 December 2024 and as of that date, has accumulated losses of Rs. 1353.77 Lakhs (as at 31 December 2023 Rs. 2,745.91 Lakhs). The Company has adverse financial ratios and no cash inflows from operating activities.

However, being an investment company, the management believes that on the occurrence of any of the two mentioned events in future with respect to its associate company, Innovassynth Technologies (India) Limited ('ITIL') i.e. declaration of dividend by ITIL, or selling off partial/complete investment stake in ITIL, the Company will be able to generate additional cash flows. ITIL is generating profits and projects fair performance in the future and had also considered an expansion of business in future that will add up to its financial stability.

Refer note 5 below, where the Company has applied for merger of ITIL with the Company. The application is currently pending with SEBI and subject to further approval by NCLT.

Based on the above, the management believes that the Company will continue as a going concern and thereby will be able to realize its assets and discharge its liabilities in the normal course of its business. Accordingly, these financial results have been prepared considering the Company on going concern assumption and consequently, no adjustments have been made to the carrying values of assets and liabilities.

4) The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received Presidential assent on 28 September 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on 11 November 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued. The Holding Company will assess the impact of the Code and will give appropriate impact in the financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

5) The Board of Directors of the Company, in its meeting held on August 23, 2024, approved Draft Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited (Associate Company) into the Company and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with applicable rules of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The Appointed Dated as per Draft Scheme is 1 October 2024 or such other date as may be directed or approved by the Hon'ble National Company Law Tribunal (NCLT). The application is currently pending with SEBI for approval and subject to further approval by NCLT. All expenses incurred till 31 December 2024 in respect of the proposed merger are disclosed as exceptional items considering the nature and incidence of the cost incurred.

6) Previous period's figures have been regrouped / reclassified wherever necessary to correspond with the current period's classification/ disclosure.

For and on behalf of the Board of Directors  
Innovassynth Investments Limited



Dr. Hardik Joshipura  
CMD  
DIN: 09392511

Sameer Pakhali  
Company Secretary & CFO

Place: 10.02.2025  
Date: Khopoli

**Independent Auditors' Review Report**  
**On the unaudited quarterly standalone financial results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,  
The Board of Directors  
INNOVASSYNTH INVESTMENTS LIMITED

We have reviewed the accompanying statement of unaudited standalone financial results of Innovassynth Investments Limited ('the Company') for the quarter and nine months ended December 31, 2024. ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

This Statement, which is the responsibility of the Company's Management and has been approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and an analytical procedure applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

**Material Uncertainty Related to Going Concern**

We draw attention to the Note 3 of the standalone financial results, which indicates that the Company has incurred a net loss of INR 27.06 lakhs during the quarter ended December 31, 2024 and as of that date, has accumulated losses of INR 652.81 lakhs. As stated in the said Note, these events, or conditions, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

**P G BHAGWAT LLP**  
Chartered Accountants  
LLPIN: AAT-9949

However, being an investment company, the management believes that on occurrence of either or of the mentioned events in future with respect to its investee company, Innovassynth Technologies (India) Limited ('ITIL') i.e. declaration of dividend by ITIL or selling off partial/complete investment stake in ITIL, will enable the Company to generate additional cash flows. Also refer note 5 to unaudited standalone financial results of the Company in respect of proposed merger of ITIL with the Company. In view of the above, the standalone financial results of the Company have been prepared on a going concern basis. Our review conclusion is not modified in respect of the above matter.

For **P G BHAGWAT LLP**  
Chartered Accountants  
Firm Registration Number: 101118W/W100682

**ABHIJIT  
PRADIP  
SHETYE**

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Date: 2025.02.10  
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Abhijit Shetye

Partner

Membership Number: 151638

UDIN: 25151638BMUIHD6500

Pune

February 10, 2025

## INNOVASSYNTH INVESTMENTS LIMITED

CIN:L67120MH2008PLC178923

Registered office: Shop No.17, C-Wing, S. No-55, CT.S.No.-1655, Leena Heritage Co Op. Housing Society, Khopoli, Raigarh, Maharashtra, India, 410203

Website: www.innovassynthinvestments.in

E-mail: secretarial@innovassynthinvestments.in

## STATEMENT OF UN-AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTH ENDED 31 DECEMBER 2024

Amount Rupees in Lakhs (except per share data)

Sr. No.	Particulars	Quarter ended			Nine Month ended		Year Ended
		31 Dec 2024	30 Sept 2024	31 Dec 2023	31 Dec 2024	31 Dec 2023	31 Mar 2024
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	<b>Income</b>						
	Revenue from operations	-	-	-	-	-	-
	Other income	-	-	-	-	-	-
	<b>Total income</b>	-	-	-	-	-	-
2	<b>Expenses</b>						
	Cost of materials consumed	-	-	-	-	-	-
	Purchases of stock-in-trade	-	-	-	-	-	-
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	-	-	-	-	-	-
	Employee benefits expense	2.74	2.85	2.12	8.23	5.94	8.17
	Finance costs	10.71	9.59	8.83	29.44	25.56	34.47
	Depreciation and amortisation expense	-	-	-	-	-	-
	Other Expenses	9.48	9.36	6.34	24.63	21.30	26.91
	<b>Total expenses</b>	<b>22.93</b>	<b>21.80</b>	<b>17.29</b>	<b>62.30</b>	<b>52.81</b>	<b>69.55</b>
3	<b>Loss before tax (1-2)</b>	<b>(22.93)</b>	<b>(21.80)</b>	<b>(17.29)</b>	<b>(62.30)</b>	<b>(52.81)</b>	<b>(69.55)</b>
4	<b>Exceptional Items (Refer note 5)</b>	4.13	28.12	-	32.25	-	-
5	<b>Loss before tax (3-4)</b>	<b>(27.06)</b>	<b>(49.92)</b>	<b>(17.29)</b>	<b>(94.55)</b>	<b>(52.81)</b>	<b>(69.55)</b>
6	<b>Tax expense/ (credit)</b>						
	Current tax	-	-	-	-	-	-
	Deferred tax	-	-	-	-	-	-
	<b>Total tax expense</b>	-	-	-	-	-	-
7	<b>Loss for the period after tax (3-4)</b>	<b>(27.06)</b>	<b>(49.92)</b>	<b>(17.29)</b>	<b>(94.55)</b>	<b>(52.81)</b>	<b>(69.55)</b>
8	<b>Other Comprehensive income</b>						
	i. Items will not be reclassified to profit or loss						
	- Fair value change for investment in equity instruments	-	-	-	-	-	-
	- Income Tax relating to items that will not reclassified as profit or loss	-	-	-	-	-	-
	ii. Income Tax relating to items that will not reclassified as profit or loss	-	-	-	-	-	-
	B.i Items that will be reclassified to profit or loss	-	-	-	-	-	-
	ii. Income Tax relating to items that will be reclassified to profit or loss	-	-	-	-	-	-
9	<b>Total comprehensive income/ (Expense) for period ( Net of Tax)(5-6)</b>	<b>(27.06)</b>	<b>(49.92)</b>	<b>(17.29)</b>	<b>(94.55)</b>	<b>(52.81)</b>	<b>(69.55)</b>
10	Paid-up equity share capital (Face value Rs. 10 each)	2,798.43	2,798.43	2,427.80	2,798.43	2,427.80	2,427.80
11	Other Equity	-	-	-	-	-	-
12	<b>Earnings per share (of Rs 10 each):</b>						
	Basic and Diluted (Rs)	(0.10)	(0.20)	(0.07)	(0.37)	(0.22)	(0.29)
	See accompanying notes to the Financial Results	(not annualised)					



**INNOVASSYNTH INVESTMENTS LIMITED**

CIN:L67120MH2008PLC178923

Registered office: Shop No.17, C-Wing, S. No-55, CT.S.No.-1655, Leena Heritage Co Op. Housing Society, Khopoli, Raigarh, Maharashtra, India, 410203

Website: www.innovassynthinvestments.in, E-mail ID:secretarial@innovassynthinvestments.in

**Notes to the Statement of Unaudited Standalone Financial Results**

1) The above unaudited standalone financial results for the quarter ended 31 December 2024 have been subjected to limited review by the statutory auditors of the Company and reviewed by the Audit Committee and approved by the Board of Directors of the Company at the meeting held on 10 February 2025.

2) The Company has only single reportable business segment and hence no disclosures have been made in this regard.

3) The Company has incurred a net loss after tax of Rs. 27.06 Lakhs (Quarter ended 31 December 2023 Rs. 17.29 Lakhs) during the Quarter ended 31 December 2024 and as on that date, has accumulated losses of Rs. 652.81 Lakhs (as at 31 December 2023 Rs.594.33 Lakhs). The Company has adverse financial ratios and no cash inflows from operating activities.

However, being an investment Company, the management believes that on occurrence of any of the two mentioned events in future with respect to its investee company, Innovassynth Technologies (India) Limited ('ITIL') i.e. declaration of dividend by ITIL, or selling off partial/complete investment stake in ITIL, the Company will be able to generate additional cash flows. ITIL is generating profits and projects fair performance in future and had also considered expansion of business in future that will add up to its financial stability.

Refer note 5 below, where the Company has applied for merger of ITIL with the Company. The application is currently pending with SEBI and subject to further approval by NCLT.

Based on the the above, the management believes that the Company will continue as a going concern and thereby will be able to realize its assets and discharge its liabilities in the normal course of its business. Accordingly, these financial results/ financial statements have been prepared considering the Company on going concern assumption and consequently, no adjustments have been made to the carrying values of assets and liabilities.

4) The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received Presidential assent on 28 September 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on 11 November 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued. The Company will assess the impact of the Code and will give appropriate impact in the financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

5)The Board of Directors of the Company, in its meeting held on August 23, 2024, approved Draft Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited (Associate Company) into the Company and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with applicable rules of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The Appointed Dated as per Draft Scheme is 1 October 2024 or such other date as may be directed or approved by the Hon'ble National Company Law Tribunal (NCLT). The application is currently pending with SEBI for approval and subject to further approval by NCLT. All expenses incurred till 31 December 2024 in respect of the proposed merger are disclosed as exceptional items considering the nature and incidence of the cost incurred.

6) Previous period's figures have been regrouped / reclassified wherever necessary to correspond with the current period's classification/ disclosure.

For and on behalf of the Board of Directors  
Innovassynth Investments Limited



Dr. Hardik Joshipura  
CMD  
DIN: 09392511

Sameer Pakhali  
Company Secretary & CFO

Place: Khopoli  
Date: 10-02-2025

**REPORT OF THE AUDIT COMMITTEE OF INNOVASSYNTH TECHNOLOGIES (INDIA) LIMITED RECOMMENDING THE DRAFT SCHEME OF MERGER BY ABSORPTION OF INNOVASSYNTH TECHNOLOGIES (INDIA) LIMITED ("TRANSFEROR COMPANY" OR "ITIL") WITH INNOVASSYNTH INVESTMENTS LIMITED ("TRANSFEE COMPANY" OR "IIL") AND THEIR SHAREHOLDERS DATED AUGUST 23, 2024.**

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**Audit Committee Members present:**

Mr. Prosenjit Gupta .... Chairman  
Mr. Viren Raheja ..... Member  
Dr. K Ganesh ..... Member

**I. Background:**

The 61<sup>st</sup> meeting of the Audit Committee was held on August 23, 2024 to consider and, if thought fit, recommend to the Board of Innovassynth Investments Limited ("IIL" or "Transferee Company" or "Company"), a draft of the proposed Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited ("ITIL" or "Transferor Company") with the Innovassynth Investments Limited ("IIL" or "Transferee Company") and their shareholders ("Scheme") wherein, with effect from the Appointed Date i.e. 1 October, 2024 and upon the Scheme coming into effect, the Transferor Company along with its Undertaking, as defined in the Scheme, shall stand merged with and be vested in the Transferee Company, as a going concern, without any further act or instrument together with all the properties, assets, rights, liabilities, benefits and interest therein, as more specifically described in the Scheme in accordance with the terms of the Scheme and pursuant to the provisions of Sections 230 to 232 read with applicable provisions of the Companies Act, 2013 ("Act") and the rules and regulations made thereunder, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force).

The Transferor Company is incorporated under the provisions of the Companies Act, 1956. The Transferee Company is incorporated under the provisions of the Companies Act, 1956. The equity shares of the Transferee Company are listed on BSE Limited and hence the approval of SEBI and BSE Limited will be required for the Scheme.

The Scheme which shall be presented before the jurisdictional bench of NCLT under Sections 230 to 232 and other applicable provisions of the Act has been drawn up to be in compliance with Section 2(1B) and other applicable provisions of Income-tax Act, 1961 as well as other applicable laws including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Scheme is subject to the receipt of approval from the Board of Directors and (a) requisite majority of the shareholders of the respective Transferor Company and Transferee Company (collectively "Companies"), (b) Competent Authority (as defined in the Scheme), (c) SEBI (d) The BSE Limited (hereinafter referred to as "Stock Exchange"); and (e) such other approvals,

**Registered Office:**

Innovassynth Technologies (India) Ltd.  
Old Mumbai-Pune Road, Khopoli – 410 203,  
Mumbai Area, India. Phone: +91-2192-260100  
Email: itil@innovassynth.com  
CIN: U24110MH2001PLC134105

**Corporate Office:**

TCG International Biotech Park,  
2nd Floor, Genesis Square,  
Hinjewadi Phase – II,  
Pune – 411 057, India  
Phone: +91-20-61921000

permissions and sanctions of regulatory and other statutory or governmental authorities/ quasi-judicial authorities, as may be necessary as per applicable laws.

This report of the Audit Committee is made after considering the following documents:

1. Draft Scheme of Merger by Absorption between ITIL and IIL in accordance with the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.
2. Valuation Report dated August 23, 2024, issued by Independent Registered Valuer, CA Harsh Chandrakant Ruparelia, who in his report has recommended the share exchange ratio of 1:1, i.e., 1 (One) fully paid-up equity shares of nominal value of Rs. 10, each of the Transferee Company for every 1 (One) fully paid-up equity shares of nominal value of Rs.10 each held in Transferor Company ("Share Exchange Ratio").
3. Fairness Opinion dated August 23, 2024, issued by Kunvarji Finstock Private Limited providing fairness opinion on the Share Exchange Ratio recommended in the Valuation Report prepared by CA Harsh Chandrakant Ruparelia.

## II. Salient Features of the Proposed Scheme:

The Audit Committee discussed and noted the following salient features of the Scheme:

- a. Merger of Innovassynth Technologies (India) Limited - Transferor Company and vesting the same with and into Innovassynth Investments Limited - the Transferee Company, on a going concern basis;
- b. Pursuant to the sanction of the Scheme by the Competent Authority and upon the conditions for the Scheme to become effective being fulfilled, the Scheme shall become effective from 1 October 2024, or such other date as may be directed or approved by the Hon'ble National Company Law Tribunal or any other appropriate authority ("Appointed Date").
- c. With effect from the Appointed Date and upon the Scheme becoming effective, the entire Undertaking (as defined in the Scheme) of the Transferor Company shall stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in the Transferee Company to become Undertaking of the Transferee Company, in the manner provided for in the Scheme, in accordance with Sections 230 to 232 of the Companies Act and other applicable laws.
- d. The entire paid-up share capital of the Transferor Company, including the shares held by the Transferee Company in the Transferor Company shall stand cancelled in its entirety, without being required to comply with the provisions of Section 66 of the Companies Act.
- e. In consideration of the proposed Scheme, the Transferee Company will issue and allot equity shares, to each shareholder of the Transferor Company (except the Transferee Company), whose names appear in the register of members of Transferor Company on the record date as

may be fixed for this purpose by the Board of Transferor Company in consultation with the Transferee Company, based on swap ratio/share entitlement ratio determined and recommended by the Independent Registered Valuers. No shares shall be issued or allotted by the Company in respect of the shares held by the Company itself in the Transferor Company and all such shares shall stand cancelled and extinguished without any further act, application or deed.

- f. Transfer of the authorized share capital of the Transferor Company to the Transferee Company and consequential increase in the authorized share capital of the Company as provided in Clause 12 of the Scheme.
- g. The equity shares proposed to be allotted by the Transferee Company to the shareholders of the Transferor Company pursuant to the Scheme will be listed on BSE Limited.
- h. The Transferee Company shall follow the method of accounting as per the applicable accounting principles as prescribed under the Companies (Indian Accounting standards) Rules, 2015 (Ind AS) as notified under Section 133 of the Act, as may be amended from time to time.
- i. Name of the Transferee Company 'Innovassynth Investments Limited' will be changed to "Innovassynth Technologies (India) Limited".
- j. The Scheme is and shall be conditional upon and subject to:
  - (i) The requisite sanction or approval from Securities and Exchange Board of India, Stock Exchanges, Registrar of Companies, Regional Director, Official Liquidator as may be applicable or as may be directed by the Tribunal
  - (ii) The Scheme being approved by the respective requisite majority of the members of the Transferor Company and the Transferee Company and the requisite orders of the Tribunal being obtained;  
  
Notwithstanding the above, the Scheme is conditional upon Scheme being approved by the public shareholders through e-voting in terms of Part – I (A)(10)(a) of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June, 2023 and the scheme shall be acted upon only if vote cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.
  - (iii) The certified copy of the order of the Tribunal under Sections 230 to 232 and other applicable provisions of the Act sanctioning the scheme being filed with the Registrar of Companies, Maharashtra at Mumbai by the Transferor and Transferee Companies;
  - (iv) Any other sanction or approval of any governmental or regulatory authority, as may be considered necessary and appropriate by the respective Board of Directors of the Transferor Company and the Transferee Company, being obtained and granted in

respect of any of the matters for which such sanction or approval is required.

### **III. Need and Rationale of the Scheme of Merger by Absorption:**

The Audit Committee discussed and noted the rationale and need for the Scheme of Merger by Absorption of Transferor Company into the Transferee Company, as provided in the draft scheme of merger by absorption, which is reproduced hereunder:

The proposed corporate restructuring mechanism by way of a scheme of merger by absorption is beneficial, advantageous and not prejudicial to the interest of the shareholders, creditors and other stakeholders. The proposed amalgamation of Transferor Company into Transferee Company is in consonance with the global corporate restructuring practices which intends and seeks to achieve flexibility and integration of size, scale and financial strength. The Transferor Company and the Transferee Company believe that the financial, and other resources of the Transferor Company and the Transferee Company pooled in the merged entity, will lead to increased competitive strength, cost reduction and efficiencies and logistic advantages, thereby contributing to future growth. Therefore, the management of the Transferor Company and the Transferee Company believe that this Scheme shall benefit the respective companies, shareholders and other stakeholders of respective companies, inter-alia, on account of the following reasons:

- a) Consolidation of businesses of the group;
- b) The proposed merger will also provide scope for value unlocking for shareholders given that the business of Transferor Company has achieved scale;
- c) Integration of business operations and provide significant impetus to its growth;
- d) Greater efficiency in cash management of the merged entity, and unfettered access to cash flow generated by the business which can be deployed more efficiently to fund growth opportunities;
- e) Garner the benefits arising out of economies of large scale and lower operating costs;
- f) Avoidance of duplication of administrative functions, reduction in multiplicity of legal and regulatory compliances and cost;
- g) Merger will result in increase in net worth of Transferee Company, which will facilitate effective and fast mobilization of financial resources for meeting increased capital expenditure;
- h) Merger shall result in efficient and focused management control and system.

There is no adverse effect of Scheme on the directors, key management personnel, shareholders, creditors, other security holders and employees of Transferor Company and Transferee Company. However, the Board of the Transferor Company upon merger shall stand dissolved without prejudice to decisions, actions, taken by the Board of the Transferor Company. The Scheme would be in the best interest of all stakeholders.

Due to the aforesaid rationale, it is considered desirable and expedient to enter into this Scheme for amalgamation by absorption of Transferor Company with the Transferee Company, and in consideration thereof issue equity shares of the Transferee Company to the shareholders of Transferor Company in accordance with this Scheme.

Accordingly, in order to achieve the above objectives, the Board of Directors of the Parties have resolved to make requisite applications and/or petitions before the Hon'ble National Company Law Tribunal/ Governmental Authority (as defined hereinafter) as the case may be and as applicable under Section 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules framed thereunder and other applicable provisions for the sanction of this Scheme.

**IV. Synergies of business of the entities involved in the Scheme:**

The Committee reviewed the Scheme and noted that the merger would result in the financial and other resources of the Transferor Company and the Transferee Company being pooled in the merged entity, which will lead to increased competitive strength, cost reduction and efficiencies and logistic advantages, thereby contributing to future growth.

Thus, the proposed merger shall result in integration of business operations, efficient and focused management control and more productive utilization of resources which would be beneficial for all stakeholders.

**V. Cost benefit analysis of the Scheme as under:**

There are no social or environmental impact of the proposed restructuring. Except the transaction cost, there are no additional costs involved for the proposed restructuring. The Committee is of the opinion that the expected synergies and benefits in pursuance of the restructuring would offset the impact of such costs for the Company.

**VI. Impact of the scheme on the shareholders are as under:**

- a. The shareholders of the Transferor Company as on the Record Date shall be entitled to equity shares in the Transferee Company basis the share entitlement ratio determined by Independent Registered Valuer, CA Harsh Chandrakant Ruparelia, in the Valuation Reports submitted to this Committee.
- b. The Scheme will not adversely affect the rights or interest of any shareholder of the Transferor and Transferee Company or their respective creditors, in any manner whatsoever.
- c. The Audit Committee discussed the rationale and expected benefits of the Scheme. In view of various documents presented before the Audit Committee, it is observed that this merger will result in optimization of resources, simplifying number of the entities and holding structure of the Company.
- d. Based on the above, the Audit Committee is of the view that the Scheme is in the interest of all the shareholders of the Company.

**VII. Valuation Report And Fairness Opinion**

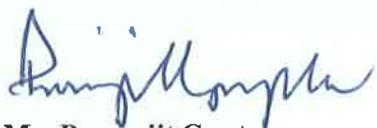
- a. The Audit Committee reviewed the Valuation Report, discussed the methods of valuation and the recommended Share Exchange Ratio with the independent Registered Valuer and the SEBI registered Category-I Merchant Banker who were present at the meeting.
- b. Based on the discussions, with the Registered Valuer and the SEBI registered Category - I Merchant Bankers, review of documents including the Fairness Opinion placed at the meeting, the Audit Committee is of the view that the Share Exchange Ratio is fair to the shareholders of the Company.

#### **VIII. Recommendation of the Audit Committee:**

The Audit Committee after due deliberations and due consideration of all the terms of the draft Scheme, Valuation Report, Fairness Opinion Report, Accounting Treatment Certificate and the specific points mentioned above including interest of Shareholders of the Company, cost benefit analysis of the Scheme, synergies of business and other documents, as placed in the meeting, recommends the draft Scheme for favourable consideration and approval by the Board, Stock Exchange(s), The Securities Exchange Board of India and other appropriate authorities.

This report of the Audit Committee may please be taken on record by the Board while considering the Scheme for approval and further authorisations.

**For and on behalf of the Audit Committee of  
Innovassynth Technologies (India) Limited**



**Mr. Prosenjit Gupta**

**Chairman of the Audit Committee – Independent Director  
DIN – 10278007**

**Dated: August 26, 2024**

**Place: Mumbai**

**REPORT OF THE BOARD OF DIRECTORS OF INNOVASSYNTH TECHNOLOGIES (INDIA) LIMITED UNDER SECTION 232(2)(c) OF THE COMPANIES ACT, 2013, EXPLAINING THE EFFECT OF THE SCHEME OF MERGER BY ABSORPTION ON EQUITY SHAREHOLDERS (PROMOTER AND NON-PROMOTER SHAREHOLDERS), KEY MANAGERIAL PERSONNEL AND DIRECTORS, ADOPTED BY IT AT ITS MEETING HELD ON AUGUST 23, 2024**

**The Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited ("ITIL") with Innovassynth Investments Limited ("IIL" / the "Company") and their respective shareholders**

**1. Background**

- i. A meeting of the Board of Directors of the Company was held on August 23, 2024 to consider and recommend the proposed Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited (the "Transferor Company" or "ITIL" or "Company") with Innovassynth Investments Limited (the "Transferee Company" or "IIL") and their respective shareholders (the "Scheme") to be implemented as per the terms specified in the Scheme.
- ii. As per Section 232 (2)(c) of the Companies Act, 2013 (the "Act"), a report adopted by the Board of Directors of the Company explaining the effect of the proposed Scheme on Equity Shareholders (including promoters and non-promoter shareholders), Key Managerial Personnel ("KMPs"), and Directors of the Company and laying out in particular the share exchange ratio, is required to be circulated to the shareholders / creditors of the Company if meeting of such shareholders / creditors is required to be convened as per the directions of the National Company Law Tribunal. This report is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
- iii. The following documents were placed before the Board for consideration:
  - a. Draft Scheme of Merger by Absorption of ITIL into IIL in accordance with the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 duly initialed by the Chief Financial Officer of the Company for the purpose of identification.
  - b. Memorandum and Articles of Association of IIL and ITIL;
  - c. Audited Accounts of IIL and ITIL as on 31st March 2024
  - d. Audited Accounts of ITIL for the period ended 30<sup>th</sup> June 2024 and limited review financial results of IIL for the period ended 30<sup>th</sup> June 2024
  - e. Fairness opinion dated August 23, 2024, issued by Kunvarji Finstock Private Limited;
  - f. Valuation Reports dated August 23, 2024, issued by Independent Registered Valuers CA Harsh Chandrakant Ruparelia, recommending the share exchange ratio for issue of equity shares to the members of ITIL by IIL pursuant to approval of the Scheme and describing the methodology adopted by them in arriving at the share exchange ratio in relation to the Scheme.  
The share exchange ratio recommended by the Valuers are as follows:

**Innovassynth Technologies (India) Ltd.**

Old Mumbai-Pune Road, Khopoli 410203, Mumbai Area, Maharashtra, INDIA.  
Ph. : +91 2192 260100 | [www.innovassynth.com](http://www.innovassynth.com) | [itil@innovassynth.com](mailto:itil@innovassynth.com)

**CIN NO. : U24110MH2001PLC134105**



*1 (One) equity share of the face value Rs. 10 each of IIL shall be issued and allotted as fully paid up for every 1 (One) equity share of the face value of Rs. 10 each fully paid up held in ITIL.*

No special valuation difficulties were observed or reported in the Valuation Reports.

## 2. Board Report

Based on review of the draft Scheme and above mentioned documents, the Board has formed the opinion that:

### i. Effect of the Scheme on equity shareholders (promoters and non-promoters) of the Company

As far as the shareholders of Transferor Company are concerned, pursuant to the Scheme they will receive shares of the Transferee Company as per the share exchange ratio mentioned in the aforementioned valuation report.

### ii. Effect of the Scheme on KMPs and directors of the Company

Upon the Scheme becoming effective and with effect from the Appointed Date, since the Transferor Company shall stand dissolved, the Directors and / or Key Managerial Personnel (KMPs), shall cease to be Directors and/ or KMPs of the Transferor Company.

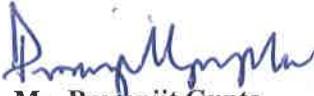
### iii. Effect of the Scheme on Staff and employees:

Under the Scheme, no rights of the staff and employees of the Company are being affected. Upon the coming into effect of the Scheme, all employees on the payroll of the Transferor Company as on the Effective Date, shall become the employees of Transferee Company without any break or interruption of service.

## 3. Adoption of the Report by the Board of Directors

The Board of Directors have adopted this report after noting and considering the information set forth in this report.

By order of the Board  
For INNOVSSYNTH TECHNOLOGIES (INDIA) LIMITED

  
Mr. Prosenjit Gupta

Director

DIN: 10278007

Place: Mumbai

Date: August 26, 2024



**Innovassynth Technologies (India) Ltd.**

Old Mumbai-Pune Road, Khopoli 410203, Mumbai Area, Maharashtra, INDIA.  
Ph. : +91 2192 260100 | [www.innovassynth.com](http://www.innovassynth.com) | [itil@innovassynth.com](mailto:itil@innovassynth.com)

CIN NO. : U24110MH2001PLC134105

# Annexure "6"

## **INNOVASSYNTH INVESTMENTS LIMITED<sup>356</sup>**

Regd. Office: Shop No.17, C-Wing, S. No-55, CT.S.No.-1655, Leena Heritage Co  
Op. Housing Society, Khopoli, Raigarh, Maharashtra, India, 410203  
CIN: L67120MH2008PLC178923

Tel.: 020-61921000.  
Fax: +91-2192-263628.

Website :www.innovassynthinvestments.in  
E-mail : secretarial@innovassynthinvestments.in

**REPORT OF THE BOARD OF DIRECTORS OF INNOVASSYNTH INVESTMENTS LIMITED UNDER SECTION 232(2)(c) OF THE COMPANIES ACT, 2013 EXPLAINING THE EFFECT OF THE SCHEME OF MERGER BY ABSORPTION ON EQUITY SHAREHOLDERS (PROMOTER AND NON-PROMOTER SHAREHOLDERS), KEY MANAGERIAL PERSONNEL AND DIRECTORS, ADOPTED BY IT AT ITS MEETING HELD ON AUGUST 23, 2024.**

**The Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited ("ITIL") with Innovassynth Investments Limited ("IIL" / the "Company") and their respective shareholders.**

### **1. Background**

- i. As per Section 232 (2)(c) of the Companies Act, 2013 (the "Act"), a report adopted by the Board of Directors of the Company explaining the effect of the proposed Scheme of Merger by Absorption under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act 2013 (including any statutory modification or re-enactment or amendment thereof), as may be applicable, for the merger by absorption of Innovassynth Technologies (India) Limited (the "Transferor Company" or "ITIL") with Innovassynth Investments Limited (the "Transferee Company" or "IIL") and their respective shareholders (the "Scheme") on the Equity Shareholders (including promoters and non-promoter shareholders), Key Managerial Personnel ("KMPs"), and Directors of the Company and laying out in particular the share exchange ratio, is required to be circulated to the shareholders / creditors of the Company if meeting of such shareholders / creditors is required to be convened as per the directions of the National Company Law Tribunal. This report is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
- ii. The following documents were placed before the Board for consideration:
  - a. Draft Scheme of Merger by Absorption of ITIL into IIL in accordance with the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 duly initialed by the Director/Company Secretary of the Company for the purpose of identification.
  - b. Memorandum and Articles of Association of IIL and ITIL
  - c. Audited Accounts of IIL and ITIL as on 31st March 2024
  - d. Audited Accounts of ITIL for the period ended 30<sup>th</sup> June 2024 and limited review of financial results of IIL for the period ended 30<sup>th</sup> June 2024
  - e. Fairness opinion dated August 23, 2024, issued by Kunvarji Finstock Private Limited;
  - f. Statutory Auditors Certificate dated August 23, 2024 issued by P.G. Bhagwat LLP, the statutory auditors of IIL as required under section 232(3) of the Act certifying that the accounting treatment in the draft Scheme is in accordance with the accounting standards and applicable law;

- g. Valuation Report dated August 23, 2024, issued by Independent Registered Valuer, CA Harsh Chandrakant Ruparelia, recommending the share exchange ratio for issue of equity shares to the members of ITIL by IIL pursuant to approval of the Scheme and describing the methodology adopted by them in arriving at the share exchange ratio in relation to the Scheme.

The share exchange ratio recommended by the Valuer is as follows:

*1 (One) equity share of the face value INR 10 each of IIL shall be issued and allotted as fully paid up for every 1 (One) equity share of the face value of INR 10 each fully paid up held in ITIL*

No special valuation difficulties were observed or reported in the Valuation Reports.

## 2. Board Report

Based on review of the draft Scheme and above mentioned documents, the Board has formed the opinion that:

### i. Effect of the Scheme on equity shareholders (promoters and non-promoters) of the Company

The Shareholders of the Transferor Company as on the Record Date shall be entitled to equity shares in the Transferee Company basis the share entitlement ratio determined by Independent Registered Valuers CA Harsh Chandrakant Ruparelia, in their Valuation Reports submitted to the Board. Further, the shareholders (both promoters and non-promoters) of the Transferee Company will continue to remain shareholders of the Transferee Company pursuant to the Scheme.

The Scheme will not adversely affect the rights or interest of any shareholders of the Transferor Company and Transferee Company or their respective creditors, in any manner whatsoever.

### ii. Effect of the Scheme on KMPs and Directors of the Company

The Scheme would not have any effect on the Key Managerial Persons ('KMPs') and Directors of the Company who have been appointed pursuant to the provisions of the Companies Act, 2013 and the Articles of Association of the Company and they will continue to be governed in accordance with the terms of their appointment.

The KMPs and directors of the Company and their respective relatives may be deemed to be concerned and/or interested in the Scheme only to the extent of their shareholding in the Company (if any), or to the extent the said KMP / directors are the partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of the trust that hold shares in the Company, as applicable.

### iii. Effect of the Scheme on Staff and employees:

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Under the Scheme, no rights of the staff and employees of the Company are being affected.

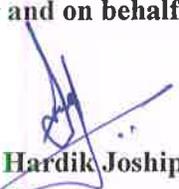
Upon the coming into effect of the Scheme, all employees on the payroll of the Transferor Company as on the Effective Date, shall become the employees of the Transferee Company without any break or interruption of service.

3. Adoption of the Report by the Board of Directors

The Board of Directors have adopted this report after noting and considering the information set forth in this report.

By order of the Board

For and on behalf of Innovassynth Investments Limited



Dr. Hardik Joshipura

CMD

DIN: 09392511

Place: Mumbai

Date: August 26, 2024

**INNOVASSYNTH INVESTMENTS LIMITED**

Regd. Office: Shop No.17, C-Wing, S. No-55, CT.S.No.-1655, Leena Heritage Co  
Op. Housing Society, Khopoli, Raigarh, Maharashtra, India, 410203

CIN: L67120MH2008PLC178923

Annexure-5

Tel.: 020-61921000.  
Fax: +91-2192-263628.

Website :www.innovassynthinvestments.in  
E-mail : secretarial@innovassynthinvestments.in

**REPORT OF THE AUDIT COMMITTEE OF INNOVASSYNTH INVESTMENTS LIMITED RECOMMENDING THE DRAFT SCHEME OF MERGER BY ABSORPTION OF INNOVASSYNTH TECHNOLOGIES (INDIA) LIMITED ("TRANSFEROR COMPANY" OR "ITIL") WITH INNOVASSYNTH INVESTMENTS LIMITED ("TRANSFeree COMPANY" OR "IIL") AND THEIR SHAREHOLDERS DATED AUGUST 23, 2024.**

**Audit Committee Members present:**

Mr. Sandesh Mhadalkar – Chairman

Dr. Hardik Joshipura – Member

Dr. Nalini Ramaswamy – Member

Mr. Dilip Oswal - Member

**I. Background:**

The 64<sup>th</sup> meeting of the Audit Committee was held on August 23 , 2024 to consider and, if thought fit, recommend to the Board of Innovassynth Investments Limited ("IIL" or "Transferee Company" or "Company"), a draft of the proposed Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited ("ITIL" or "Transferor Company") with the Company and their shareholders ("Scheme") wherein, with effect from the Appointed Date i.e. 1 October, 2024 and upon the Scheme coming into effect, the Transferor Company along with its Undertaking, as defined in the Scheme, shall stand merged with and be vested in the Transferee Company, as a going concern, without any further act or instrument together with all the properties, assets, rights, liabilities, benefits and interest therein, as more specifically described in the Scheme in accordance with the terms of the Scheme and pursuant to the provisions of Sections 230 to 232 read with applicable provisions of the Companies Act, 2013 ("Act") and the rules and regulations made thereunder, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Master Circular no. SEBI/HO/CFD/POD-2/CIR/2023/93, dated June 20, 2023 issued by the Securities and Exchange Board of India ("SEBI Master Circular") on schemes of arrangement of listed entities, as amended from time to time.

The Transferee Company is incorporated under the provisions of the Companies Act, 1956. The equity shares of the Transferee Company are listed on BSE Limited.

The Scheme which shall be presented before the jurisdictional bench of NCLT under Section 230 to 232 and other applicable provisions of the Act has been drawn up to be in compliance with Section 2(1B) and other applicable provisions of Income-tax Act, 1961 as well as other applicable laws including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



*[Handwritten signatures]*

The Scheme is subject to the receipt of approval from the Board of Directors and (a) requisite majority of the shareholders of the respective Transferor Company and Transferee Company (collectively "Companies"), (b) Competent Authority (as defined in the Scheme), (c) SEBI (d) The BSE Limited (hereinafter referred to as "Stock Exchange"); and (e) such other approvals, permissions and sanctions of regulatory and other statutory or governmental authorities/ quasi-judicial authorities, as may be necessary as per applicable laws.

This report of the Audit Committee is made in order to comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Master Circular.

This report of the Audit Committee is made after considering the following documents:

1. Draft Scheme of Merger by Absorption between ITIL and IIL in accordance with the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.
2. Valuation Report dated August 23, 2024, issued by Independent Registered Valuer, CA Harsh Chandrakant Ruparelia, who in his report has recommended the share exchange ratio of 1:1 i.e., 1 (One) fully paid-up equity share of nominal value of Rs. 10, each of the Transferee Company for every 1 (One) fully paid-up equity share of nominal value of Rs.10 each held in Transferor Company ("Share Exchange Ratio").
3. Fairness Opinion dated August 23, 2024, issued by Kunvarji Finstock Private Limited providing fairness opinion on the Share Exchange Ratio recommended in the Valuation Report prepared by CA Harsh Chandrakant Ruparelia.
4. Statutory Auditors Certificate dated August 23, 2024, issued by P.G. Bhagwat LLP, Chartered Accountants in terms of Para (A)(5) of Part I of the SEBI Master Circular and proviso to sub-clause (j) of Section 232(3) of the Companies Act, to the effect that the Scheme is in compliance with applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act.

## II. Salient Features of the Proposed Scheme:

The Audit Committee discussed and noted the following salient features of the Scheme:

- a. Merger of Innovassynth Technologies (India) Limited - Transferor Company and vesting the same with and into Innovassynth Investments Limited - the Transferee Company, on a going concern basis;
- b. Pursuant to the sanction of the Scheme by the Competent Authority and upon the conditions for the Scheme to become effective being fulfilled, the Scheme shall become effective from 1 October 2024 or such other date as may be directed or approved by the Hon'ble National Company Law Tribunal or any other appropriate authority ("Appointed Date");
- c. With effect from the Appointed Date and upon the Scheme becoming effective, the entire Undertaking (as defined in the Scheme) of the Transferor Company shall stand



transferred to and vested in and/or be deemed to have been and stand transferred to and vested in the Company to become Undertaking of the Company, in the manner provided for in the Scheme, in accordance with Sections 230 to 232 of the Companies Act and other applicable laws.

- d. The entire paid-up share capital of the Transferor Company including the shares held by the Transferee Company in the Transferor Company shall stand cancelled in its entirety, without being required to comply with the provisions of Section 66 of the Companies Act.
- e. In consideration of the proposed Scheme, the Transferee Company will issue and allot equity shares, to each shareholder of the Transferor Company (except the Transferee Company), whose names appear in the register of members of Transferor Company on the record date as may be fixed for this purpose by the Board of Transferor Company in consultation with the Transferee Company, based on swap ratio/share entitlement ratio determined and recommended by the Independent Registered Valuers. No shares shall be issued or allotted by the Company in respect of the shares held by the Company itself in the Transferor Company and all such shares shall stand cancelled and extinguished without any further act, application or deed.
- f. Transfer of the authorized share capital of the Transferor Company to the Transferee Company and consequential increase in the authorized share capital of the Company as provided in Clause 12 of the Scheme.
- g. The equity shares proposed to be allotted by the Transferee Company to the shareholders of the Transferor Company pursuant to the Scheme will be listed on BSE Limited.
- h. The Transferee Company shall follow the method of accounting as per the applicable accounting principles as prescribed under the Companies (Indian Accounting standards) Rules, 2015 (Ind AS) as notified under Section 133 of the Act, as may be amended from time to time.
- i. Name of the Company 'Innovassynth Investments Limited' will be changed to "Innovassynth Technologies (India) Limited".
- j. The Scheme is and shall be conditional upon and subject to:
  - (i) The requisite sanction or approval from Securities and Exchange Board of India, Stock Exchanges, Registrar of Companies, Regional Director, Official Liquidator as may be applicable or as may be directed by the Tribunal
  - (ii) The Scheme being approved by the respective requisite majority of the members of the Transferor Company and the Transferee Company and the requisite orders of the Tribunal being obtained;

Notwithstanding the above, the Scheme is conditional upon Scheme being approved by the public shareholders through e-voting in terms of Part - I (A)(10)(a) of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June, 2023 and the scheme shall be acted upon only if vote cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.

- (iii) The certified copy of the order of the Tribunal under Sections 230 to 232 and



other applicable provisions of the Act sanctioning the scheme being filed with the Registrar of Companies, Maharashtra at Mumbai by the Transferor and Transferee Companies;

- (iv) Any other sanction or approval of any governmental or regulatory authority, as may be considered necessary and appropriate by the respective Board of Directors of the Transferor Company and the Transferee Company, being obtained and granted in respect of any of the matters for which such sanction or approval is required.

### III. Need and Rationale of the Scheme of Merger by Absorption:

The Audit Committee discussed and noted the rationale and need for the Scheme of Merger by Absorption of Transferor Company into the Transferee Company, as provided in the draft scheme of merger by absorption, which is reproduced hereunder:

The proposed corporate restructuring mechanism by way of a scheme of merger by absorption is beneficial, advantageous and not prejudicial to the interest of the shareholders, creditors and other stakeholders. The proposed amalgamation of Transferor Company into Transferee Company is in consonance with the global corporate restructuring practices which intends and seeks to achieve flexibility and integration of size, scale and financial strength. The Transferor Company and the Transferee Company believe that the financial, and other resources of the Transferor Company and the Transferee Company pooled in the merged entity, will lead to increased competitive strength, cost reduction and efficiencies and logistic advantages, thereby contributing to future growth. Therefore, the management of the Transferor Company and the Transferee Company believe that this Scheme shall benefit the respective companies, shareholders and other stakeholders of respective companies, inter-alia, on account of the following reasons:

- a) Consolidation of businesses of the group;
- b) The proposed merger will also provide scope for value unlocking for shareholders given that the business of Transferor Company has achieved scale;
- c) Integration of business operations and provide significant impetus to its growth;
- d) Greater efficiency in cash management of the merged entity, and unfettered access to cash flow generated by the business which can be deployed more efficiently to fund growth opportunities;
- e) Garner the benefits arising out of economies of large scale and lower operating costs;
- f) Avoidance of duplication of administrative functions, reduction in multiplicity of legal and regulatory compliances and cost;
- g) Merger will result in increase in net worth of Transferee Company, which will facilitate effective and fast mobilization of financial resources for meeting increased capital expenditure;
- h) Merger shall result in efficient and focused management control and system.

There is no adverse effect of Scheme on the directors, key management personnel, shareholders, creditors, other security holders and employees of Transferor Company and Transferee Company. However, the Board of the Transferor Company upon merger shall stand dissolved without prejudice to decisions, actions, taken by the Board of the Transferor Company. The Scheme would be in the best interest of all stakeholders.



Due to the aforesaid rationale, it is considered desirable and expedient to enter into this Scheme for amalgamation by absorption of Transferor Company with the Transferee Company, and in consideration thereof issue equity shares of the Transferee Company to the shareholders of Transferor Company in accordance with this Scheme.

Accordingly, in order to achieve the above objectives, the Board of Directors of the Parties have resolved to make requisite applications and/or petitions before the Hon'ble National Company Law Tribunal/ Governmental Authority (as defined hereinafter) as the case may be and as applicable under Section 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules framed thereunder and other applicable provisions for the sanction of this Scheme.

**IV. Synergies of business of the entities involved in the Scheme:**

The Committee reviewed the Scheme and noted that the merger would result in the financial and other resources of the Transferor Company and the Transferee Company being pooled in the merged entity, which will lead to increased competitive strength, cost reduction and efficiencies and logistic advantages, thereby contributing to future growth.

Thus, the proposed merger shall result in integration of business operations, efficient and focused management control and more productive utilization of resources which would be beneficial for all stakeholders.

**V. Cost benefit analysis of the Scheme as under:**

There are no social or environmental impact of the proposed restructuring. Except the transaction cost, there are no additional costs involved for the proposed restructuring. The Committee is of the opinion that the expected synergies and benefits in pursuance of the restructuring would offset the impact of such costs for the Company.

**VI. Impact of the scheme on the shareholders are as under:**

- a. The shareholders of the Transferor Company as on the Record Date shall be entitled to equity shares in the Transferee Company basis the share entitlement ratio determined by Independent Registered Valuer, CA Harsh Chandrakant Ruparelia, in the Valuation Reports submitted to this Committee.
- b. The Scheme will not adversely affect the rights or interest of any shareholder of the Transferor and Transferee Company or their respective creditors, in any manner whatsoever.
- c. The Audit Committee discussed the rationale and expected benefits of the Scheme. In view of various documents presented before the Audit Committee, it is observed that this merger will result in optimization of resources, simplifying number of the entities and holding structure of the Company.
- d. Based on the above, the Audit Committee is of the view that the Scheme is in the interest of all the shareholders of the Company.

**VII. Valuation Report And Fairness Opinion**



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*[Handwritten signatures]*

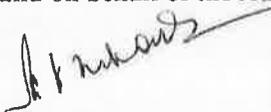
- a. The Audit Committee reviewed the Valuation Report, discussed the methods of valuation and the recommended Share Exchange Ratio with the independent Registered Valuer and the SEBI registered Category-I Merchant Banker who were present at the meeting.
- b. Based on the discussions, with the Registered Valuer and the SEBI registered Category - I Merchant Bankers, review of documents including the Fairness Opinion placed at the meeting, the Audit Committee is of the view that the Share Exchange Ratio is fair to the shareholders of the Company.

#### VIII. Recommendation of the Audit Committee:

The Audit Committee after due deliberations and due consideration of all the terms of the draft Scheme, Valuation Report, Fairness Opinion Report, Accounting Treatment Certificate and the specific points mentioned above including interest of Shareholders of the Company, cost benefit analysis of the Scheme, synergies of business and other documents, as placed in the meeting, recommends the draft Scheme for favorable consideration and approval by the Board, Stock Exchange(s), The Securities Exchange Board of India and other appropriate authorities.

In order for the Transferee Company to comply with the requirements of extant regulations applicable to the listed companies undertaking any scheme of amalgamation, this report of the Audit Committee may please be taken on record by the Board while considering the Scheme for approval and further authorisations.

**For and on behalf of the Audit Committee of Innovassynth Investments Limited**

  
**Mr. Sandesh Mhadalkar**  
 Chairman of the Audit Committee - Independent Director  
 DIN - 08929791



Dated: August 26, 2024  
 Place: Mumbai



# INNOVASSYNTH INVESTMENTS LIMITED

Regd. Office: Shop No.17, C-Wing, S. No-55, CT.S.No.-1655, Leena Heritage Co  
Op. Housing Society, Khopoli, Raigarh, Maharashtra, India, 410203  
CIN: L67120MH2008PLC178923

Tel.: 020-61921000.  
Fax: +91-2192-263628.

Website :www.innovassynthinvestments.in  
E-mail : secretarial@innovassynthinvestments.in

## REPORT OF THE INDEPENDENT DIRECTORS COMMITTEE OF INNOVASSYNTH INVESTMENTS LIMITED ("IIL" OR THE "COMPANY") RECOMMENDING THE DRAFT SCHEME OF MERGER BY ABSORPTION AMONGST THE COMPANY AND INNOVASSYNTH TECHNOLOGIES (INDIA) LIMITED ("ITIL") AND THEIR RESPECTIVE SHAREHOLDERS AT ITS MEETING HELD ON AUGUST 23, 2024 AT MUMBAI

The following Independent Directors were present:

1. Mr. Sandesh Mhadalkar
2. Dr. Nalini Ramaswamy
3. Mr. Dilip Oswal

### 1 Background

- 1.1 A meeting of the Independent Directors Committee of the Company was held on August 23, 2024, to consider and, if thought fit, to recommend to Board of Directors of the Company, the Scheme of Merger by Absorption ("Scheme") of Innovassynth Technologies (India) Limited ("Transferor Company" or "IITL") with Innovassynth Investments Limited ("Transferee Company" or "the Company" or IIL), read under Sections 230 to 232 of the Companies Act, 2013 ('the Act') and other applicable provisions of the Act and rules framed thereunder (including any statutory modification or re-enactment or amendment thereof), as may be applicable.
- 1.2 The draft scheme will be presented to the jurisdictional National Company Law Tribunal ("NCLT") under Sections 230 to 232 of the Act and other applicable provisions of the Act and rules framed thereunder and will be in compliance with the Securities and Exchange Board of India ("SEBI") Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 covering all circulars issued by SEBI in relation to schemes of arrangement including and amendments or modifications thereof ("SEBI Master Circular").
- 1.3 The Transferor Company is an unlisted public company, incorporated under the provisions of the Companies Act, 1956 on December 4, 2001 in the state of Maharashtra under CIN U24110MH2001PLC134105. The name of the Transferor Company was changed from Innovassynth Technologies (India) Limited to Innovassynth Technologies (India) Limited and a fresh certificate of incorporation consequent upon the change of name was issued on July 7, 2004. The registered office of the Transferor Company is situated at Innovassynth Technologies (India) Limited, old Mumbai – Pune Road, Raigarh, Khopoli, Maharashtra, India – 410203. The Transferor Company is engaged in developing, scaling up and manufacturing specialty chemicals and pharmaceuticals intermediates.
- 1.4 The Transferee Company is a public listed company, incorporated under the provisions of the Companies Act, 1956 on February 15, 2008 in the state of Maharashtra under CIN



L67120MH2008PLC178923. The registered office of the Transferee Company is situated at Shop No.17, C-Wing, S. No -55, CT.S.No.-1655, Leena Heritage Co Op. Housing Society, Khopoli, Raigarh (MH), Khopoli, Maharashtra, India, 410203 The equity shares of the Transferee Company are listed on BSE Limited ("BSE"). The Transferee Company is an investment company and holds investments in Transferor Company.

- 1.5 In terms of Para A(2)(i) of Part I of the SEBI Master Circular, a report from the Independent Directors Committee ("**Committee**") recommending the draft Scheme is required, taking into consideration, *inter alia*, that the Scheme is not detrimental to the shareholders of the Company. This report of the Independent Directors Committee has been made in compliance with the requirements of the SEBI Master Circular read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**").
- 1.6 The following documents were placed before the Committee for its consideration:
- (a) Draft Scheme;
  - (b) Share Valuation Ratio Report dated August 23, 2024 ("SVR Report") issued by CA Harsh Chandrakant Ruparelia, Registered Valuer Securities or Financial Assets (IBBI Registration No. IBBI/RV/05/2019/11106), appointed for recommending the fair exchange ratio for the purpose of this Scheme;
  - (c) Fairness Opinion Report dated August 23, 2024 ("Fairness Opinion") issued by Kunvarji Finstock Pvt. Ltd., an Independent SEBI Registered Category-I Merchant Banker (SEBI Registration No. INM000012564), providing its opinion on the Share Valuation Ratio specified in the SVR Report;
  - (d) Statutory Auditors' Certificate dated August 23, 2024 ("**Auditors' Certificate**") issued by P.G. Bhagwat LLP (Firm Registration No. 101118W/W100682), the statutory auditors of the Company, as required under Section 232(3) of the Act certifying that the accounting treatment contained in the draft Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act;

## 2 Need for merger and Rationale of the Scheme

- 2.1 The Committee discussed and noted the salient features of the Scheme, rationale and the benefits of the proposed Scheme and impact of the Scheme on the shareholders, including as below:
- a. The proposed amalgamation of Transferor Company into Transferee Company is in consonance with the global corporate restructuring practices which intends and seeks to achieve flexibility and integration of size, scale and financial strength. The Transferor Company and the Transferee Company believe that the financial, and other resources of the Transferor Company and the Transferee Company pooled in the merged entity, will lead to increased competitive strength, cost reduction and efficiencies and logistic advantages, thereby contributing to future growth. Therefore, the management of the Transferor Company and the Transferee Company believe that this Scheme shall benefit the respective companies, shareholders and other stakeholders of respective companies, inter-alia, on account of the following reasons:

- Consolidation of businesses of the group;
- The proposed merger will also provide scope for value unlocking for shareholders given that the business of Transferor Company has achieved scale;
- Integration of business operations and provide significant impetus to its growth;



- Greater efficiency in cash management of the merged entity, and unfettered access to cash flow generated by the business which can be deployed more efficiently to fund growth opportunities;
  - Garner the benefits arising out of economies of large scale and lower operating costs;
  - Avoidance of duplication of administrative functions, reduction in multiplicity of legal and regulatory compliances and cost;
  - Merger will result in increase in net worth of Transferee Company, which will facilitate effective and fast mobilization of financial resources for meeting increased capital expenditure;
  - Merger shall result in efficient and focused management control and system.
- b. Thus, with the intent to achieve the aforesaid objectives and further, in order to consolidate, streamline and effectively merge the Transferor Company and the Transferee Company in a single entity, it is intended that the Transferor Company be merged with the Transferee Company and in consideration thereof, issue equity shares of the Transferee Company to the shareholders of Transferor Company in accordance with this Scheme.
- c. Accordingly, the Board of Directors of the Parties have resolved to make requisite applications and/or petitions before the Hon'ble National Company Law Tribunal as applicable under Section 230 to 232 and other applicable provisions of the Act, the rules framed thereunder and other applicable provisions for the sanction of this Scheme.
- d. The Scheme is in the interest of all the stakeholders of the Transferor Company and Transferee Company.

### 3 Key features of the Scheme

3.1 The Appointed Date for the proposed Scheme is October 1, 2024.

3.2 Effective date for the Scheme means the last of the dates on which the conditions mentioned in Clause 20 of the Scheme are satisfied. The conditions are as under:

- (a) The requisite sanction or approval from Securities and Exchange Board of India, Stock Exchanges, Registrar of Companies, Regional Director, Official Liquidator as may be applicable or as may be directed by the National Company Law Tribunal
- (b) The Scheme being approved by the respective requisite majority of the members of the Transferor Company and the Transferee Company and the requisite orders of the Tribunal being obtained;

Notwithstanding the above, the Scheme is conditional upon Scheme being approved by the public shareholders through e-voting in terms of Part – I (A)(10)(a) of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June, 2023 and the scheme shall be acted upon only if vote cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.

- (c) The certified copy of the order of the Tribunal under Section 230 to 232 and other applicable provisions of the Act sanctioning the scheme being filed with the Registrar of Companies, Maharashtra at Mumbai by the Transferor and Transferee Companies.

- (d) Any other sanction or approval of any governmental or regulatory authority, as may be considered necessary and appropriate by the respective Board of Directors of the Transferor Company and the Transferee Company, being obtained and granted in respect



of any of the matters for which such sanction or approval is required.

- 3.3 Upon the Scheme becoming effective and upon merger of ITIL with IIL, IIL shall, without any further act or deed, issue and allot equity shares, credited as fully paid up, to the extent indicated below, to every member of ITIL whose names appear in the register of members of ITIL (other than to the extent of shares already held by IIL), on the Record Date or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title in the following proportion viz:

*1 (One) equity share of the face value INR 10 each of IIL shall be issued and allotted as fully paid up for every 1 (One) equity share of the face value of INR 10 each fully paid up held in ITIL*

- 3.4 The Transferee entity shall account for the merger by absorption in accordance with applicable Ind AS notified under Section 133 of the Act read with relevant rules issued thereunder and applicable accounting standards prescribed under the Act.
- 3.5 The equity shares of IIL will be listed and admitted to trading on the BSE in compliance with SEBI Master Circular and other relevant provisions as applicable.

#### **4 Scheme not detrimental to the shareholders of the Company**

- 4.1 The proposal to undertake the Scheme under section 230-232 of the Act and other applicable provisions was placed before the Committee at its meeting held on August 23, 2024. The Committee was informed that under the Scheme, it was proposed to merge both the Companies.
- 4.2 IIL will issue and allot equity shares, as per the Share Valuation Ratio, credited as fully paid-up to the shareholders of the Company, in the manner as set out in paragraph 3.3 above, and in accordance with the recommendation under the SVR Report and the Fairness Opinion.
- 4.3 Shares issued by IIL pursuant to the merger shall rank pari passu in all respects with the existing shares of IIL. The shares of IIL shall be listed and admitted to trading on BSE.
- 4.4 The Committee noted the background, salient features, rationale and the benefits to the Company and its shareholders, as set out above, of the proposed Scheme as placed before it.
- 4.5 In view of the fact that it would be in the best interest of the Company and their respective shareholders and creditors as the proposed merger will result in integration of business operations, efficient and focused management control and more productive utilization of resources which would be beneficial for all stakeholders, the Committee, after due deliberations and due consideration of all the terms of the draft Scheme and other documents presented before the Committee, hereby unanimously notes and is of the opinion that the Scheme is not detrimental to the interests of the Transferee Company and its shareholders.

#### **5 Recommendation of the Independent Directors Committee**

The Independent Directors Committee after due deliberations and due consideration of all the terms of the draft Scheme, the SVR Report, Fairness Opinion and the points mentioned above including that the Scheme is not detrimental to the shareholders of the Company,



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recommends the draft Scheme for favorable consideration and approval by the Board of Directors of the Company, Stock Exchanges, SEBI and other appropriate authorities.

- 5.2 In order to comply with the requirements of the extant regulations applicable to listed companies undertaking any scheme of amalgamation under the Act and SEBI Master Circular, this report of the Committee may please be taken on record by the Board of Directors of the Company while considering the Scheme for approval and further authorization.

**For and on behalf of the Independent  
Directors of Innovassynth Investments  
Limited**



**Dr. NALINI RAMASWAMY**  
**DIN: 09714656**  
**Independent Director**



**Date:** August 26, 2024  
**Place:** Mumbai



## CA Harsh Chandrakant Ruparelia

Registered Valuer – Securities or Financial Assets  
(IBBI Registration No. IBBI/RV/05/2019/11106 and  
Membership No. ICAI RVO/S&FA/00054)

**STRICTLY PRIVATE & CONFIDENTIAL**

23<sup>rd</sup> August 2024

To,

<b>The Audit Committee and Board of Directors, Innovassynth Investments Limited</b> Shop No.17, C-Wing, S.No-55, CT.S.No.-1655, Leena Heritage Co Op. Housing Society, Khopoli, Raigarh(MH), Khopoli, Maharashtra – 410 203.	<b>The Audit Committee and Board of Directors, Innovassynth Technologies (India) Limited</b> Old Mumbai – Pune Road, Raigarh, Khopoli, Maharashtra – 410 203.
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**Sub: Report on Recommendation of Share Exchange Ratio for the proposed Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited with Innovassynth Investments Limited**

Dear Madam / Sirs,

I refer to my engagement letter dated 14<sup>th</sup> August 2024, whereby CA Harsh Chandrakant Ruparelia, Registered Valuer – Securities or Financial Assets (hereinafter referred to as "the Valuer" or "I") has been appointed by the management of Innovassynth Investments Limited [CIN: L67120MH2008PLC178923] (hereinafter referred to as "IIL" or "the Transferee Company") and Innovassynth Technologies (India) Limited [CIN: U24110MH2001PLC134105] (hereinafter referred to as "ITIL" or "the Transferor Company") for the proposed merger of ITIL with IIL under the proposed Scheme of Merger by Absorption (as defined hereinafter).

*ITIL and IIL are hereinafter individually referred to as "the Company" and collectively referred to as "Companies", as the case maybe in terms of the Scheme and the context stated therein.*

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B/702, Jyoti Tower,  
Kandivali Jyoti Park CHS Ltd,  
Opp. Anand Ashram,  
S.V. Road, Kandivali (West),  
Mumbai – 400 067

**CA Harsh C. Ruparelia**  
**Registered Valuer – Securities or Financial Assets**

I am a Registered Valuer as notified under section 247 of the Companies Act, 2013. I hereby further state that I have carried out the valuation exercise in my capacity as an Independent Valuer. I further state that I am not related to the Companies or their promoters or their directors or their relatives. I have been associated with the Group in my independent professional capacity. As on the date of this report, I have no interest or conflict of interest with respect to the valuation exercise under consideration.

In the following paragraphs, I have summarized my understanding of the key facts; key information relied upon, basis of recommendation and exclusions to my scope of work.

The report is structured as under:

1. Purpose of this Report
2. Background
3. Sources of Information
4. Valuation Approach
5. Share Exchange Ratio
6. Exclusions and Disclaimers

**1. PURPOSE OF THIS REPORT**

- 1.1 I understand that the management of the Companies are contemplating a Scheme of Merger by Absorption under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules & regulations framed thereunder for the proposed merger of ITIL with and into IIL in accordance with Section 2(1B) of the Income-tax Act, 1961 ("the Proposed Scheme" or "the Draft Scheme" or "the Scheme"). The merger is proposed to take effect from the appointed date as provided in the Scheme i.e., 1<sup>st</sup> October 2024.
- 1.2 In this regard, CA Harsh Chandrakant Ruparelia, Registered Valuer – Securities or Financial Assets has been appointed by the Companies for recommendation of Fair Share Exchange Ratio for the proposed merger of the Companies. The recommendation of Fair Share Exchange Ratio under the Scheme has been carried out as on 30<sup>th</sup> June 2024, being the Valuation Date and for the purpose of this report, as confirmed by the management of the Companies the Relevant Date is 23<sup>rd</sup> August 2024.
- 1.3 Further, a share swap is also proposed prior to the proposed merger of the companies, wherein, 37,06,250 equity shares of ITIL are proposed to be acquired by IIL from identified shareholders of ITIL and as a consideration, equity shares of IIL would be issued to the identified shareholders of ITIL. The proposed share swap is based on the fair value of the Companies, wherein it is proposed that 37,06,250 number of equity shares of IIL are proposed to be



**CA Harsh C. Ruparelia**  
**Registered Valuer – Securities or Financial Assets**

issued, based on the share swap ratio of 1 equity share of IIL for every 1 equity share of ITIL.

- 1.4 The valuation exercise is undertaken in accordance with the Indian Valuation Standards issued by the Institute of Chartered Accountants of India (ICAI), wherever applicable as per procedures laid down therein.

**2. BACKGROUND**

**2.1 INNOVASSYNTH INVESTMENTS LIMITED ("IIL")**

- 2.1.1 IIL was incorporated on 15<sup>th</sup> February 2008 under the provisions of the erstwhile Companies Act, 1956. The registered office of IIL is currently situated at Shop No.17, C-Wing, S.No-55, CT.S.No.-1655, Leena Heritage Co Op. Housing Society, Khopoli, Raigarh(MH), Khopoli, Maharashtra – 410 203.

- 2.1.2 The summarized equity shareholding pattern of IIL as on June 2024 is as under:

Sr. No.	Category of the Shareholder	No. of shares (FV INR 10)	Shareholding (%)
1.	Promoter & Promoter Group	88,03,738	36.26%
2.	Public	1,54,74,297	63.74%
<b>Total</b>		<b>2,42,78,035</b>	<b>100.00%</b>

Source: <https://www.bseindia.com>

Note: The above shareholding is as on the date of this report. It is proposed that prior to the proposed merger, there would be a share swap i.e. 37,06,250 equity shares of ITIL are proposed to be acquired by IIL from identified shareholders of ITIL and as a consideration, equity shares of IIL would be issued to the identified shareholders of ITIL. Based on the share swap, it is proposed that 37,06,250 number of equity shares of IIL are proposed to be issued, which will form part of Public Category.

- 2.1.3 IIL holds Investments in ITIL and does not carry on any material commercial operations. The equity shares of IIL are listed on BSE.

**2.2 INNOVASSYNTH TECHNOLOGIES (INDIA) LIMITED ("ITIL")**

- 2.2.1 ITIL was incorporated on 4<sup>th</sup> December 2001 under the provisions of the erstwhile Companies Act, 1956. The registered office of ITIL is currently situated at Old Mumbai – Pune Road, Raigarh, Khopoli – 410 203.

- 2.2.2 The equity shareholding pattern of ITIL as on the date of this report is as under:

Sr. No.	Name of the Shareholder	No. of shares (FV INR 10)	Shareholding (%)
1	Innovassynth Investments Limited	2,38,50,070	31.79%
2	Viren Rajan Raheja	1,87,55,340	25.00%
3	Akshay Rajan Raheja	1,87,55,340	25.00%



**CA Harsh C. Ruparelia**  
**Registered Valuer – Securities or Financial Assets**

4	Suman R Raheja	37,51,070	5.00%
5	Chanakya Corporate Services Pvt Ltd	34,06,250	4.54%
6	R Raheja Investments Private Limited	20,00,000	2.67%
7	Globus Stores Private Limited	20,00,000	2.67%
8	Rajan B Raheja	15,43,500	2.06%
9	Kalpeshkumar Kishorbhai Morbia	3,00,000	0.40%
10	Others	6,59,781	0.88%
<b>Total</b>		<b>7,50,21,351</b>	<b>100.00%</b>

Source: Management Information

Note: The above shareholding is as on the date of this report. It is proposed that prior to the proposed merger, there would be a share swap i.e. 37,06,250 equity shares of ITIL are proposed to be acquired by IIL from Chanakya Corporate Services Pvt. Ltd. and Kalpeshkumar Kishorbhai Morbia and as a consideration, equity shares of IIL would be issued to these shareholders of ITIL.

2.2.3 ITIL is engaged in the business of developing, scaling up and manufacturing of specialty chemicals and pharmaceuticals intermediates.

### 2.3 PROPOSED SCHEME

The Proposed Scheme would help in achieving benefits, as provided for in Rationale to the Draft Scheme.

### 3. SOURCES OF INFORMATION

For the purpose of the recommendation of the Share Exchange Ratio, I have relied upon the following information, as provided by the management of the Companies:

- (a) Audited financial statements of the Companies for the year ended 31<sup>st</sup> March 2024;
- (b) Audited financial statements of ITIL for the period 1<sup>st</sup> April 2024 to 30<sup>th</sup> June 2024;
- (c) Limited Review financial statements of IIL for the period 1<sup>st</sup> April 2024 to 30<sup>th</sup> June 2024;
- (d) Projected financial statements (including key underlying assumptions) comprising of Balance Sheet and Statement of Profit and Loss of ITIL for the period 1<sup>st</sup> July 2024 to 31<sup>st</sup> March 2025 and for FY 2025-26 to FY 2028-29;
- (e) Market price and volume information for IIL as available on BSE;
- (f) Shareholding pattern of the Companies as on the date of this report;
- (g) Draft Scheme of Merger by Absorption;
- (h) Other relevant details of the Companies such as their history, details of share swap, past and present activities, future plans and prospects, and other relevant information; and



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- (i) Such other information and explanations as required and which have been provided by the management of the Companies.

*Besides the above information and documents, there may be other information provided by the Companies which may not have been perused by me in detail, if not considered relevant for the defined scope. The Companies have been provided with the opportunity to review the draft report as part of the standard practice to make sure that factual inaccuracy & omissions are avoided in the final report.*

I have been informed that Kunvarji Finstock Private Limited have been appointed by the Companies, to provide fairness opinion on the Share Exchange Ratio for the purpose of the aforementioned Scheme. Further, I have had discussions with fairness opinion providers appointed by Companies on the valuation approach.

**4. VALUATION APPROACH**

4.1. "Value is a word of many meanings". The term "value" can have different connotations depending upon the purpose for which it is intended to be used. The Valuation of equity shares of any company would need to be based on a fair value concept. The purpose of fair value is to enable valuer to exercise his discretion and judgement in light of all circumstances, in order to arrive at a value, which is fair to all parties.

4.2. For the purpose of the valuation exercise, generally the following valuation approaches are adopted:

- (a) the 'Underlying Asset' approach;
- (b) the 'Income' approach; and
- (c) the 'Market' approach

4.3. 'Underlying Asset' Approach

(a) In case of the 'Underlying Asset' approach, the value per equity share is determined by arriving at the Net Assets (Assets Less Liabilities) of the company. The said approach is considered taking into account fair value of assets and liabilities, to the extent possible, the respective asset would fetch or liability is payable as on the Valuation Date. The following adjustments be made to arrive at the Fair Value per Share as per the 'Underlying Asset' Approach at Fair Values:

- The Fair Value of quoted shares/securities held by the company, if any, be considered at Market Value of such shares/securities;
- The Fair Value of unquoted shares/securities held by the company, if any, in other entities be arrived at as per suitable approach to that entity to arrive at Fair Value of Investments held by the company;
- The Fair Value of Immovable properties, if any, held by the company be considered at Market Value / Ready Reckoner Value as on the Valuation Date, made available by the management of the company;

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- Adjustments may be made to book value of any other assets for their recoverability on conservative basis after taking into account the management representations and their estimate of the recoverability of the same;
  - Liabilities of the company be considered at their respective Book Values or their payable amounts as on the Valuation Date; and
  - Potential Contingent Liability, if any, be considered based on the discussions with the management and their reasonable estimate of the outflow on account of the same.
- (b) Alternatively, the value may be determined considering the book value of the net assets (Assets Less Liabilities) of the company and/or replacement cost basis, to the extent possible.

I have not considered it appropriate to value ITIL as per 'Underlying Asset' approach since the present valuation is proposed to be carried out on a going concern basis for the purpose of proposed merger and actual realization of operating and/or non-operating assets is not contemplated pursuant to the proposed merger. Further, assets of ITIL may not truly reflect the earning potential, nor asset base dominate earning capacity of ITIL. For the present valuation exercise, other methodologies may hold more relevance for the stated purpose of valuation.

I have taken into consideration the 'Underlying Asset' approach for IIL as it derives value from the assets (investments) it holds.

4.4. 'Income' Approach

Under the 'Income' approach, the equity shares of the company can be valued using Discounted Cash Flow (DCF) method – FCFF approach or FCFE approach or such other approaches.

DCF Method – FCFF Approach (for instance)

- (i) Under the DCF method, the projected free cash flows from business operations after considering fund requirements for projected capital expenditure, incremental working capital and other adjustments are discounted at the Weight Average Cost of Capital (WACC). The sum of the discounted value of such free cash flows and discounted value of perpetuity is the value of the business.
- (ii) Using the DCF method involves determining the following:
- *Estimating the future free cash flows:*

Future Free cash flows are the cash flows expected to be generated by the entity that are available to the providers of entity's capital. The free cash flows under the FCFF method are determined by adjusting



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the Profit after tax for Depreciation and other Non-Cash Items, Interest, Incremental working capital requirements and capital expenditure.

- *Time Frame of such cash flows:*

The time frame for free cash flows is determined by separating the value of the business in the explicit projection period and the post explicit projection period.

- *Appropriate Discount rate (WACC):*

Under DCF-FCFF Method, the time value of money is recognized by applying a discount rate viz. WACC to the future free cash flows to arrive at their present value as on the date of valuation. WACC is considered as the most appropriate discount rate in the DCF Method, since it reflects both the business and the financial risk of the company. In other words, WACC is generally the weighted average of the company's cost of equity capital and debt. Normally, in stable growth companies, the cost of equity is determined by using Capital Asset Pricing Model ('CAPM').

- *Terminal or perpetuity value:*

The Perpetuity value of an ongoing business is determined as present value of the estimated future free cash flows by capitalizing the free cash flows of the last year of the explicit projection period into perpetuity using appropriate rate of return and perpetual growth rate.

- *Valuation of Investment in other entities:*

The investment of the company in other entities, if any is to be valued as per the valuation methodologies suitable to that entity.

- *Value for Equity Shareholders:*

The Value of Business so arrived considering the Net Present Value of the explicit period and terminal or perpetuity value is adjusted for net of cash & cash equivalents, investments, debt, lease liabilities, etc. as on the valuation date to arrive at the value for equity shareholders as on the Valuation Date.

Considering the nature of the Business of ITIL and based on review of projected financial statements made available by the management considering the past performance and best estimates of the future performance and taking into considerations economic conditions, I am of the view that 'Income' approach may be appropriate for the current valuation exercise for arriving at fair value of ITIL, as the assets may not provide true reflection of the earning capacity of ITIL.



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As IIL only holds investments in ITIL and does not carry on any material commercial operations, it would derive value from the investments it holds and therefore, I have not considered it appropriate to value IIL as per 'Income' approach.

4.5. 'Market' Approach

(a) Market Price Method ("MP Method")

The market price of an equity share is the barometer of the true value of the company in case of listed companies. The market value of shares of the company quoted on a recognised stock exchange, where quotations are arising from regular trading reflects the investor's perception about the true worth of the listed companies. The valuation is based on the principles that market valuations arising out of regular trading captures all the factors relevant to the company with an underlying assumption that markets are perfect, where transactions are being undertaken between informed buyers and informed sellers on the floor of the recognised stock exchange.

However, as the stock markets and stock prices are subject to volatility, and as the equity shares of IIL has been frequently traded as per the definition provided under Chapter V - Preferential Issue of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the Regulations") and considering the proposed merger, in my opinion, it is thought appropriate to arrive at the Market Price of IIL as per the Pricing Formula provided under Regulation 164(1) under Chapter V - Preferential Issue of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for frequently traded shares listed on a recognised stock exchange as on the relevant date, being the date of the Board Meeting.

"Frequently traded shares" means shares of the issuer, in which the traded turnover on any recognised stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of the shares of the issuer.

The Regulations provide that the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than the higher of the following:

- i) the 90 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date; or



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- ii) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

The equity shares of ITIL are not listed or quoted on any recognized stock exchange and hence, market price method may not be applicable for valuation of equity shares of ITIL for the present valuation exercise and has only been applied for valuation of shares of IIL as per the said method.

(b) Comparable Companies Multiple ("CCM") Method

Under the CCM method, the value of the equity share of an unlisted company is determined based on publicly available information of the market valuations of the comparable companies on the basis of multiples derived from such market information after making adjustments to the derived multiples on account of dissimilarities with the comparable companies and the strengths, weaknesses and other factors peculiar to the company being valued. This method is applied on the premise that markets are perfect and have captured all the information and factors, which are reflected through their market valuations.

Based on the analysis and in my opinion, it may not be appropriate to consider CCM method for the current valuation exercise, since the present nature or size of operations, financial parameters, etc. of the Companies may not be comparable with those of the benchmark companies.

(c) Comparable Transaction Multiple ("CTM") Method

Under the CTM Method, the value of the equity share of an unlisted company is determined considering the past transactions of similar companies as well as the market value of comparable companies that have an equivalent business model to the company being valued.

Under the CTM Method, the value of shares / business of a company is determined based on market multiples of publicly disclosed transactions in the similar space as that of the subject company. Due to different purposes of investments, transaction rationale and synergy benefits, different control premiums and minority discounts are embedded in the transaction values. Multiples are generally based on data from recent transactions in a comparable sector, but with appropriate adjustment after consideration has been given to the specific characteristics of the business being valued. The multiples of comparable transactions include premiums and discounts for which information



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is not available in the public domain. Due to lack of information on premium and discount of comparable transactions, I have not applied the said method for the purpose of current valuation exercise.

- 4.6. The value so arrived at under any of the approaches is divided by the outstanding number of equity shares to arrive at the value per equity share of the Company(ies).
- 4.7. It is universally recognized that the valuation is not an exact science and that estimating values necessarily involves selecting a method or approach that is suitable for the purpose. The application of any particular method of valuation depends upon various factors including nature of its business, overall objective of the transaction and the purpose of valuation.

**5. SHARE EXCHANGE RATIO**

- 5.1 It is recognized that valuation of any company or assets as a matter is inherently subjective and subject to various factors, which are difficult to predict and beyond control. Valuation exercise involves various assumptions with respect to the specific industry, general business and economic conditions, which are beyond the control of the Companies. The assumptions and analysis of market conditions, comparables, prospects of the industry as a whole and the Companies, which influences the valuation of companies are subject to change over a period of time and even differ between the valuers at the given point of time.
- 5.2 In the ultimate analysis, recommendation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g., present and prospective competition, yield on comparable securities and market sentiments, etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share. This concept is also recognized in judicial decisions. For example, Viscount Simon Bd in Gold Coast Selection Trust Ltd. vs. Humphrey reported in 30 TC 209 (House of Lords) and quoted with approval by the Supreme Court of India in the case reported in 176 ITR 417 as under:  
*'If the asset takes the form of fully paid shares, the valuation will take into account not only the terms of the agreement but a number of other factors, such as prospective yield, marketability, the general outlook for the type of business of the company which has allotted the shares, the result of a contemporary prospectus offering similar shares for subscription, the capital position of the company, so forth. There may also be an element of value in the fact that the holding of the shares gives control of the company. If the asset is difficult to value, but is nonetheless of a money value, the best valuation*



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*possible must be made. Valuation is an art, not an exact science. Mathematical certainty is not demanded, nor indeed is it possible.'*

- 5.3 The fair basis of Share Exchange Ratio for the merger under the Scheme would have to be determined after taking into consideration all the factors and approach mentioned hereinabove. It is however important to note that in doing so, I am not attempting to arrive at the absolute value per share of the Company(ies). The exercise is to work out relative value of the Transferor Company and the Transferee Company to facilitate the determination of a share exchange ratio solely for the purpose of the Proposed Scheme.
- 5.4 As consideration for the proposed merger, equity shareholders of ITIL would be issued equity shares of IIL (other than for shares already held / to be held by IIL in ITIL).
- 5.5 In light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined herein in this report (including exclusions and disclaimers, provided below), in my opinion, it is thought fit to consider value per equity share of IIL determined as per 'Market Price Method', being higher than the value per share arrived at under the 'Underlying Asset' approach, in the ultimate analysis, as the fair value per equity share of IIL, which works out to **INR 29.39/- (Rupees Twenty-Nine and paise Thirty-Nine only)** per equity share having face value of INR 10 each.
- 5.6 In light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined herein in this report (including exclusions and disclaimers, provided below), in my opinion, it is thought fit to consider fair value per equity share of ITIL as per 'Income' approach – DCF method, in the ultimate analysis, which works out to **INR 29.46/- (Rupees Twenty-Nine and paise Forty-Six only)** per equity share having face value of INR 10 each.
- 5.7 Based on the aforementioned recommendation of fair value per share of IIL and ITIL, in my opinion, I recommend that the fair equity share exchange ratio for the proposed merger, may be considered as fair and reasonable as under:  
**"1 (One) equity share of IIL of the face value of INR 10 each, fully paid-up for every 1 (One) equity share of ITIL of face value of INR 10 each, fully paid-up.**
- The Share Exchange Ratio as provided hereinabove with respect to the Scheme has been rounded off to nearest integer, wherever relevant.
- 5.8 Accordingly, valuation approaches as indicated in the format as prescribed under Part I - Para (A)(4) of Annexure II of SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20<sup>th</sup> June 2023, for the purpose of the current exercise, I have provided following weights to the valuation methodologies and other various factors relevant to the valuation exercise for recommendation of Share Exchange Ratio:



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Valuation Approach	IIL (A)		ITIL (B)	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Asset Approach	26.75	0%*	16.54	0%#
Market Approach	29.39	100%^	NA	NA^
Income Approach (DCF Method)	NA	NA*	29.46	100%
Relative Value per Share	29.39		29.46	
<b>Fair Share Exchange Ratio (B:A) (rounded-off)</b>	<b>1:1</b>			

NA stands for Not Adopted / Not Applicable

\* As IIL only holds investments in ITIL and does not carry on any material commercial operations, it would derive value from the investments it holds and therefore, I have not considered it appropriate to value IIL as per 'Income' approach. The value under the Asset Approach considering the proposed share swap would work out to INR 27.11, however, as the minimum price as per the SEBI regulations under Market Approach is higher than under the Asset Approach, I have considered it appropriate to consider the value as per the Market Approach.

# The valuation exercise is undertaken on a going concern basis and the value of assets may not provide true reflection of the earning capacity of the Company.

^ Market Price method has been considered for IIL only as ITIL is not listed on any recognized stock exchange. Further, based on the analysis and in my opinion, it may not be appropriate to consider CCM method for the current valuation exercise, since the present nature or size of operations, financial parameters, etc. of the Companies may not be comparable with those of the benchmark companies. Also, under the CTM Method, the value of shares / business of a company is determined based on market multiples of publicly disclosed transactions in the similar space as that of the subject company. Due to different purposes of investments, transaction rationale and synergy benefits, different control premiums and minority discounts are embedded in the transaction values. Multiples are generally based on data from recent transactions in a comparable sector, but with appropriate adjustment after consideration has been given to the specific characteristics of the business being valued. The multiples of comparable transactions include premiums and discounts for which information is not available in the public domain. Due to lack of information on premium and discount of comparable transactions, I have not applied the said method for the purpose of current valuation exercise.

Note:

A share swap is also proposed prior to the proposed merger, wherein, 37,06,250 equity shares of ITIL are proposed to be acquired by IIL from identified shareholders of ITIL and as a consideration, equity shares of IIL would be issued to the identified shareholders of ITIL. The proposed share swap is based on the fair value of the Companies, wherein it is proposed that 37,06,250 number of equity shares of IIL are proposed to be issued, based on the share swap ratio of 1 equity share of IIL for every 1 equity share of ITIL. Considering the share swap ratio for the abovementioned and the Share Exchange Ratio under the abovementioned Scheme of Merger by Absorption based on the fair value of the Companies and also considering the proposed share swap is also, 1:1, the same will not have any impact on the aforesaid share exchange ratio.



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**6. EXCLUSIONS AND DISCLAIMERS**

- 6.1 The report is subject to the exclusions and disclaimers detailed hereinafter. As such, the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein.
- 6.2 No investigation of the title of assets of the Companies has been made for the purpose of my recommendation and their claim to such rights has been assumed to be valid as represented by the management of the Companies. Therefore, no responsibility is assumed for matters of a legal nature.
- 6.3 The recommendation is based on the estimates of future financial performance of the ITIL as provided to me by the management, which represents their view of reasonable expectation at the point of time when they were prepared, after giving due considerations to the past performance and best estimates of the future performance and taking into considerations economic conditions, market conditions and performance of ITIL. But such information and estimates are not offered as assurances that the particular level of income or profit will be achieved or events will occur as predicted. Actual results achieved during the period covered by the projected financial statements may vary from those contained in the statement and the variation may be material. The fact that I have considered the projections in this valuation exercise should not be construed or taken as I being associated with or a party to such projections.
- 6.4 The work does not constitute certification of the historical financial statements including the working results of the Companies referred to in this report. Accordingly, I am unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report. Valuation analysis and results are specific to the purpose of valuation and the valuation date mentioned in the report is as per agreed terms of the engagement. It may not be valid or used for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.
- 6.5 A valuation of this nature involves consideration of various factors based on prevailing stock market, financial, economic and other conditions including those impacted by prevailing market trends in general and industry trends in particular. This report is issued on the understanding that the Companies have drawn my attention to all material information, which they are aware of concerning the financial position of the Companies and any other matter, which may have an impact on my opinion, on the fair value of the shares of the Companies, including any significant changes that have taken place or are likely to take place in the financial position, subsequent to the report date. I have no responsibility to update this report for events and circumstances occurring after the date of this report.



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- 6.6 The valuation analysis was completed as on the date of this report, a date subsequent to the Valuation Date and accordingly I have taken into account such valuation parameters and over such period, as I considered appropriate and relevant, up to a date close to such completion date.
- 6.7 This Report does not look into the business / commercial reasons behind the proposed transaction or address any potential synergies to the Companies and other parties connected thereto.
- 6.8 In the course of issuing this report, I was provided with both written and verbal information. I have evaluated the information provided to me by the management of the Companies through broad inquiry, analysis and review. I assume no responsibility for any errors in the above information furnished by the management of the Companies and consequential impact on the recommendation of the Share Exchange Ratio. I do not express any opinion or offer any assurance regarding accuracy or completeness of any information made available to me.
- 6.9 The report is not, nor should it be construed as me opining or certifying any compliance with the provisions of any law, whether In India or any other country including companies, taxation and capital market related laws or as regards any legal implications or issues arising from any transaction proposed to be contemplated based on this Report.
- 6.10 The information contained herein and the report is confidential. Any person/party intending to provide finance/invest in the shares/securities/businesses of the Companies, shall do so, after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. It is to be noted that any reproduction, copying or otherwise quoting of this report or any part thereof, can be done only with prior permission in writing. However, no such permission would be required in matters relating to giving effect of the Scheme once the same is approved by the NCLT like quoting it in official communication, in notes to the financial statements etc.
- 6.11 This report is prepared exclusively for the Board of Directors of the Transferor Company and the Transferee Company for the purpose of recommending the fair share exchange ratio for the proposed merger and for submission to the regulatory authorities, court, tribunal and such other authorities, regulators, if required under the applicable provisions of the governing law in relation to the aforesaid Scheme of Merger by Absorption. Further, the fees for this engagement is not contingent upon the recommendation considering the facts and purpose of recommendation.
- 6.12 The decision to carry out the transaction (including consideration thereof) lies entirely with the management / Board of Directors of the Companies and the



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work and the finding shall not constitute recommendation as to whether or not the management / the Board of Directors of the Companies should carry out the transaction.

- 6.13 By its very nature, my work cannot be regarded as an exact science, the conclusions arrived at in many cases will of necessity be subjective and dependent on the exercise of individual judgement. Given the same set of facts and using the same assumptions / approach, opinions may differ due to application of the facts and assumptions / approach, formulas used and numerous other factors. There is, therefore, no indisputable single or standard methodology / approach for arriving at my recommendation. Although the conclusions are in my opinion reasonable, it is quite possible that others may not agree.
- 6.14 CA Harsh Chandrakant Ruparelia, nor its employees or agents or any of them, makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the report is issued. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the report. I am not liable to any third party in relation to issue of this report. In no event, I shall be liable for any loss, damage, cost or expense arising in any way from any acts carried out by the Companies referred herein or any person connected thereto.

If you require any clarifications on the above, I would be happy to clarify the same. I am thankful to your team for kind co-operation and support during this assignment.

Thanking you,  
 Yours faithfully,

*Harsh C. Ruparelia*

**CA HARSH CHANDRAKANT RUPARELIA**  
 REGISTERED VALUER – Securities or Financial Assets  
 IBBI Registration No. IBBI/RV/05/2019/11106  
 Membership No. ICAI RVO/S&FA/00054  
 ICAI Membership No. 160171  
 Date: 23<sup>rd</sup> August 2024  
 Place: Mumbai  
 UDIN: 24160171BKDZSG5446



Date: August 23, 2024

Annexure-6

To,  
The Audit Committee and Board of  
Directors,  
Innovassynth Investments Limited,  
Shop No.17, C-Wing, S.No-55, CT.S.No.-1655,  
Leena Heritage Co Op. Housing Society,  
Khopoli, Raigarh(MH), Khopoli

To,  
The Audit Committee and Board of  
Directors,  
Innovassynth Technologies (India)  
Private Limited,  
Old Mumbai – Pune Road, Raigarh,  
Khopoli, Maharashtra – 410203.

Dear Sir/Ma'am,

**Subject: Fairness opinion to the Board of Directors of Innovassynth Investments Limited on the recommendation of fair equity share exchange ratio for the proposed merger by absorption of Innovassynth Technologies (India) Limited with Innovassynth Investments Limited**

We refer to our discussion undertaken with the Management of Innovassynth Investments Limited (*hereinafter referred to as "IIL" or "Transferee Company"*) wherein the Management of IIL has appointed Kunvarji Finstock Private Limited, a Category I Merchant Banker registered with SEBI having Registration Number – INM000012564 (*hereinafter referred to as "Kunvarji" or "We" or "Us" or "Our"*) vide engagement letter dated August 21, 2024 to provide a fairness opinion on the fair equity share exchange ratio for the proposed merger by absorption of Innovassynth Technologies (India) Limited (*hereinafter referred to as "ITIL" or "Transferor Company"*) with and into Innovassynth Investments Limited with effect from the Appointed Date as defined in the Scheme (*hereinafter referred to as the "Proposed Merger" or "Proposed Transaction"*) as recommended by CA Harsh Chandrakant Ruparelia, Chartered Accountants, Registered Valuer Securities or Financial Assets (IBBI Registration No. IBBI/RV/05/2019/11106 and Membership No. ICMAI RVO/S&FA/00054) (*hereinafter referred to as the "Independent Valuer"*) vide report dated August 23, 2024.

*Hereinafter the Management including the Board of Directors of IIL and ITIL shall collectively be referred to as the "Management"; Transferor Company and Transferee Company shall collectively be referred to as "Transacting Companies".*

Further, a share swap is also proposed prior to the proposed merger of the Transacting Companies, wherein, 37,06,250 equity shares of ITIL are proposed to be acquired by IIL from identified shareholders of ITIL and as a consideration, equity shares of IIL would be issued to the identified public shareholders of ITIL. The proposed share swap is based on the fair value

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Corporate Office : 1208-20, 12th Floor, Summit Business Park, Opp. AVR Cinema,  
Near Western Express Highway - Metro Station, Andheri (E), Mumbai, Maharashtra - 400093.  
CIN - U65910GJ1986PTC008979



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of the Transacting Companies , wherein it is proposed that 37,06,250 number of equity shares of IIL are proposed to be issued, based on the share swap ratio of 1 equity share of IIL for every 1 equity share of ITIL.

Please find enclosed our deliverables in the form of a report (*the "Report"*). This Report sets out the transaction overview, scope of work, background of the Transacting Companies, sources of information and our opinion on the equity share exchange ratio for the aforesaid Proposed Merger recommended by the Independent Valuer.

This Report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

This Report has been issued only to facilitate the Proposed Merger and should not be used for any other purpose.

**For, Kunvarji Finstock Private Limited**



**Mr. Kunal Shah**  
**Director (DIN: 00049623)**

**Date: August 23, 2024**

Kunvarji Finstock Pvt. Ltd.

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Corporate Office : "1208-20, 12th Floor, Summit Business Bay, Opp. PVR Cinema,

Near Western Express Highway - Metro Station, Andheri (E), Mumbai, Maharashtra - 400093.

CIN - U65910GJ1986PTC008979



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**1. BACKGROUND OF THE TRANSACTING COMPANIES**
**❖ Innovassynth Technologies (India) Limited (Transferor Company)**

Innovassynth Technologies (India) Limited is an unlisted public company bearing CIN U24110MH2001PLC134105 and was incorporated under the provisions of the Companies Act, 1956 on December 4, 2001. The registered office of the company is located at Innovassynth Technologies (India) Limited, old Mumbai – Pune Road, Raigarh, Khopoli, Maharashtra, India – 410203.

The Transferor Company is engaged in developing, scaling up and manufacturing of speciality chemicals and pharmaceuticals intermediates.

The summary of the equity shareholding pattern of ITIL as on the date of this report is as under:

Sr. No.	Name of the Shareholder	No. of shares held (FV – INR 10 each)	Shareholding (%)
1	Innovassynth Investments Limited	2,38,50,070	31.79%
2	Viren Rajan Raheja	1,87,55,340	25.00%
3	Akshay Rajan Raheja	1,87,55,340	25.00%
4	Suman R Raheja	37,51,070	5.00%
5	Chanakya Corporate Services Pvt Ltd	34,06,250	4.54%
6	R Raheja Investments Private Limited	20,00,000	2.67%
7	Globus Stores Private Limited	20,00,000	2.67%
8	Rajan B Raheja	15,43,500	2.06%
9	Kalpeshkumar Kishorbhai Morbia	3,00,000	0.40%
10	Others	6,59,781	0.88%
<b>Total</b>		<b>7,50,21,351</b>	<b>100.00%</b>

**(Source: Management)**

*Note: The above shareholding is as on the date of this report. It is proposed prior to the proposed merger of the Transacting Companies, there would be a share swap i.e. 37,06,250 equity shares of ITIL are proposed to be acquired by IIL from Chanakya Corporate Services Pvt. Ltd. and Kalpeshkumar Kishorbhai Morbia and as a consideration, equity shares of IIL would be issued to these shareholders of ITIL.*

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**❖ Innovassynth Investments Limited (Transferee Company)**

Innovassynth Investments Limited is a public listed company bearing CIN L67120MH2008PLC178923 and was incorporated under the provisions of the Companies Act, 1956 on February 15, 2008. The registered office of the company is located at Shop No.17, C-Wing, S.No-55, CT.S.No.-1655, Leena Heritage Co Op. Housing Society, Khopoli, Raigarh(MH), Khopoli, Maharashtra, India, 410203.

The equity shares of the Transferee Company are listed on the BSE Limited and are traded under Scrip Code 533315.

The Transferee Company holds investments in Transferor Company and does not carry on any material commercial operations.

The summary of the equity shareholding pattern of IIL as on the date of this report is as under:

Sr. No.	Category of the Shareholder	No. of shares held (FV – INR 10 each)	Shareholding (%)
1	Promoter & Promoter Group	88,03,738	36.26%
2	Public	1,54,74,297	63.74%
<b>Total</b>		<b>2,42,78,035</b>	<b>100.00%</b>

**(Source: Management)**

*Note: The above shareholding is as on the date of this report. It is proposed that prior to the proposed merger, there would be a share swap i.e. 37,06,250 equity shares of ITIL are proposed to be acquired by IIL from identified shareholders of ITIL and as a consideration, equity shares of IIL would be issued to the identified shareholders of ITIL. Based on the share swap, it is proposed that 37,06,250 number of equity shares of IIL are proposed to be issued, which will form part of Public Category.*

**2. TRANSACTION OVERVIEW, RATIONALE OF THE SCHEME & SCOPE OF SERVICES**
**❖ Transaction Overview**

We understand that the Management of the Transacting Companies are contemplating a scheme of merger by absorption, wherein they intend to merger ITIL with and into IIL in accordance with the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment or

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amendment thereof), as may be applicable with effect from the Appointed Date and in a manner provided in the draft Scheme of Merger by Absorption (*hereinafter referred to as 'the Scheme'*).

We understand that as consideration for the Proposed Merger of ITIL with and into IIL, equity shareholders of ITIL would be issued equity shares of IIL (except shares already held by IIL in ITIL). The equity shares of IIL to be issued for the aforesaid Proposed Merger will be based on the fair equity share exchange ratio based on the fair equity share exchange ratio report prepared by the Independent Valuer appointed by them.

#### ❖ **Rationale of the Scheme**

*The proposed corporate restructuring mechanism by way of a scheme of merger by absorption is beneficial, advantageous and not prejudicial to the interest of the shareholders, creditors and other stakeholders. The proposed amalgamation of Transferor Company into Transferee Company is in consonance with the global corporate restructuring practices which intends and seeks to achieve flexibility and integration of size, scale and financial strength. The Transferor Company and the Transferee Company believe that the financial, and other resources of the Transferor Company and the Transferee Company pooled in the merged entity, will lead to increased competitive strength, cost reduction and efficiencies and logistic advantages, thereby contributing to future growth. Therefore, the management of the Transferor Company and the Transferee Company believe that this Scheme shall benefit the respective companies, shareholders and other stakeholders of respective companies, inter-alia, on account of the following reasons:*

- a. Consolidation of businesses of the group;
- b. The proposed merger will also provide scope for value unlocking for shareholders given that the business of Transferor Company has achieved scale;
- c. Integration of business operations and provide significant impetus to its growth;
- d. Greater efficiency in cash management of the merged entity, and unfettered access to cash flow generated by the business which can be deployed more efficiently to fund growth opportunities;
- e. Garner the benefits arising out of economies of large scale and lower operating costs;
- f. Avoidance of duplication of administrative functions, reduction in multiplicity of legal and regulatory compliances and cost;
- g. Merger will result in increase in net worth of Transferee Company, which will facilitate effective and fast mobilization of financial resources for meeting increased capital expenditure;
- h. Merger shall result in efficient and focused management control and system.

**(Source: Draft Scheme of Merger)**

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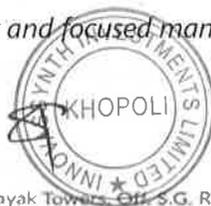
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### ❖ Scope of Services

Pursuant to the requirements of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time, we have been requested by the Management to issue a fairness opinion in relation to the fair equity share exchange ratio for the Proposed Merger.

In this regard, the Management has appointed Kunvarji Finstock Private Limited, a Category I Merchant Banker registered with SEBI having Registration Number – INM000012564 to provide a fairness opinion on the equity share exchange ratio for the Proposed Merger recommended by the Independent Valuer vide report dated August 23, 2024.

Our scope of work only includes forming an opinion on the fairness of the recommendation of the Independent Valuer on the fair equity share exchange ratio arrived at for the Scheme and does not involve evaluating or opining on the fairness or economic rationale of the Scheme per se. This report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the Report is to be read in totality and not in parts, in conjunction with the relevant documents referred to herein.

### 3. SOURCES OF INFORMATION

We have relied on the following information made available to us by the Management obtained from the public domain for this report:

- Audited financial statements of IIL and ITIL for the financial year ended March 31, 2024;
- Audited financial statements of ITIL for the period ended June 30, 2024 and limited review financial results of IIL for the period ended June 30, 2024;
- Financial Projections of ITIL which represents the Management's best estimate of the future financial performance;
- Shareholding pattern of IIL and ITIL as at the Report Date; and details of the proposed share swap
- Draft Scheme of Merger;
- Market Price of IIL as published by BSE Limited;

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- Signed fair equity share exchange ratio report issued and prepared by Independent Valuer;
- Necessary clarifications, explanations and information (including oral) from the Independent Valuer;
- Relevant data and information provided by Management either in written or oral form or in the form of soft copy; and discussions with representatives of the Company.

The Management has been provided with the opportunity to review the draft fairness opinion report (excluding our fairness opinion on the share exchange ratio) as part of our standard practice to make sure that factual inaccuracy/omissions are avoided.

#### 4. PROCEDURES ADOPTED

In connection with this exercise, we have adopted the following procedures to carry out the opinion:

- Discussion with the Management to understand the business and the fundamental factors that affect earning generating capability of Transacting Companies including strength, weakness, opportunity and threat analysis and historical financial performance;
- Analysis of information shared by Management;
- Requested and received financial and qualitative information and obtained data available in the public domain;
- Reviewed the draft scheme of merger between the Transacting Companies pursuant to which the Proposed Transaction is to be undertaken;
- Reviewed the signed fair equity share exchange ratio report issued and prepared by Independent Valuer;
- Discussion with an Independent Valuer on such matters which we believed were necessary or appropriate for issuing this opinion.



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**5. LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS**

- The fairness opinion contained herein is not intended to represent a fairness opinion at any time other than the report date.
- We have no obligation to update this report. This Report, its contents and the results herein are specific to (i) the purpose of fairness opinion agreed upon as per the terms of our engagement; (ii) the Report Date; (iii) the draft scheme of merger and (iv) other data detailed in the Section 3 of this report "Sources of Information".
- A fairness opinion of this nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on and the information made available to us as of, the date hereof. Events occurring after the date hereof may affect this report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this report.
- The fairness opinion rendered in this Report only represents our opinion based upon information furnished by the Transacting Companies and gathered from the public domain (and analysis thereon) and the said opinion shall be considered to be in the nature of non-binding advice. Our fairness opinion should not be used for advising anybody to make a buy or sell decision for which a specific opinion needs to be taken from expert advisors.
- We have not independently audited or otherwise verified the financial information provided to us. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the financial statements. Also, with respect to explanations and information sought from the Management, we have been given to understand by the Management that they have not omitted any relevant and material factors about the Transacting Companies and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Our conclusion is based on the information given by/on behalf of the Transacting Companies. The Management has indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our fairness opinion.
- It is understood that this opinion is solely for the benefit of confidential use by the Board of Directors of the Transacting Companies to facilitate Transacting Companies to comply with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 as

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amended from time; disclosures to be made to relevant regulatory authorities including stock exchanges, SEBI, National Company Law Tribunal or as required under applicable law and it shall not be valid for any other purpose. This opinion is only intended for the aforementioned specific purpose and if it is used for any other purpose; we will not be liable for any consequences thereof.

- The Report assumes that the Transacting Companies comply fully with relevant laws and regulations applicable in all its areas of operations and that the Transacting Companies will be managed competently and responsibly. Further, this Report has not considered matters of a legal nature, including issues of legal title and compliance with local laws, litigation and other contingent liabilities that are not represented to us by the Management. Our fairness opinion assumes that the assets and liabilities of the Transacting Companies, reflected in their respective balance sheet remain intact as of the Report date.
- The Report does not address the relative merits of the Proposed Transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.
- This fairness opinion is issued on the understanding that each of the Transacting Companies has drawn our attention to all the matters which may have an impact on our opinion including any significant changes that have taken place or are likely to take place in the financial position or businesses up to the date of approval of the Scheme by the Board of Directors. We have no responsibility to update this fairness opinion for events and circumstances occurring after this date.
- Certain terms of the Proposed Transaction are stated in our fairness opinion, however the detailed terms of the Proposed Transaction shall be more fully described and explained in the Scheme document to be submitted to relevant authorities in relation to the Proposed Transaction. Accordingly, the description of the terms and certain other information contained herein is qualified in its entirety by reference to the Scheme document.
- The fee for the engagement is not contingent upon the results reported.
- We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other to the Transacting Companies. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from

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fraudulent acts, misrepresentations or willful default on the part of the Transacting Companies, their directors, employees or agents.

- This report is not a substitute for the third party's due diligence/appraisal/inquiries/independent advice that the third party should undertake for his purpose.
- This Report is subject to the laws of India.
- Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the proposed scheme of merger and filing it with relevant authorities, without our prior written consent.
- In addition, this report does not in any manner address the prices at which equity shares of IIL will trade following the announcement of the Proposed Transaction and we express no opinion or recommendation as to how the shareholders of Transacting Companies should vote at any shareholder's meeting(s) to be held in connection with the Proposed Transaction. Our opinion contained herein is not to be construed as advice relating to investing in, purchasing, selling or otherwise dealing in securities.
- The Merchant Banker - Kunvarji, is also engaged in providing services as a Stock Broker, Depository Participant and Portfolio Manager in its name and as an Investment Adviser in the name of its subsidiary. Apart from this, Kunvarji, its directors, promoters, employees, affiliates and associates, are engaged in investing/ trading in the securities market on their respective accounts. The Merchant Banking Division of Kunvarji takes utmost care, through the effective implementation of principles of maintenance of the Chinese wall, to ensure that no information received by the Merchant Banking Division is shared with or otherwise accessible to other departments of Kunvarji, and/or its promoters, directors, employees (other than employees of Merchant Banking Division), affiliates and associates. The proprietary trading account of Kunvarji and /or its promoters, directors, employees, affiliates, associates and clients of broking, PMS services and Investment Advisory services may execute transactions and/or hold open long or short positions in the ordinary course of business in the securities issued by a listed company who itself or its affiliate or associate entity proposes to engage Merchant Banking Division of Kunvarji for providing services to itself or its associate or affiliate company.

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## 5. OUR RECOMMENDATION

As stated in the equity share exchange ratio report dated August 23, 2024 prepared by CA Harsh Chandrakant Ruparelia, Chartered Accountants, Registered Valuer Securities or Financial Assets (IBBI Registration No. IBBI/RV/05/2019/11106 and Membership No. ICAI RVO/S&FA/00054) has recommended the following:

To the equity shareholders of ITIL for the Proposed Merger of ITIL with and into IIL:

***"1 (One) fully paid-up equity share having a face value of INR 10 (ten) each of the Transferee Company shall be issued and allotted for every 1 (One) fully paid-up equity share having a face value of INR 10 (Ten) each held in the Transferor Company".***

The aforesaid Proposed Transaction shall be pursuant to the draft scheme of merger and shall be subject to receipt of approval from the Hon'ble NCLT, Mumbai Bench or such other competent authority as may be applicable and other statutory approvals as may be required. The detailed terms and conditions of the Proposed Transaction are more fully outlined in the draft scheme of merger. Kunvarji has issued the fairness opinion with the understanding that the draft scheme of merger shall not be materially altered and the parties hereto agree that the Fairness Opinion would not stand good in case the final scheme of merger alters the Proposed Transaction.

Based on the information, and data made available to us, to the best of our knowledge and belief, the share exchange ratio as recommended by CA Harsh Chandrakant Ruparelia, Chartered Accountants, Registered Valuer Securities or Financial Assets (IBBI Registration No. IBBI/RV/05/2019/11106 and Membership No. ICAI RVO/S&FA/00054) in relation to the proposed draft scheme of merger by absorption is **fair**, from a financial point of view, to the equity shareholders of IIL and ITIL in our opinion.

**Note:**

*A share swap is also proposed prior to the proposed merger, wherein, 37,06,250 equity shares of ITIL are proposed to be acquired by IIL from identified public shareholders of ITIL and as a consideration, equity shares of IIL would be issued to the identified public shareholders of ITIL. The proposed share swap is based on the fair value of the Companies, wherein it is proposed that 37,06,250 number of equity shares of IIL are proposed to be issued, based on the share swap ratio of 37,06,250 equity share of IIL for every 37,06,250 equity share of ITIL. Considering the share swap ratio for the abovementioned and the Share Exchange Ratio under the abovementioned Scheme of Merger by Absorption based on the fair value of the Companies and*

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also considering the proposed share swap is also, 37,06,250, the same will not have any impact on the aforesaid share exchange ratio.

**For, Kunvarji Finstock Private Limited**



**Mr. Kunal Shah**

**Date: August 23, 2024**

**Director (DIN: 00049623)**



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**CERTIFIED TRUE COPY OF RESOLUTIONS PASSED IN MEETING OF BOARD OF DIRECTORS OF INNOVASSYNTH TECHNOLOGIES (INDIA) LIMITED ON FRIDAY, 23<sup>rd</sup> AUGUST 2024 AT THE RAHEJAS, CORNER OF MAIN AVENUE AND VP ROAD, SANTACRUZ-WEST MUMBAI-400054 AT 3.00 PM**

**DRAFT SCHEME OF MERGER BY ABSORPTION UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT 2013, FOR MERGER BY ABSORPTION OF INNOVASSYNTH TECHNOLOGIES (INDIA) LIMITED WITH INNOVASSYNTH INVESTMENTS LIMITED:**

**“RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 including any statutory modifications, re-enactment or amendments thereof and in accordance with the Memorandum of Association read with the Articles of Association of the Company, and subject to the requisite approval of the shareholders and creditors of the Company through NCLT convened meetings (unless the same are dispensed with) and subject to the requisite approvals and consents of the Central Government and other concerned authorities and agencies, where required and of any other regulatory body, as the case may be, and the sanction of the National Company Law Tribunal (“NCLT”) or such other competent authority, as may be applicable, consent of the Board be and is hereby accorded to the Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited (“Transferor Company” or “ITIL” or “Company”) with Innovassynth Investments Limited (“Transferee Company” or “IIL”) and their shareholders (“Scheme”) and initialed by the Chief Financial Officer of the Company for the purposes of identification.”

**“RESOLVED FURTHER THAT** in the opinion of the Board, the proposed Scheme will be advantageous and beneficial to the Company and its shareholders, creditors and all other stakeholders of the Company and the terms thereof are fair and reasonable.”

**“RESOLVED FURTHER THAT** the Board do take on record the Appointed Date for Merger by Absorption of ITIL with the Company as 1st day of October 2024 or such other date as may be fixed or approved by the National Company Law Tribunal (“NCLT”) or such other competent authority.”

**“RESOLVED FURTHER THAT** the valuation report issued by CA Harsh Chandrakant Ruparelia, Registered Valuer dated August 23, 2024, recommending the share exchange ratio for issue of equity shares to the members of Transferor Company by Transferee Company pursuant to approval of the Scheme, as placed before the Board, be and is hereby accepted and approved.”

**“RESOLVED FURTHER THAT** the Board hereby accords its approval to the following swap ratio as per valuation reports of the said valuers:



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Email: itil@innovassynth.com  
CIN: U24110MH2001PLC134105

**Corporate Office:**

TCG International Biotech Park,  
2nd Floor, Genesis Square,  
Hinjewadi Phase – II,  
Pune – 411 057, India  
Phone: +91-20-61921000

**1 (One) equity share of the face value Rs. 10 each of IIL shall be issued and allotted as fully paid up for every 1 (One) equity share of the face value of Rs. 10 each fully paid up held in ITIL**

**“RESOLVED FURTHER THAT** the appointment of Kunvarji Finstock Private Limited, SEBI registered Category I Merchant Banker for providing the fairness opinion on the valuation report be and is hereby ratified and resolved further that the fairness opinion dated August 23, 2024, issued by Kunvarji Finstock Private Limited, as placed before the Board, be and is hereby accepted and approved.”

**“RESOLVED FURTHER THAT** the report of the Board of Directors under section 232(2)(c) of the Companies Act, 2013 explaining the effect of the Scheme of Merger by Absorption on Equity Shareholders (promoters and non-promoter shareholders), Key Managerial Personnel, and Directors, as placed before the Board be and is hereby accepted and approved.”

**“RESOLVED FURTHER THAT** any of the Directors of the Company and / or the Chief Financial Officer of the Company be and are hereby jointly and/or severally authorized to take all the necessary steps to:

- a) Do all such acts as may be required to be complied with under the National Company Law Tribunal Rules, 2016 and the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016, including but not limited to finalizing and sending of Notice and Explanatory statement under Section 230 of the Companies Act, 2013 or applicable provisions under the Companies Act, 2013, advertisement, appointment of Scrutinizer, etc.;
- b) Make such alterations and changes to the aforesaid Scheme as may be expedient or necessary, particularly for satisfying the requirements or conditions imposed by the Central Government and/ or the National Company Law Tribunal and/ or any other competent authority and/ or any such authority as may be required for approving the Scheme;
- c) Evolve, decide upon or bring into effect the Scheme and make and give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as the Board of Directors may, suo moto, decide in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any questions, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper;
- d) File the Scheme and/or any other information / details with any other body or regulatory authority or agency to obtain approval or sanction to any of the provisions of the Scheme or for giving effect thereto;

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- e) Engage Counsels, Solicitors, Advocates, Consultants, Chartered Accountants and other professionals and to remunerate them and to sign and execute Vakalatnama wherever necessary;
- f) Signing and filing of applications with the Jurisdictional National Company Law Tribunal or such other appropriate authority and holding meeting of the shareholders of the Company as may be directed by the National Company Law Tribunal to give effect to the Scheme;
- g) Signing and filing of petitions for confirmation of the Scheme by the Jurisdictional National Company Law Tribunal or such other appropriate authority;
- h) Declare and file all pleadings, reports, and sign and issue public advertisements and notices;
- i) Obtain approval from such other authorities and parties including the shareholders, BSE Limited, SEBI, Registrar of Companies, Regional Director, Official Liquidator, Income Tax Authorities, Other Government Authorities and/or any other as may be considered necessary, to the said Scheme;
- j) Settle any question or difficulty that may arise about the implementation of the above Scheme, and to give effect to the above resolution;
- k) Sign all applications, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid power of attorney;
- l) Do all acts and things as may be considered necessary and expedient in relation thereto;
- m) Represent the Company before the Jurisdictional National Company Law Tribunal, and any other regulatory authorities including Central or State Government, Regional Director, Official Liquidator, Ministry of Corporate Affairs, Registrar of Companies and before all Courts of law or Tribunals for the purpose of the proposed Scheme, signing and filing of all documents, deeds, applications, notices, petitions and letters, to finalize and execute all necessary applications/ documents/ papers for and on behalf of the Company and to do all such acts, deeds, matters and things necessary and convenient for all or any of the purposes aforesaid.
- n) To ratify the appointment of Registered Valuer and SEBI registered Category I Merchant Banker.

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**RESOLVED FURTHER THAT** M/s. Crawford Bayley & Co., Advocates and Solicitors; are hereby authorized on behalf of the Company to appear and represent the Company before the NCLT at Mumbai Bench in the matter of the Scheme to be filed before NCLT at Mumbai Bench in accordance with Companies Act 2013.

**RESOLVED FURTHER THAT** any of the associates of M/s. Crawford Bayley & Co., or any other lawyers/consultant appointed by them be and is hereby authorized to represent, file, follow up, make suitable changes, representation, furnish necessary information / explanation / documents, and to do all things and acts for and on behalf of the Company in respect of all matters in connection with the said Scheme and their explanations and statements will be binding on us.

**RESOLVED FURTHER THAT** this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board of Directors.

**RESOLVED FURTHER THAT** a copy of the above resolution be furnished to the concerned authorities duly certified by any Director of the Company."

**//CERTIFIED TRUE COPY//**

**FOR INNOVASSYNTH TECHNOLOGIES (INDIA) LIMITED**

  
**Dr. Hardik Joshipura**  
**MD & CEO**  
**DIN: 09392511**

**Date: 30/04/2025**



**Registered Office:**

Innovassynth Technologies (India) Ltd.  
Old Mumbai-Pune Road, Khopoli – 410 203,  
Mumbai Area, India. Phone: +91-2192-260100  
Email: itil@innovassynth.com  
CIN: U24110MH2001PLC134105

**Corporate Office:**

TCG International Biotech Park,  
2nd Floor, Genesis Square,  
Hinjewadi Phase – II,  
Pune – 411 057, India  
Phone: +91-20-61921000

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF INNOVASSYNTH TECHNOLOGIES (INDIA) LIMITED AT MEETING HELD OF ON TUESDAY, APRIL 29, 2025, HAVING ITS REGISTERED OFFICE AT OLD MUMBAI - PUNE ROAD, KHOPOLI, RAIGAD, PIN- 410203.

ADDITIONAL AUTHORISED SIGNATORIES RELATED TO THE DRAFT SCHEME OF MERGER BY ABSORPTION UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT 2013, FOR MERGER BY ABSORPTION OF INNOVASSYNTH TECHNOLOGIES (INDIA) LIMITED WITH INNOVASSYNTH INVESTMENTS LIMITED.

“RESOLVED THAT, in partial modification of earlier resolution passed by the Board Directors dated August 23, 2024, consent of Board be and is hereby accorded to appoint Mr. Jayesh Patel, Deputy Chief Financial Officer and/or Mr. Shrikant Joshi, AGM-Legal of the Company as an Additional Authorised Signatories along with any of the Directors of the Company and / or the Chief Financial Officer of the Company.

RESOLVED FURTHER THAT, above authorised signatories be and hereby jointly and/or severally authorized to take all the necessary steps as per the resolution passed by the Board Directors dated August 23, 2024.

RESOLVED FURTHER THAT this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board of Directors.

RESOLVED FURTHER THAT a copy of the above resolution be furnished to the concerned authorities duly certified by any Director of the Company.”

//CERTIFIED TRUE COPY//

For Innovassynth Technologies (India) Limited

Dr. Hardik Joshipura  
 Managing Director & Chief Executive Officer  
 DIN: 09392511



Date: May 10, 2025

Place: Pune

Registered Office:

Innovassynth Technologies (India) Ltd.  
 Old Mumbai-Pune Road, Khopoli -- 410 203,  
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 CIN: U24110MH2001PLC134105

Corporate Office:

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 2nd Floor, Genesis Square,  
 Hinjewadi Phase – II,  
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 Phone: +91-20-61921000

# INNOVASSYNTH INVESTMENTS LIMITED

Regd. Office: Shop No.17, C-Wing, S. No -55, CT.S.No.-1655, Leena Heritage Co  
Op. Housing Society, Khopoli, Raigarh, Maharashtra, India, 410203

CIN: L67120MH2008PLC178923

Tel.: +91-20-61921000.

Website: [www.innovassynthinvestments.in](http://www.innovassynthinvestments.in)

Fax: +91-2192-263628.

E-mail: [secretarial@innovassynthinvestments.in](mailto:secretarial@innovassynthinvestments.in)

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**CERTIFIED TRUE COPY OF RESOLUTIONS PASSED IN MEETING OF BOARD OF DIRECTORS OF INNOVASSYNTH INVESTMENTS LIMITED HELD ON FRIDAY, 23<sup>rd</sup> AUGUST 2024 AT THE RAHEJAS, CORNER OF MAIN AVENUE AND VP ROAD, SANTACRUZ-WEST MUMBAI-400054 AT 4.30. PM.**

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**DRAFT SCHEME OF MERGER BY ABSORPTION UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT 2013, FOR MERGER BY ABSORPTION OF INNOVASSYNTH TECHNOLOGIES (INDIA) LIMITED WITH INNOVASSYNTH INVESTMENTS LIMITED:**

**“RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 including any statutory modifications, re-enactment or amendments thereof and in accordance with the Memorandum of Association read with the Articles of Association of the Company, and applicable regulations of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and subject to the requisite approval of the shareholders and creditors of the Company through NCLT convened meetings (unless the same are dispensed with) and subject to the requisite approvals and consents of the Central Government and other concerned authorities and agencies, where required, BSE Limited (“BSE”) Securities and Exchange Board of India (“SEBI”) and/ or any other regulatory body, as the case may be, and the sanction of the National Company Law Tribunal (“NCLT”) or such other competent authority, as may be applicable, consent of the Board be and is hereby accorded to the Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited (“Transferor Company” or “ITIL”) with Innovassynth Investments Limited (“Transferee Company” or “IIL” or “Company”) and their shareholders (“Scheme”) and initialed by Dr. Hardik Joshipura, Chairman and Managing Director and/or Mr. Sameer Pakhali, Company Secretary and Chief Financial officer of the Company for the purposes of identification.

**RESOLVED FURTHER THAT** in the opinion of the Board, the proposed Scheme will be advantageous and beneficial to the Company and its shareholders, creditors and all other stakeholders of the Company and the terms thereof are fair and reasonable.

**RESOLVED FURTHER THAT** the Board do take on record the Appointed Date for Merger by Absorption of ITIL with the Company as 1st day of October 2024 or such other date as may be fixed or approved by the National Company Law Tribunal (“NCLT”) or such other competent authority.

**RESOLVED FURTHER THAT** the valuation report issued by CA Harsh Chandrakant Ruparelia, Registered Valuer dated August 23, 2024, recommending the share exchange ratio for issue of equity shares to the members of Transferor Company by Transferee Company pursuant to approval of the Scheme, as placed before the Board, be and is hereby accepted and approved.

# INNOVASSYNTH INVESTMENTS LIMITED

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**RESOLVED FURTHER THAT** the Board hereby accords its approval to the following swap ratio as per valuation reports of the said valuers:

***1 (One) equity share of the face value INR 10 each of IIL shall be issued and allotted as fully paid up for every 1 (One) equity share of the face value of INR 10 each fully paid up held in ITIL.***

**RESOLVED FURTHER THAT** the fairness opinion dated August 23, 2024, issued by Kunvarji Finstock Private Limited, SEBI registered Category I Merchant Banker, as placed before the Board, be and is hereby accepted and approved.

**RESOLVED FURTHER THAT** the certificate dated August 23, 2024, issued by P.G. Bhagwat LLP, Chartered Accountants, Statutory Auditors of the Company, certifying inter-alia that the Scheme is in compliance with applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013, as placed before the Board be and is hereby noted and accepted.

**RESOLVED FURTHER THAT** the report from the Audit Committee dated August 23, 2024, recommending the draft Scheme, taking into consideration, inter alia, the Valuation Report, Fairness Opinion and Statutory Auditors Certificate as placed before the Board be and is hereby accepted and approved.

**RESOLVED FURTHER THAT** the Report of the Independent Directors Committee dated August 23, 2024, recommending the draft Scheme, taking into consideration, inter alia, Valuation Report, Fairness Opinion and Statutory Auditors Certificate, as placed before the Board be and is hereby accepted and taken on record.

**RESOLVED FURTHER THAT** BSE Limited (BSE) be chosen as the Designated Stock Exchange for the purpose of coordinating with SEBI for obtaining approval of SEBI in accordance with Regulation 37 of SEBI LODR, a copy of which was tabled before the Board and duly initialed by the Company Secretary for the purpose of identification, be and is hereby approved.

**RESOLVED FURTHER THAT** the report of the Board of Directors under section 232(2)(c) of the Companies Act, 2013 explaining the effect of the Scheme of Amalgamation on Equity Shareholders (promoters and non-promoter shareholders), Key Managerial Personnel, and Directors, as placed before the Board be and is hereby accepted and approved.

**RESOLVED FURTHER THAT** the disclosure to be submitted to BSE Limited in connection with the proposed Scheme, for and on behalf of the Company, under Regulation 30 of SEBI LODR, a copy of which was tabled before the Board and duly

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initialed by the Company Secretary for the purpose of identification, be and is hereby approved.

**RESOLVED FURTHER THAT** Dr. Hardik Joshipura, Chairman and Managing Director and/or Mr. Sameer Pakhali, Company Secretary and Chief Financial officer of the Company be and are hereby jointly and/or severally authorized to take all the necessary steps to:

- a) Do all such acts as may be required to be complied with under the National Company Law Tribunal Rules, 2016 and the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016, including but not limited to finalizing and sending of Notice and Explanatory statement under Section 230 of the Companies Act, 2013 or applicable provisions under the Companies Act, 2013, advertisement, appointment of Scrutinizer, etc.;
- b) Make such alterations and changes to the aforesaid Scheme as may be expedient or necessary, particularly for satisfying the requirements or conditions imposed by the Central Government and/ or the National Company Law Tribunal and/ or any other competent authority and/ or any such authority as may be required for approving the Scheme;
- c) Evolve, decide upon or bring into effect the Scheme and make and give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as the Board of Directors may, suo moto, decide in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any questions, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper;
- d) File the Scheme and/or any other information / details with any other body or regulatory authority or agency to obtain approval or sanction to any of the provisions of the Scheme or for giving effect thereto;
- e) Engage Counsels, Solicitors, Advocates, Consultants, Chartered Accountants and other professionals and to remunerate them and to sign and execute Vakalatnama wherever necessary;
- f) Signing and filing of applications with the Jurisdictional National Company Law Tribunal or such other appropriate authority and holding meeting of the shareholders of the Company as may be directed by the National Company Law Tribunal to give effect to the Scheme;

# INNOVASSYNTH INVESTMENTS LIMITED

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- g) Signing and filing of petitions for confirmation of the Scheme by the Jurisdictional National Company Law Tribunal or such other appropriate authority;
  - h) Declare and file all pleadings, reports, and sign and issue public advertisements and notices;
  - i) Obtain approval from such other authorities and parties including the shareholders, BSE Limited, SEBI, Registrar of Companies, Regional Director, Official Liquidator, Income Tax Authorities, Other Government Authorities and/or any other as may be considered necessary, to the said Scheme;
  - j) Settle any question or difficulty that may arise about the implementation of the above Scheme, and to give effect to the above resolution;
  - k) Sign all applications, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid power of attorney;
  - l) Do all acts and things as may be considered necessary and expedient in relation thereto;
  - m) Represent the Company before the Jurisdictional National Company Law Tribunal, and any other regulatory authorities including Central or State Government, Regional Director, Official Liquidator, Ministry of Corporate Affairs, Registrar of Companies and before all Courts of law or Tribunals for the purpose of the proposed Scheme, signing and filing of all documents, deeds, applications, notices, petitions and letters, to finalize and execute all necessary applications/ documents/ papers for and on behalf of the Company and to do all such acts, deeds, matters and things necessary and convenient for all or any of the purposes aforesaid.
  - n) To ratify the appointment of Registered Valuer and SEBI registered Category I Merchant Banker.

**RESOLVED FURTHER THAT** M/s. Crawford Bayley & Co., Advocates and Solicitors; are hereby authorized on behalf of the Company to appear and represent the Company before the NCLT at Mumbai Bench in the matter of the Scheme to be filed before NCLT at Mumbai Bench in accordance with Companies Act 2013.

**RESOLVED FURTHER THAT** any of the associates of M/s. Crawford Bayley & Co., or any other lawyers/consultant appointed by them be and is hereby authorized to represent, file, follow up, make suitable changes, representation, furnish necessary information / explanation / documents, and to do all things and acts for and on behalf

# INNOVASSYNTH INVESTMENTS LIMITED

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of the Company in respect of all matters in connection with the said Scheme and their explanations and statements will be binding on us.

**RESOLVED FURTHER THAT** this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board of Directors.

**RESOLVED FURTHER THAT** a copy of the above resolution be furnished to the concerned authorities duly certified by any Director or Company Secretary of the Company.”

## FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF INNOVASSYNTH INVESTMENTS LIMITED

SAMEER  
SALIM  
PAKHALI

Digitally signed by  
SAMEER SALIM  
PAKHALI  
Date: 2025.04.30  
15:09:01 +05'30'

**SAMEER PAKHALI  
COMPANY SECRETARY  
ACS 55746**

**Date: 30.04.2025**

**Place: Khopoli**

To  
The Board of Directors  
**Innovassynth Investments Limited**  
Shop No.17, C-Wing, S.No-55, CT.S.No.-1655,  
Leena Heritage Co Op. Housing Society,  
Khopoli, Raigarh, Maharashtra, India, 410203

**Independent Auditor's Certificate certifying the proposed accounting treatment included in the Draft Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited (the "Transferor Company") into Innovassynth Investments Limited (the "Transferee Company") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with applicable rules of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (hereinafter referred to as "Draft Scheme")**

1. This certificate is issued in accordance with the terms of our engagement letter dated August 20, 2024 with the Company.
2. This certificate is issued to Innovassynth Investments Limited ('the Company' or 'IIL'), having its registered office at the above mentioned address, to certify the proposed accounting treatment specified in Clause 15 of the Scheme of Merger by Absorption ('the Draft Scheme') between IIL ('Transferee Company') and Innovassynth Technologies (India) Limited in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013 ('the Act') with reference to its compliance with the applicable Accounting Standards specified under Section 133 of the Act, read with the relevant rules issued thereunder, for the purpose of onward submission to National Company Law Tribunal, Mumbai Bench (NCLT).
3. We, P G BHAGWAT LLP, the Statutory Auditors of IIL, have examined the proposed accounting treatment specified in clause 15 of Draft Scheme with reference to its compliance with the applicable Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the rules made there under and other generally accepted accounting principles in India.  
Clause 15 of the Draft scheme relating to the books of the Transferee Company, duly authenticated on behalf of the Company, is reproduced in Annexure 1 to this Certificate and is initialed by us only for the purposes of identification.

#### Management responsibility

4. The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Companies (Indian Accounting Standard) Rules, 2015 notified under Section 133 of the Companies Act, 2013, read with the rules made thereunder and other generally accepted accounting principles as aforesaid, is that of the Board of Directors of the Transferor Company.  
The responsibility for the preparation of the Draft Scheme includes the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Draft Scheme and an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.  
The Management is also responsible for ensuring that the Company provides all relevant information to National Company Law Tribunal and other regulatory authorities including Securities and Exchange Board of India, Stock exchanges) and Regional Director, Ministry of Corporate Affairs.



**Auditor's Responsibility**

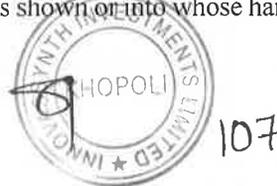
5. Our responsibility is only to examine and report whether the proposed accounting treatment referred to in clause 15 of the Draft Scheme referred above complies with the applicable Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the rules made there under and Other Generally Accepted Accounting Principles, as applicable and did not include examination of compliance with other relevant provisions of the Act and applicable laws and regulations.
6. Pursuant to the requirements of Sections 230 to 232 of the Act, it is our responsibility to provide a reasonable assurance whether the Scheme complies with the applicable Indian Accounting Standards notified under Section 133 of the Act read with the relevant rules issued there under and other generally accepted accounting principles.
7. We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI") and the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

9. Based on our examination as above and according to the information and explanations and representations given to us, in our opinion, the accounting treatment specified in clause 15 of the Draft Scheme, attached herewith and stamped by us for identification only, is in the applicable Indian Accounting Standards notified by the Central Government under section 133 of the Act, read with paragraph 3 of the Companies (Indian Accounting Standards) Rules 2015 (as amended) and other generally accepted accounting principles, as applicable.  
Further, we state that the generally accepted accounting principles in India which also include notified accounting standards and other applicable requirements of the Act would permit adjustment/ reduction of the resultant balance of Restructuring Reserve Accounts, if debit, in the books of the Company against its securities premium account (as proposed in the clause 15.5 of the Draft Scheme) only if it is effected through a scheme of capital reduction or scheme of arrangement duly approved by the competent authority. Accordingly, in our view, if approved by the competent authority i.e. National Company Law Tribunal, the aforesaid adjustment/ reduction would be permissible and would be in compliance with notified accounting standards and other generally accepted accounting principles in India. Consequent to such an approval, in our opinion, the accounting treatment specified in clause 15 of the Draft Scheme, would also be in compliance with all the applicable Accounting Standards notified by the Central Government under section 133 of the Act, read with paragraph 3 of the Companies (Indian Accounting Standards) Rules 2015 (as amended) and other generally accepted accounting principles, as applicable.

**Restriction of Use**

10. This certificate is issued at the request of the management of IIL for onward submission to the BSE Limited, National Company Law Tribunal (NCLT) Ministry of Corporate Affairs, Registrar of Companies, Regional Director, Securities and Exchange Board of India or any other Regulatory authority, as required along with the merger petition and uploading the same on Company's website pursuant to the requirements of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued by SEBI from time to time. This Certificate should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.



**P G BHAGWAT LLP**

Chartered Accountants | Since 1938

LLPIN: AAT 9949

11. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Transferor Company. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Draft Scheme.

**For P G BHAGWAT LLP**

Chartered Accountants

FRN: 101118W/W1006682

*APShetye***Abhijit Shetye**

Partner

Membership No.: 151638

UDIN: 24151638BKGPRZ7104

Place: Mumbai

Date: August 23, 2024



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# INNOVASSYNTH INVESTMENTS LIMITED

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E-mail : secretarial@innovassynthinvestments.in

## 15. ACCOUNTING TREATMENT:

On this Scheme taking effect, the Transferee Company shall account for Amalgamation of the Transferor Company with the Transferee Company in its books of accounts as under:

- 15.1 Notwithstanding anything to the contrary, upon the Scheme becoming effective, the Transferee Company shall give effect to the amalgamation in accordance with 'Indian Accounting Standard (Ind-AS) and other Ind-AS (as may be applicable) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other generally accepted accounting principles as applicable on the Appointed Date.
- 15.2 Any inter-company balances, loans and advances, payables and receivable investments, guarantees, etc. between the Transferor Company and the Transferee Company will stand cancelled or discharged.
- 15.3 The Transferee Company shall account the deemed consideration at its fair market value and such amount shall be credited to the Restructuring Reserve Account.
- 15.4 The difference between deemed consideration and fair market value of net assets to be acquired, any impact arising on account of clause 15.2 above and consequential adjustments to share capital and reserves as per provisions of Ind AS and other generally accepted accounting principles, shall be adjusted in the Restructuring Reserve Account by the Transferee Company.
- 15.5 The resultant balance in the Restructuring Reserve Account (after adjustments referred in clause 15.3 and 15.4 above), if debit, shall be adjusted against the Securities Premium Account.
- 15.6 Aforesaid utilization of securities premium and consequential capital reduction shall be effected as an integral part of this Scheme itself and not under a separate procedure, in terms of Section 52(1) read with Section 66 of the Act, and the order of the NCLT sanctioning this Scheme shall be deemed to be an order under Section 66 of the Act, or any other applicable provisions, confirming the reduction. The consent of the shareholders of the Transferor Company and the Transferee Company to this Scheme shall be deemed to be the consent of its shareholders for the purpose of effecting the reduction under the provisions of Section 52(1) read with Section 66 of the Act as well and no further compliances would be separately required. The Transferee Company shall not, nor shall be obliged to, (i) call for a separate meeting of its shareholders and / or creditors for obtaining their approval sanctioning the reduction of the securities premium account of the Transferee Company; or (ii) obtain any additional approvals / compliances under section 66 and section 52 of the Act.
- 15.7 Notwithstanding the above, the Board of Directors of the Transferee Company, in consultation with its statutory auditors, is authorized to account for any of these balances in any manner whatsoever, as may be deemed fit, in accordance with the prescribed Indian Accounting Standards specified as per Section 133 of the Act read with relevant rules issued thereunder and applicable accounting standards prescribed under the Act.

For Innovassynth Investments Limited  
CIN: L67120MH2008PLC178923

  
Hardik Joshipura  
Managing Director

Date: August 23, 2024  
Place: Mumbai



DCS/AMAL/TS/R37/3615/2025-26

May 12, 2025

To,  
The Company Secretary,  
Innovassynth Investments Limited  
Shop No. 17, C-Wing, S. No - 55, CT.S. No. -1655,  
Leena Heritage Co Op. Housing Society, Khopoli,  
Maharashtra, 410203

**Sub: Composite Scheme of Merger by Absorption of Innvoassynth Technologies (India) Limited (Transferor Company) with Innovassynth Investments Limited (Transferee Company) and their respective shareholders**

We refer to Composite Scheme of Merger by Absorption of Innvoassynth Technologies (India) Limited (Transferor Company) with Innovassynth Investments Limited (Transferee Company) and their respective shareholders pursuant to Section 230 to 232 read with other applicable provisions of the filed with the Exchange under Regulation 37 of SEBI LODR Regulations, 2015, read with SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, and Reg. 94(2) of SEBI LODR Regulations, 2015.

In this regard, SEBI vide its Letter dated May 09, 2025, has inter alia given the following comment(s) on the said Scheme of Arrangement:

1. "The Entity shall ensure that it discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme."
2. "The Entity shall ensure that additional information, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter, is displayed on the websites of the listed company and the stock exchanges."
3. "The Entity shall ensure compliance with the SEBI circulars issued from time to time. The entities involved in the Scheme shall duly comply with various provisions of the Master Circular and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company."
4. "The entities is advised that the information pertaining to all the Unlisted Companies, if any, involved in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval, if applicable."
5. "The Entity shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old, if applicable."
6. "The Entity is advised that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders."
7. "The Entity is advised that the proposed equity shares to be issued in terms of the "Scheme" shall mandatorily be in demat form only."

8. "The Entity is advised that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document."
9. "No changes to the draft scheme except those mandated by the regulators / authorities / tribunals shall be made without specific written consent of SEBI."
10. "The Entity is advised that the observations of SEBI/Stock exchanges shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT."
11. "The Entity is advised to comply with all the applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme."
12. "The entity is advised to ensure that the following additional disclosure to the public shareholders as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013, to enable them to take an informed decision: -
- i. In the interest of ensuring transparency and informed decision making by public shareholders, transferee company to prominently disclose following information on the very first page of the notice convening the shareholders meeting for approval of scheme of arrangement (in bold text and highlighted for visibility) and in all the further communications to the public shareholders:

"The shareholding pattern of Promoter/Promoter Group and Public shareholders before and after implementation of scheme is depicted as under:

Category	Pre-Scheme Shareholding (%)	Post-Scheme Shareholding (%)	Change (%)
Promoter / Promoter Group			
Public Shareholders			

The shareholders may note that implementation of scheme shall result in increase in the shareholding of Promoter/Promoter Group from % to %. Shareholders may also note that approval of the shareholders to scheme of merger would also result in them agreeing to increase in shareholding of promoters on implementation of the scheme. Therefore, investors should read all the scheme related documents before exercising their voting rights.

The above disclosure shall also be accompanied by a brief explanation regarding the reasons for the increase in shareholding of Promoter/Promoter Group and its impact on the public shareholders in terms of their rights and value of their holding in the Company.

- ii. Impact of scheme on revenue generating capacity of Transferee Company.
- iii. Need and Rationale of the scheme, Synergies of business of the companies involved in the scheme, Impact of the scheme on the shareholders and cost benefit analysis of the scheme.

- iv. Value of assets and liabilities of Transferor Company that are being transferred to Transferee Company
- v. Details/ facts about the basis of valuation of ITIL including company's substantial order book and the management's anticipation regarding sustained growth in the coming years, projections considered for valuation of transferor and transferee companies along with justification for growth rate considered for valuation;
- vi. Latest financials of transferor and transferee companies should be updated on the Website and same also to be disclosed in the explanatory statement.
- vii. Revised shareholding pattern of transferor and transferee companies Pre and Post-Merger.
- viii. Pre and Post scheme shareholding of transferor and transferee companies as on the date of notice of Shareholders meeting along with rationale for changes, if any, occurred between filing of Draft Scheme to Notice to shareholders.
- ix. Disclose all pending actions against the entities involved in the scheme its promoters/directors/KMPs and possible impact of the same on the Transferee Company to the shareholders
- x. Entity shall ensure that applicable additional information, if any to be submitted to SEBI along with draft scheme of arrangement as advised by email dated May 09, 2025, shall form part of disclosures to the shareholders.

13. "It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments / observations on draft scheme by SEBI / stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013, to SEBI again for its comments / observations / representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- i. To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- ii. To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- iii. To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Please note that the submission of documents / information, in accordance with the circular to SEBI / Exchange should not in any way be deemed or construed that the same has been cleared or approved by SEBI / Exchange. SEBI / Exchange does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the document submitted.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.

Kindly note that as required under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,



**Ashok Kumar Singh**  
Additional General Manager



**Tanmayi Lele**  
Assistant Manager

# Annexure "12"

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## INNOVASSYNTH INVESTMENTS LIMITED

Regd. Office: Shop No.17, C-Wing, S. No-55, CT.S.No.-1655, Leena Heritage Co Op.  
Housing Society, Khopoli, Raigarh, Maharashtra, India, 410203  
CIN: L67120MH2008PLC178923

Tel.: 020-61921000.

Website: [www.innovassynthinvestments.in](http://www.innovassynthinvestments.in)

Fax: +91-2192-263628.

E-mail: [secretarial@innovassynthinvestments.in](mailto:secretarial@innovassynthinvestments.in)

### Report on Complaints

ANNEXURE 13.1

Period of Report on Complaints: September 16, 2024 to October 10, 2024

#### Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchanges/ Securities Exchange Board of India ('SEBI')	NIL
3.	Total Number of complaints/comments received (1 +2)	NIL
4.	Number of complaints resolved	NIL
5.	Number of complaints pending	NIL

#### Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	N.A	N.A	N.A
2.	N.A	N.A	N.A
3.	N.A	N.A	N.A

for Innovassynth Investments Limited

SAMEER  
SALIM  
PAKHALI

Digitally signed by  
SAMEER SALIM PAKHALI  
Date: 2024.10.11 13:07:04  
+05'30'

Name: Sameer Pakhali  
Designation: Company Secretary and Compliance Officer  
Date: October 11, 2024  
Place: Khopoli



115A



To,  
The Board of Directors,  
Innovassynth Investments Limited  
Flat No. C-2/3, KMC No. 91,  
Innovassynth Colony, Khopoli,  
Maharashtra, India - 410203.

Dear Sir/ Madam,

**Sub: Certificate on adequacy and accuracy of disclosure of information pertaining to the unlisted Company i.e. Innovassynth Technologies (India) Limited ('ITIL' or 'the Transferor Company'), in the format prescribed for abridged prospectus as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Part E of SEBI ICDR Regulations 2018" ) SEBI Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/00094 dated June 21, 2023 as amended from time to time, to the extent applicable, for the purpose of Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited with Innovassynth Investments Limited ('IIL' or 'the Transferee Company' ) and their respective shareholders and creditors under Sections 230 to 232 read with Section 52 and 66 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (collectively the "Act") and all other applicable acts, rules and regulations, (hereinafter referred to as the "Scheme").**

We, Rarever Financial Advisors Private Limited ("RFAPL", "Rarever", "We" or "us"), a Category I Merchant Banker registered with SEBI, having registration no. INM000013217 have been appointed by Board of Directors ("Board") of Innovassynth Investments Limited (CIN: L67120MH2008PLC178923) for the purpose of certifying the adequacy and accuracy of disclosure of information pertaining to the unlisted Company, Innovassynth Technologies (India) Limited (CIN: U24110MH2001PLC134105) in the format prescribed in Part E of SEBI ICDR Regulations 2018, involved in the proposed Scheme of Merger by Absorption of ITIL with IIL and their respective shareholders and creditors under Sections 230 to 232 read with Section 52 and Section 66 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (collectively the "Act") and all other applicable acts, rules and regulations, (hereinafter referred to as "the Scheme").

### **Scope and Purpose of the Certificate**

As required under SEBI Master Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 ("SEBI Circular") the listed entity in the present case IIL shall include the applicable information pertaining to the unlisted entity involved in the Scheme, in the present case being ITIL, in the format specified for Abridged Prospectus as provided in Part E of SEBI ICDR Regulations 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which will be sent to the shareholders while seeking approval of the Scheme. SEBI Circular SEBI/HO/CFD/POD-

+91 99981 23745

www.rarever.in

hello@rarever.in

### **Registered and Corporate Office:**

807, Iconic Shyamal, Shyamal Cross Road, I32 Ring Road,  
Satellite, Manekbag, Ahmedabad - 380015, Gujarat, India

CIN: U70200GJ2023PTC144374  
SEBI Reg. No.: INM000013217

2/P/CIR/2023/93 dated June 20,2023 further prescribe that the accuracy and adequacy of such disclosures shall be certified by a SEBI Registered Merchant Banker after following the due diligence process.

This certificate is being issued in compliance of above-mentioned requirement under the SEBI Circular.

This certificate is restricted to meet the above-mentioned purpose only and may not be used for any other purpose whatsoever or to meet the requirement of any other laws, rules, regulations and statutes.

## 1. Certification:

We state and confirm as follows:

- 1) We have examined various documents and other materials made available to us by the management of **ITIL** and **IIL** in connection with finalization of Abridged Prospectus containing information in the format prescribed for abridged prospectus (“**Disclosure Document**”) dated July 17, 2025, pertaining to **ITIL**, which will be circulated to the shareholders of **IIL** and **ITIL** at the time of seeking their consent to the Scheme of Merger by Absorption of **ITIL** with **IIL** as a part of explanatory statement to the notice.
- 2) Based on the information, documents, confirmation, representation, undertakings and certificates provided to us by **ITIL** and **IIL** as well discussions with their management, we confirm that, the information contained in the Disclosure Document of **ITIL** is adequate and accurate in the terms of the SEBI Circulars read with Part E of Schedule VI of the SEBI ICDR Regulations 2018.

## 2. Disclaimer:

Our scope of work did not include the following:-

- An audit of the financial statements of **ITIL**.
- Carrying out a market survey / financial feasibility for the Business of **ITIL**.
- Financial and Legal due diligence of **ITIL**.

It may be noted that in carrying out our work, we have relied on the integrity of the information provided to us for the purpose, and other than reviewing the consistency of such information, we have not sought to carry out an independent verification, thereof we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by the management of **ITIL** and **IIL**.

We do not assume any obligation to update, revise or reaffirm this certificate because of events or transactions occurring subsequent to the date of this certificate.

We understand that the management of **ITIL** and **IIL**, during our discussions with them, would have drawn our attention to all such information and matters which may have an impact on our Certificate.

The fee for our services is not contingent upon the result of the Scheme.

The management of ITIL and IIL or their related parties are prohibited from using this opinion other than for its sole limited purpose and except as required under applicable law or regulation.

Our certificate is not, nor should it be constructed as our opinion or certification of the compliance of the Scheme of Merger by Absorption with the provision of any law including Companies Act, taxation laws, capital market laws and related laws.

We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders/investors should buy, sell or hold any stake in the Company or any of its related parties (holding companies/subsidiaries/associates etc.)

In no event, RFAPL, its Directors and employees will be liable to any party for any indirect, incidental, consequential, special or exemplary damages (even if such party has been advised of the possibility of such damages) arising from any provision of this opinion.

**Yours faithfully,**  
**For Rarever Financial Advisors Private Limited**

**NIRAJ**  
**NARESH**  
**THAKKAR**

Digitally signed  
by NIRAJ NARESH  
THAKKAR  
Date: 2025.07.18  
14:25:15 +05'30'

**Niraj Thakkar**  
**Authorised Signatory**

**MB Registration No.: INM000013217**

**Date: July 18, 2025**

**Place: Ahmedabad**

This abridged prospectus ('Abridged Prospectus') has been prepared solely as per the requirements of the SEBI Circular no. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 04, 2022 ("SEBI 2022 Circular") and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time ("SEBI Master Circular"), in connection with the information pertaining to the Merger by Absorption of Innovassynth Technologies (India) Limited ("ITIL" or the "Transferor Company") with Innovassynth Investments Limited ("IIL" or the "Transferee Company") and their Respective Shareholders ("Scheme") under Sections 230 to 232 read with Section 52 and Section 66 and other relevant provisions of the Companies Act, 2013 ("Act") and Rules made thereunder, as amended from time to time.

This document discloses applicable information in the format prescribed for an abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (to the extent applicable) pertaining to ITIL, being an unlisted company in the Scheme.

This Abridged Prospectus should be read together with the Scheme and Notice & Explanatory statement sent to the shareholders of Innovassynth Investments Limited available on the website of Innovassynth Investments Limited i.e. [www.innovassynthinvestments.in](http://www.innovassynthinvestments.in)

**THIS ABRIDGED PROSPECTUS CONTAINS 19 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

Nothing in this abridged prospectus constitutes an offer or an invitation by or on behalf of either the Transferor Company or the Transferee Company to subscribe for or purchase any of the securities of the Transferor Company or the Transferee Company.

#### INNOVASSYNTH TECHNOLOGIES (INDIA) LIMITED

CIN: U24110MH2001PLC134105 | Date of Incorporation: December 04, 2001

Registered Office & Corporate Office	Contact person	E-mail and Telephone	Website
Innovassynth Technologies (India) Limited, Old Mumbai – Pune Road, Raigarh, Khopoli, Maharashtra, India – 410203.	Jayesh Patel	<a href="mailto:jayeshpatel@innovassynth.com">jayeshpatel@innovassynth.com</a> / 93246 03977	<a href="http://www.innovassynth.com">www.innovassynth.com</a>
<b>NAME OF THE PROMOTER OF INNOVASSYNTH TECHNOLOGIES (INDIA) LIMITED:</b>			
1. Viren Rajan Raheja			
2. Akshay Rajan Raheja			

#### Registered Office:

Innovassynth Technologies (India) Ltd.  
Old Mumbai-Pune Road, Khopoli – 410 203,  
Mumbai Area, India. Phone: +91-2192-260100  
Email: [itil@innovassynth.com](mailto:itil@innovassynth.com)  
CIN: U24110MH2001PLC134105

#### Corporate Office:

TCG International Biotech Park,  
2nd Floor, Genesis Square,  
Hinjewadi Phase – II,  
Pune – 411 057, India  
Phone: +91-20-61921000

[www.innovassynth.com](http://www.innovassynth.com)

Details of Offer to Public	Not Applicable
Details of OFS by Promoter(s) / Promoter Group / Other Selling Shareholders	
Price Band, Minimum Bid Lot and Indicative Timelines	
Details of WACA (Weighted Average Cost of Acquisition) of all shares transacted over the trailing eighteen months from the date of RHP (Red Herring Prospectus)	

## DETAILS OF THE SCHEME

### **BRIEF PARTICULARS OF THE SCHEME**

1. The Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited (“ITIL” or the “Transferor Company”) with Innovassynth Investments Limited (“IIL” or the “Transferee Company”) and their Respective Shareholders (“Scheme”) under Sections 230 to 232 read with Section 52 and Section 66 and other relevant provisions of the Companies Act, 2013 (“Act”) and Rules framed thereunder (including any statutory modification or re-enactment or amendment thereof), as may be applicable.
2. Upon the Scheme becoming effective and upon merger of Transferor Company with Transferee Company, the Transferee Company shall, without any further act or deed, issue and allot equity shares, credited as fully paid up, to the extent indicated below, to every member of the Transferor Company whose names appear in the register of members of Transferor Company (other than to the extent of shares already held by the Transferee Company), on the Record Date or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title in the following proportion viz:
 

***“1 (One) equity share of the face value Rs. 10 each of IIL shall be issued and allotted as fully paid up for every 1 (One) equity shares of the face value of Rs. 10 each fully paid up held in ITIL”***
3. All the equity shares of IIL will be listed and / or admitted to trading on BSE Limited.
4. The Scheme shall be effective from the Appointed Date and shall be operative from the Effective Date. The Scheme is subject to the approvals and sanctions as mentioned in the Scheme
5. The Scheme is subject to the approvals and sanctions as mentioned in the Scheme.

### **RATIONALE OF THE SCHEME**

The proposed corporate restructuring mechanism by way of a scheme of merger by absorption is beneficial, advantageous and not prejudicial to the interest of the shareholders, creditors and other stakeholders. The proposed amalgamation of Transferor Company into

#### **Registered Office:**

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Mumbai Area, India. Phone: +91-2192-260100  
Email: itil@innovassynth.com  
CIN: U24110MH2001PLC134105

#### **Corporate Office:**

TCG International Biotech Park,  
2nd Floor, Genesis Square,  
Hinjewadi Phase – II,  
Pune – 411 057, India  
Phone: +91-20-61921000

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Transferee Company is in consonance with the global corporate restructuring practices which intend and seeks to achieve flexibility and integration of size, scale and financial strength. The Transferor Company and the Transferee Company believe that the financial, and other resources of the Transferor Company and the Transferee Company pooled in the merged entity will lead to increased competitive strength, cost reduction and efficiencies and logistic advantages, thereby contributing to future growth. Therefore, the management of the Transferor Company and the Transferee Company believe that this Scheme shall benefit the respective companies, shareholders and other stakeholders of respective companies, inter-alia, on account of the following reasons:

- a) Consolidation of businesses of the group;
- b) The proposed merger will also provide scope for value unlocking for shareholders given that the business of Transferor Company has achieved scale;
- c) Integration of business operations and provide significant impetus to its growth;
- d) Greater efficiency in cash management of the merged entity, and unfettered access to cash flow generated by the business which can be deployed more efficiently to fund growth opportunities;
- e) Garner the benefits arising out of economies of large scale and lower operating costs;
- f) Avoidance of duplication of administrative functions, reduction in multiplicity of legal and regulatory compliances and cost;
- g) Merger will result in increase in net worth of Transferee Company, which will facilitate effective and fast mobilization of financial resources for meeting increased capital expenditure;
- h) Merger shall result in efficient and focused management control and system.

There is no adverse effect of the Scheme on the directors, key management personnel, shareholders, creditors, other security holders and employees of Transferor Company and Transferee Company. However, the Board of the Transferor Company upon merger shall stand dissolved without prejudice to decisions and actions, taken by the Board of the Transferor Company. The Scheme would be in the best interest of all stakeholders.

**Effect on share capital of the Transferor Company:**

Upon the scheme becoming effective, the entire paid-up share capital of Transferor Company fully held by Transferee Company (either held in its own name or through its nominee(s)) on the Effective Date (as defined in the Scheme of Merger by Absorption), shall stand cancelled in its entirety, without further act, instrument or deed. Transferee Company shall issue and allot shares to the remaining shareholders of Transferor Company.

*For further details please refer the Scheme of Merger*

**RISKS IN RELATION TO THE FIRST OFFER**

Not applicable, as no offer of equity shares to the public is envisaged

**GENERAL RISK**

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking any investment decision.

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<p>For taking any investment decision, investors must rely on their own examination of ITIL, IIL and the Scheme, including the risks involved. The equity shares of ITIL have not been recommended or approved by the Securities and Exchange Board of India ('SEBI') / Stock Exchanges, nor does SEBI / Stock Exchanges guarantee the accuracy or adequacy of the contents of the Abridged Prospectus. Specific attention of the investors is invited to the section titled 'INTERNAL RISK FACTORS on page 16 of the Abridged Prospectus.</p>	
<b><u>PROCEDURE</u></b>	
<p>The procedure with respect to public issue / offer would not be applicable as the issue of equity shares by IIL is proposed only for the shareholders of ITIL pursuant to the Scheme. Hence, the procedure with respect to Bid-Cum-Application Form, Red Herring Prospectus and General Information Document etc. are not applicable</p>	
<b>PRICE INFORMATION OF BOOK RUNNING LEAD MANAGER(S)</b>	
<p>NOT APPLICABLE since the proposed issue is not for public shareholders but to the shareholders of ITIL pursuant to the Scheme.</p>	
<b>MERCHANT BANKER</b>	
<p>Rarever Financial Advisors Private Limited Registered office: 807, Iconic Shyamal, Above Croma, Shyamal Cross Roads, Satellite, Ahmedabad - 380015</p>	
<b>STATUTORY AUDITORS</b>	
<p>M/s. Deloitte Haskins &amp; Sells LLP, Chartered Accountants 12<sup>th</sup> Floor, Westend Icon, Aundh, Pune Pune – 411007, Maharashtra Firm Registration No.: 101118W/W100682</p>	
<b>CREDIT RATING</b>	
<p>Long term: [ICRA] BBB (Stable) Short term: [ICRA] A3+</p>	
<p>In case of issues by Small and Medium Enterprises under Chapter IX, details of the market maker to be included: Not applicable</p>	
<b>Particulars</b>	<b>Status</b>
Name of Syndicate Members	Not Applicable
Name of Credit Rating Agency and the rating or grading obtained, if any	Not Applicable
Name of Debenture trustee, if any	Not Applicable
Self-Certified Syndicate Banks	Not Applicable
Non-Syndicate Registered Brokers	Not Applicable
Details regarding website	Not Applicable

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address(es)/link(s) from which the investor can obtain list of registrar to issue and share transfer agent's depository participants and stock brokers who can accept application from investor (as applicable)			
<b>PROMOTERS OF ITIL</b>			
Sr. No	Name	Individual / Corporate	Experience
1.	Viren Rajan Raheja	Individual	Mr. Viren Raheja is a non-executive Promoter Director of Innovassynth. He is a Director of several companies: Asianet Satellite Communications Ltd., Sonata Software Ltd. and Hathway Cable & Datacom Ltd, etc. He holds Bachelor's degree in commerce from Mumbai University. He has passed all 3 levels leading to the CFA charter and has an MBA degree from London Business School.
2.	Akshay Rajan Raheja	Individual	Akshay Raheja, aged 43 years, has a broad range of commercial/business experience in areas including building materials, real estate, cable television and broadband services, hospitality, retailing and general insurance. He is a Commerce Graduate from University of Mumbai and MBA from Columbia Business School, New York.
<b>BUSINESS OVERVIEW AND STRATEGY OF ITIL</b>			
<b>Company Overview</b>	ITIL was incorporated on December 4, 2001, in the name of Innovassynth Technologies (India) Limited in the State of Maharashtra under the provisions of the Companies Act, 1956. Subsequently, the name of the Innovassynth Technologies (India) Limited was changed from 'Innovassynth Technologies (India) Limited' to 'Innovassynth Technologies (India) Limited' on July 7, 2004. ITIL is an unlisted public company having CIN U24110MH2001PLC134105. The registered office of the Transferor Company is situated at, Old Mumbai – Pune Road, Raigarh, Khopoli, Maharashtra, India – 410203		
<b>Product / service offering Revenue segmentation by product / service offering</b>	ITIL is engaged in providing custom research and manufacturing of pharmaceutical intermediates and specialty chemicals, custom synthesis along with R&D support programme from lead generation to clinical supplies.		

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 Innovassynth Technologies (India) Ltd.  
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 CIN: U24110MH2001PLC134105

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 TCG International Biotech Park,  
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 Pune – 411 057, India  
 Phone: +91-20-61921000

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<b>Geographies served Revenue segmentati on by geographic s</b>	<i>Sale in Lakhs</i>		
	<b>Country</b>	<b>Average of previous 3 Years</b>	<b>%age</b>
	Canada	41.60	0.27%
	Europe	11,763.24	75.76%
	India	30.03	0.19%
	Middle East	145.37	0.94%
	US	3,447.13	22.84%
	<b>Total</b>	<b>15,527.37</b>	<b>100.00%</b>
<b>Key Performan ce Indicators</b>	<b>Particulars</b>	<b>FY 2024 Rs./ Lakhs</b>	
	Profit Before Tax	15	
	Profit After Tax	-47	
	EBIDTA	1,256	
<b>Client profile or industries served Revenue segmentati on in terms of top 5/10 clients or industries</b>	<p>BASF SCHWEIZ AG</p> <p><a href="https://www.basf.com/global/en">https://www.basf.com/global/en</a></p> <p>BASF Schweiz AG is a well established Swiss operation with diversified capabilities—from manufacturing to R&amp;D and marketing—across multiple Swiss regions. BASF, headquartered in Ludwigshafen am Rhein, Germany, is the world's largest chemical producer, operating across more than 80 countries with a workforce of approximately 112,000 employees and revenues of €65.3 billion in 2024.</p>	Germany	Chemicals
	<p>REGULUS THERAPEUTICS.,</p> <p><a href="https://www.regulusrx.com">https://www.regulusrx.com</a></p> <p>Regulus Therapeutics is a biopharmaceutical company focused on the discovery and development of innovative medicines targeting microRNAs. Regulus aims to develop important, novel oligonucleotide therapeutics that are designed to inhibit</p>	US	Pharma

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	<p>dysregulated microRNA targets for the benefit of patients with genetically based orphan diseases.</p> <p>Regulus is currently focused on genetic kidney diseases, where we have evolved our foundational technology and demonstrated the ability to preferentially distribute our therapeutic molecules to the kidney in both preclinical models and in patients. In December 2024, Regulus met with the FDA for an End-of-Phase 1 meeting where they reached alignment on the acceptability of the program's CMC, non-clinical and clinical pharmacology plans and key components of a Phase 3 trial design as a single pivotal study. In January 2025, the Company shared positive topline data from an interim analysis of the fourth cohort of patients in the Phase 1b MAD study of Farabursen (Name of New Drug - RGLS8429), Regulus is developing for the treatment of ADPKD</p> <p>In the month of June 2025, Regulus Therapeutics has been acquired by Novartis AG.</p>		
	<p>ISOBIONICS BV</p> <p><a href="https://www.isobionics.com/global/en">https://www.isobionics.com/global/en</a></p> <p>Isobionics is a biotechnology company based in Geleen, the Netherlands, specializing in the development and production of natural aroma ingredients through fermentation technology. In September 2019, Isobionics was acquired by BASF, a global leader in the chemical industry, to strengthen BASF's portfolio in the natural flavors and fragrances (F&amp;F) market.</p> <p>In October 2023, Isobionics expanded its portfolio by introducing two new natural</p>	Netherlands	Pharma

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	<p>flavors: Isobionics® Natural alpha-Bisabolene 98 and Isobionics® Natural (-)-alpha-Bisabolol 99. These products are produced using cutting-edge fermentation technology, ensuring consistent quality independent of harvest conditions and pesticide-free.</p>		
	<p>Basell Poliolefine Italia Srl</p> <p>Subsidiary of LyondellBasell, active in primary plastics manufacturing. Headquarters in Milan, with production and R&amp;D sites in Ferrara and Brindisi</p> <p><b>2023 Revenue:</b> €947.6 million</p> <p><b>Employees:</b> ~1,080 staff</p>	Italy	Chemicals
	<p>ALNYLAM US Inc</p> <p>Cambridge-based biotech company specializing in RNA interference therapeutics;</p> <p><b>2024 Revenue:</b> \$1.828 billion (66% YoY growth from \$1.037B in 2023) .</p>	England	Pharma
	<p>W. R. Grace &amp; Co.-Conn</p> <p>Specialty chemicals and materials company headquartered in Columbia, Maryland; spun off from asbestos-related business in 2014 .Annual revenue estimated between \$2–3 billion</p>	S A	Chemicals
	<p>Saudi Basic Industries Corporation (SABIC)</p> <p>Saudi Aramco majority-owned global petrochemical giant, based in Riyadh, active in chemicals, polymers, fertilizers, agri-nutrients .</p> <p><b>2024 Revenue:</b> SAR 139.98 billion (~\$37.33 billion USD) .</p>	S A	Diversified

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	<p><b>Employees: ~32,000</b></p>		
	<p>SIGMA- ALDRICH BIOCHEMIE GmbH</p> <p><a href="https://www.sigmaaldrich.com">https://www.sigmaaldrich.com</a></p> <p>Aldrich Chemical Co., now operating under the Millipore Sigma brand, is part of Merck KGaA's Life Science division. In 2023, Merck KGaA reported total sales of €21.0 billion, with the Life Science division contributing €9.0 billion to this figure (approximately \$9.9 billion USD).</p>	Germany	Chemicals
	<p>THERMO FISHER SCIENTIFIC</p> <p><a href="http://www.thermofisher.com">www.thermofisher.com</a></p> <p>Thermo Fisher Scientific Inc. is a leading American life sciences and clinical research organization, globally recognized for its comprehensive portfolio of products and services supporting scientific research, clinical diagnostics, and industrial applications. Headquartered in Waltham, Massachusetts, Thermo Fisher operates globally with a presence in over 50 countries, serving a diverse customer base across pharmaceutical, biotechnology, academic, government, and industrial sectors.</p> <p>In the fiscal year 2024, Thermo Fisher reported consolidated revenues of \$42.88 billion. The Laboratory Products and Biopharma Services segment contributed the largest share, accounting for 54% of total revenues, followed by Life Sciences Solutions at 22.5%, Analytical Instruments at 17.4%, and Specialty Diagnostics at 10.5% .</p>	US	Pharma

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	<p>ENTEGRIS</p> <p><a href="https://www.entegris.com/en/home.html">https://www.entegris.com/en/home.html</a></p> <p>Entegris, Inc. is a U.S.-based company specializing in advanced materials and process solutions for the semiconductor and high-tech industries. Headquartered in Billerica, Massachusetts, Entegris operates globally, including significant operations in the United States and Canada. The company offers a comprehensive range of products and services designed to improve yield and reliability in semiconductor manufacturing processes.</p> <p>Entegris, Inc. reported annual revenues of \$3.241 billion, in the year 2024.</p>	Canada	Semiconductor	
<b>Intellectual Property, if any</b>	<p>We have obtained 19 unique trademark registrations in India across various classes in relation to our brands.</p> <p>Internationally, we have secured trademark registrations in China (2 trademarks), Japan (1 trademark), South Korea (1 trademark), and the United Kingdom (1 trademark).</p> <p>As of the date of this Abridged Prospectus, we have also filed 12 additional trademark applications in India, which are currently pending registration.</p>			
<b>Market share</b>	ITIL is one of the leading player in CDMO Business catering to the requirement of most of the drug developing companies across the globe.			
<b>Manufacturing plant, if any</b>	The Company has 9 (nine) manufacturing plants located at Old Mumbai–Pune Road, Khopoli, Raigad District, Maharashtra, India – 410203			
<b>Employee strength</b>	<p><b>Direct :321</b></p> <p><b>Indirect: 200</b></p> <p><b>Total 521</b></p>			
<b>BOARD OF DIRECTORS OF ITIL</b>				
<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Designation (Independent / Wholerti</b>	<b>Experience and Educational Qualification</b>	<b>Other Directorships</b>

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		me / Executive / Nominee )		
1.	Dr. Hardik Mahesh Joshipura (09392511)	Managing Director & CEO	Dr. Hardik Joshipura serves as the Managing Director & CEO of the company. Before joining Innovassynth, he held various senior leadership positions at Sigma-Aldrich and later at Merck KGaA, gaining extensive experience in manufacturing, sales, and global strategic marketing. Dr. Joshipura began his career at Zydus Cadila, where he led Contract Research R&D for the Fine Chemicals business. He holds a Ph.D. in Organic Chemistry and is an alumnus of Harvard Business School (HBS), Boston, USA, where he completed Executive MBA.	<p><i>Indian Company :</i></p> <ol style="list-style-type: none"> <li>1. INNOVASSYNTH INVESTMENTS LIMITED</li> </ol> <p><i>Foreign Company :</i></p> <p>NIL</p>
2.	Mr. Viren Rajan Raheja (00037592)	Non-Executive Director	Mr. Viren Raheja is a non-executive Promoter Director of Innovassynth. He is a Director of several companies : Asianet Satellite Communications Ltd., Sonata Software Ltd. and Hathway Cable & Datacom Ltd, etc. He holds Bachelor's degree in commerce	<p><i>Indian Companies/LLPs:</i></p> <ol style="list-style-type: none"> <li>1. Positano Realty Private Limited</li> <li>2. Hathway Investments Private Limited</li> <li>3. Prerana Builders Pvt Ltd</li> <li>4. Crescent Property Developers Private Limited</li> <li>5. Asianet Satellite Communications Limited</li> <li>6. Hathway Cable And Datacom Limited</li> <li>7. Amber Apartment Makers Private Limited</li> </ol>

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			from Mumbai University. He has passed all 3 levels leading to the CFA charter and has an MBA degree from London Business School.	8. Windsor Realty Private Limited 9. R Raheja Investments Private Limited 10. Matsyagandha Investment And Finance Private Limited 11. Sonata Software Limited 12. Innovassynth Technologies (India ) Limited 13. Abu Developers P Ltd 14. Ascona Properties LLP 15. Ananya Construction LLP 16. Suchetan Construction LLP 17. Matsyagandha Estates LLP 18. Bay- Side Constructions LLP 19. Villa Capri Estates LLP 20. Zillion Contractors And Developers LLP 21. Akalpitam Land Developers LLP 22. Manali Estates LLP 23. R. Raheja Realty LLP Foreign Companies: NIL
3.	Mr. Akshay Rajan Raheja (00288397)	Non-Executive Director	Akshay Raheja, aged 43 years, has a broad range of commercial/business experience in areas including building materials, real estate, cable television and broadband services, hospitality, retailing and general insurance. He is a Commerce Graduate from University of Mumbai and MBA from Columbia Business School, New York.	Indian Companies/LLPs: 1. Supreme Petrochem Limited 2. R. Raheja Properties & Developers Private Limited 3. Kuntiputra Properties Private Limited 4. Innovassynth Technologies (India ) Limited 5. EIH Associated Hotels Limited 6. Hathway Cable And Datacom Limited 7. Arjun Housing Private Limited 8. Amber Apartment Makers Private Limited 9. Windsor Realty Private Limited 10. R Raheja Investments Private Limited 11. Bloomingdale Investment And Finance Pvt Ltd 12. Raheja QBE General Insurance Company Limited

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				<p>13. Prism Johnson Limited</p> <p>14. Abu Developers P Ltd</p> <p>15. Globus Stores Private Limited</p> <p>16. Kuntinandan Contractors And Developers Private Limited</p> <p>17. Hathway Investments Private Limited</p> <p>18. Ascona Properties LLP</p> <p>19. Ananya Construction LLP</p> <p>20. Suchetan Construction LLP</p> <p>21. Matsyagandha Estates LLP</p> <p>22. Bay- Side Constructions LLP</p> <p>23. Villa Capri Estates LLP</p> <p>24. Zillion Contractors And Developers LLP</p> <p>25. Akalpitam Land Developers LLP</p> <p>26. Manali Estates LLP</p> <p>27. R. Raheja Realty LLP</p> <p>Foreign Companies:</p> <p>Nil</p>
4.	Mr. Prosenjit Gupta (10278007)	Independent Director	A Chartered Accountant by profession, superannuated from HDFC Ltd in 2020 after serving 29 long years. The last position held by him at HDFC was Senior General Manager – Treasury. He is very well networked with the BFSI sector in Mumbai and had been a regular speaker in various forums/conferences on Securitization. Currently Mr. Gupta is advisor to a few entities engaged in Consulting, Risk and	<p>Indian Company : NIL</p> <p>Foreign Company : NIL</p>

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			Assurance services, Wealth Management, Corporate Turnaround strategies. He also advises a few Fintech start-ups building platforms applying cutting age technologies in the various fields like CSR activities, Investment Advisory, Learning Management System etc.	
5.	Adv. Ameeta Aziz Parpia (02654277)	Independent Director	<p>Adv. Ameeta holds a BA degree in Economics and Commerce from Jai Hind College, Mumbai.</p> <p>Adv. Ameeta is an advocate and solicitor, having passed the Solicitors examination conducted by the Bombay Incorporated Law Society in November 1990.</p> <p>Adv. Ameeta is a partner of Messrs A. H. Parpia and Company, Advocates and Solicitors – her area of practice is conveyancing, which covers personal laws and property-related advice and documentation.</p>	<p>Indian Companies/LLPs:</p> <ol style="list-style-type: none"> <li>1.EIH Associated Hotels Limited</li> <li>2.The Supreme Industries Limited</li> <li>3.Hathway Digital Limited</li> </ol> <p>Foreign Company : NIL</p>

### OBJECTS OF THE SCHEME

Kindly refer to the brief details of the Scheme given under the section titled 'DETAILS OF THE SCHEME'.

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<b>Details of means of finance:</b> Not Applicable <b>Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilisation of issue proceeds of past public issues / rights issue, if any, in the preceding 10 years:</b> Not Applicable <b>Name of monitoring agency, if any:</b> Not Applicable <b>Terms of Issuance of Convertible Security, if any:</b> Not Applicable
--

<b>PRE-SCHEME SHAREHOLDING PATTERN OF ITIL</b>			
<b>Sr. No.</b>	<b>Particulars</b>	<b>Pre-Scheme number of Shares</b>	<b>Pre-Scheme percentage of shareholding</b>
1.	Promoter and Promoter Group	7,43,61,570	99.12
2.	Public	6,59,781	0.88
	<b>Total</b>	<b>7,50,21,351</b>	<b>100.00</b>
<b>Number / amount of equity shares proposed to be sold by selling shareholders, if any:</b> Not Applicable			

<b>SUMMARY OF FINANCIALS OF ITIL</b> (Rs. In lakhs)				
<b>Particulars</b>	<b>For period ended December 2024 (Unaudited)</b>	<b>FY 2023-24 (Audited)</b>	<b>FY 2022-23 (Audited)</b>	<b>FY 2021-22 (Audited)</b>
Total Income from operations (net)	6,843.13	16,136.03	20,374.64	20,448.35
Net Profit / (Loss) before tax and extraordinary items	(2,630.20)	15.03	154.96	3,308.83
Net Profit / (Loss) after tax and extraordinary items	(2,576.93)	(46.83)	193.30	2,425.64
Equity Share Capital	7,502.14	7,502.14	7,502.14	7,502.14

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Reserves and Surplus*	14.34	2,591.27	2,638.11	2,444.80
Net worth *	7,516.48	10,093.41	10,140.25	9,946.94
Basic earnings per share (Rs.) (based on net profit / loss after tax and extraordinary items)	(3.43)	(0.06)	0.26	3.23
Diluted earnings per share (Rs.) (based on net profit / loss after tax and extraordinary items)	(3.43)	(0.06)	0.26	3.23
Return on net worth (%)^	-	-	0.02	0.24
Net asset value per share (Rs.)	1.00	1.35	1.35	1.33

\* Net of revaluation reserve of INR 4,084.39 Lakhs and capital reserve of INR 21.31 Lakhs

Notes:

1. Net worth has been computed as per Section 2(57) of the Act.
2. ^Currently, considering the losses, the return on Net worth is Nil
3. Net asset value per share has been arrived at by dividing Net worth by the number of Equity Shares

### INTERNAL RISK FACTORS

1. Implementation of the Scheme depends on the receipt of various approvals, including approval from the shareholders of ITIL and IIL, regulatory authorities, and National Company Law Tribunal. Any failure to receive such approvals will result in non-implementation of the Scheme and may adversely affect the shareholders.
2. ITIL is an unlisted public company, and its equity shares are not listed on any stock exchange and hence not available for trading.
3. The Company will dissolve without winding up pursuant to Scheme of Merger by Absorption which may or may not adversely affect the shareholders.

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4. FOREX rate fluctuation may lead to rise in procurement cost and financial losses for the Company.
5. Reliance on a limited number of clients or sectors increases vulnerability to demand fluctuations, pricing pressures, and loss of key contracts.
6. Non-compliance with regulations relating to, inter alia, environment, health & safety, food safety & standards, taxation and labour laws may adversely affect business operations of the company
7. The company shall face immense competition from both domestic as well as multinational corporations and inability to compete effectively may have adverse impact on the business operations of the Company..
8. Downgrading in credit rating may affect ability to raise funds.
9. Black Swan events, economic downturns, cyclical volatility, natural calamities, terrorist attacks etc., which are beyond the control of the company, may adversely affect business operations and financial performance.
10. High employee turnover, especially in critical skill areas, affects continuity and adds to training and rehiring costs. Retention of experienced staff is crucial given the specialized nature of operations.

#### SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTIONS

A. Total number of outstanding litigations against ITIL and amount involved:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary action by SEBI / Stock Exchanges against Promoters	Material Civil Litigations	Aggregate amount involved (in crores) <sup>s</sup>
<b>ITIL</b>						
By ITIL	NIL	NIL	NIL	NIL	1	Not quantifiable
Against ITIL	NIL	5	NIL	NIL	3	#27.36
<b>Directors of ITIL<sup>^</sup></b>						
By the Directors of ITIL	NIL	NIL	NIL	NIL	1	NIL

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Against the Directors of ITIL	2	NIL	NIL	NIL	3	NIL
<b>Promoter of ITIL</b>						
By the Promoter of ITIL	NIL*	NIL	NIL	NIL	1	Not quantifiable
Against the Promoter of ITIL	1	NIL	NIL	NIL	2	Not quantifiable
<b>Subsidiaries of ITIL</b>						
By Subsidiaries	Not Applicable as ITIL does not have any subsidiary					
Against Subsidiaries						
<sup>§</sup> to the extent ascertainable * Does not include proceedings in the ordinary course, such as proceedings initiated by the Promoter under the Negotiable Instruments Act, 1881. ^ Includes outstanding litigation of Promoters who are also Directors of the Company # 27.36 Crores includes GST liability of Rs. 17.75/- Crores. The company has appealed against order and even if the appellate authority confirm the entire amount, an amount of Rs. 6.85 Crores can be claimed as ITC and therefore net impact will be only Rs.10.90 Crores.						
<p><b>B. Brief details of top 5 material outstanding litigations against the Innovassynth Technologies (India) Limited (ITIL) and amount involved -</b></p> <ol style="list-style-type: none"> <li>1. The Commissioner of Customs (NS-I), Nhava Sheva, issued a demand notice to the Company on 19.09.2024 concerning the alleged non-compliance with the Pre-Import Condition while availing IGST exemption on imported goods. The Company has filed an appeal against the order before the CESTAT, Mumbai. The amount involved is ₹ 17,30,46,166, plus applicable interest.  Current Status: The matter is currently pending</li> <li>2. A Civil suit has been filed by Mr. Machchindra Waphare against the Company and certain employees/officials/directors. The Company has submitted its Written Statement in the matter, and the other Defendants are to adopt the same through a Pursis. Written Arguments have been filed. The claim amount involved in the suit is ₹ 9,54,23,425.  Current Status: The matter is currently pending.</li> <li>3. The State of Maharashtra, through the Director of Industrial Safety and Health (DISH), has filed a criminal case against Dr. Hardik Joshipura, Occupier of Innovassynth Technologies (India) Ltd., for alleged contravention of Rule 70(8)(a) and Rule 70(4)(b) of the Maharashtra Factories Rules, 1963, in connection with a fatal accident at the Khopoli premises.  Current Status: The matter is currently pending.</li> </ol>						

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<p>C. Regulatory or disciplinary actions taken by SEBI or Stock Exchanges against Promoter of Innovassynth Technologies (India) Limited (ITIL) in last 5 financial years including outstanding action, if any – Not Applicable</p>
<p>D. Brief details of outstanding criminal proceedings against Promoter of Innovassynth Technologies (India) Limited (ITIL) –</p> <p>i. An FIR, bearing number (MECR) 02/2017 dated May 13, 2017 under section 465, 468, 471, 420 and 34 of Indian Penal Code, was filed inter alia against Mr. Viren Raheja and Ors on an application filed by Mr. Paresh G Thakkar under Section 156 (3) before Metropolitan Magistrate, Vikhroli Court bearing No. 894 of 2017 and filing No. 4981/2017. The police after investigation, filed the “C” Summary Report dated December 8, 2017. However, the Complainant pursuant to the C Summary Report, filed a protest petition/objection to the same i.e. the C Summary Report alleging that matter has not been investigated properly by the concerned IO wherein IO has failed to consider various evidences presented by the Complainant. The Complainant, however, during the course of hearing withdrew its plea for re-investigation wherein pursuant to the same Court in view of Section 200 Cr. Pc allowed the prayer of Complainant to adduce his evidence to proceed with the Complaint under the aforementioned Section. The Case is pending for verification of evidence. The next date in the matter is 17.09.2025.</p>
<p><b>ANY OTHER IMPORTANT INFORMATION OF ITIL – NIL</b></p>

<p><b>DECLARATION BY ITIL</b></p>
<p>We hereby declare that all relevant provisions of the Companies Act 2013 and the guidelines / regulations issued by the Government of India or the guidelines / regulations issued by the SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Abridged Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all the statements in the Abridged Prospectus are true and correct.</p>

**For and on Behalf of  
For INNOVASSYNTH TECHNOLOGIES (INDIA) LIMITED**

  
**Mr. Shrikant Joshi**  
CS and AGM-Legal  
M No A 47346



**Date: July 17, 2025**  
**Place: Pune**

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**MINISTRY OF CORPORATE AFFAIRS  
RECEIPT  
G.A.R.7**

<b>SRN:</b> AB5475451/1-18897933057	<b>Service Request Date:</b> 17/07/2025
<b>SRN Date:</b> 17/07/2025 14:04:29	

**RECEIVED FROM:**

**Name:** SAMEER SALIM PAKHALI

**Address:** PLOT NO 178/C A WARD, , Karvir, Karvir, Maharashtra, India, 416010

**ENTITY ON WHOSE BEHALF MONEY IS PAID**

**LLPIN/CIN/DIN:** U24110MH2001PLC134105

**Name:** INNOVASSYNTH TECHNOLOGIES (INDIA ) LIMITED

**Address:** Innovassynth Technologies (India) Limited, Old Mumbai - Pune Road,, Khopoli, Raigarh, 410203

**FULL PARTICULARS OF REMITTANCE**

**Service Type:** eFiling

Service Description	Type of Fee	Amount (Rs.)
Fee for GNL-1	Normal	0
	Additional	0
	<b>Total</b>	<b>0</b>

**Mode of Payment:** Zero Fee

**Received Payment Rupees:** Zero Rupees Only.

Note: The defects or incompleteness in any respect in this application as noticed shall be placed on the Ministry's website(www.mca.gov.in). In case the application is marked as RSUB, please resubmit the application within the due date. Please track the status of your transaction at all times till it is finally disposed off. (please refer Rule 10 of the Companies (Registration offices and Fees) Rules, 2014)



District	<input type="text"/>
State/UT	<input type="text"/>
(d) E-mail ID	<input type="text"/>

### Application Details

7\* Details of application

The Scheme of Merger by Absorption (?Scheme?) is being submitted under the provisions of Sections 230 to 232, read with Sections 52 and 66, and other applicable provisions of the Companies Act, 2013, along with the rules framed thereunder (including any statutory modifications, re-enactments, or amendments thereof, as may be applicable), for the merger by absorption of Innovassynth Technologies (India) Limited (?Transferor Company?) with Innovassynth Investments Limited (?Transferee Company?).

The Scheme is accompanied by the No Objection Certificate (NOC) issued by BSE Limited, and pursuant to the Order passed by the Hon?ble National Company Law Tribunal, Mumbai Bench (?Hon?ble Tribunal?), a meeting of the Equity Shareholders of the Transferor Company has been directed to be convened to consider and approve the proposed Scheme, with or without modifications, as may be deemed appropriate.

8 In case of application for compounding of offences, provide the following details

(a) Whether application for compounding offence is filed in respect of

- Company
  Director
  Manager or Secretary or CEO or CFO
  Other

(b) Number of person(s) for whom the application is being filed

(c) Details of person(s) for whom the application is being filed

S.no	Category	Director identification number (DIN) or Income-tax permanent account number (Income-tax PAN) or passport number	Name

(d) Whether application is being filed

- Suo-motu
  In pursuance to notice received from RoC or any other competent authority

(e) Notice number

(f) Date of notice (DD/MM/YYYY)

(g) Section for which application is being filed

(h) If others, then specify

(i) Brief description of default	<input type="text"/>
(j) Period of default – From (DD/MM/YYYY)	<input type="text"/>
(k) Period of default – To (DD/MM/YYYY)	<input type="text"/>
(l) Reasons that led to the default	<input type="text"/>
(m) Whether the default has been made good?	<input type="radio"/> Yes <input type="radio"/> No
(n) If yes, how the default was made good?	<input type="text"/>
(o) If no, why the default has not been made good?	<input type="text"/>
(p) Reasons why compounding fee should not be levied	<input type="text"/>
(q) Whether any investigation against the company has been initiated under the Companies Act	<input type="radio"/> Yes <input type="radio"/> No
(r) If yes, please specify the agency conducting the investigation (SFIO/Others)	<input type="text"/>
(s) If Others, please specify the agencies	<input type="text"/>
(t) Brief particulars of the investigation	<input type="text"/>
9 (a) In case of application is made for extension of period of an AGM mention financial year end date in respect of which the application is being filed	<input type="text"/> (DD/MM/YYYY)
(b) Due date of holding Annual General Meeting; (DD/MM/YYYY)	<input type="text"/>
(c) Date till which extension is sought (DD/MM/YYYY)	<input type="text"/>
10 Service request number of Form MGT-14	<input type="text"/>

### Attachments

(a) Copy of Board Resolution authorizing filling of the application	CTC of Scheme-ITIL-F.pdf
(b) Scheme of arrangement, amalgamation	Scheme_of_Merger_by_Absorption_30042025.pdf
(c) Detailed application	NCLT Order with Correction Order.pdf
(d) Copy of notice received from RoC or any other competent authority	<input type="text"/>
(e) Optional attachment(s)- if any	Observation Letter_BSE-IIL.pdf

### Verification

To the best of my knowledge and belief, the information given in this application and its attachments is correct and complete.

I have been authorized by Board of directors' resolution number  XX  dated  29/04/2025

(DD/MM/YYYY) to sign and submit this application.

I am duly authorized to sign and submit this form.

**\*To be digitally signed by (Managing Director or Director or Manager or Secretary or CEO or CFO (in case of an Indian company) or an authorized representative (in case of a foreign company) or other**

\*Designation

(Managing Director/Director/Manager/CFO/ CEO/ Company Secretary/Authorized Representative/Others)

Company Secretary

\*Director identification number of the Director Managing Director or; income-tax PAN of the manager or authorized representative or; CEO or; CFO; or Membership number of the Company secretary

4\*3\*6

If Others, please specify

### Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/certified records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that:

- (i) The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order.
- (ii) All the required attachments have been completely and legibly attached to this form.

**To be digitally signed by**

Category of professional

- Chartered accountant (in whole-time practice)
- Company secretary (in whole-time practice)
- Cost accountant (in whole-time practice)

**Whether associate or fellow**

- Associate  Fellow

Membership number

1\*2\*4\*

Certificate of Practice number

*Note: Attention is also drawn to provisions of section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement / certificate and punishment for false evidence respectively.*

**For office use only:**

eForm Service request number (SRN)

AB5475451

eForm filing date (DD/MM/YYYY)

17/07/2025

**Digital signature of the authorizing officer**

This eForm is hereby rejected

This eForm is hereby approved/ registered

Date of signing (DD/MM/YYYY)

**MINISTRY OF CORPORATE AFFAIRS  
RECEIPT  
G.A.R.7**

<b>SRN:</b>	AB5471385/1-18897953963	<b>Service Request Date:</b>	17/07/2025
<b>SRN Date:</b>	17/07/2025 10:55:32		

**RECEIVED FROM:****Name:** SAMEER SALIM PAKHALI**Address:** PLOT NO 178/C A WARD, , Karvir, Karvir, Maharashtra, India, 416010**ENTITY ON WHOSE BEHALF MONEY IS PAID****LLPIN/CIN/DIN:** L67120MH2008PLC178923**Name:** INNOVASSYNTH INVESTMENTS LIMITED**Address:** Shop No.17, C-Wing, S.No-55, CT.S.No.-1655, Leena Heritage Co Op. Housing Society, Khopoli, Raigarh(MH), 410203**FULL PARTICULARS OF REMITTANCE****Service Type:** eFiling

Service Description	Type of Fee	Amount (Rs.)
Fee for GNL-1	Normal	0
	Additional	0
<b>Total</b>		<b>0</b>

**Mode of Payment:** Zero Fee**Received Payment Rupees:** Zero Rupees Only.

Note: The defects or incompleteness in any respect in this application as noticed shall be placed on the Ministry's website(www.mca.gov.in). In case the application is marked as RSUB, please resubmit the application within the due date. Please track the status of your transaction at all times till it is finally disposed off. (please refer Rule 10 of the Companies (Registration offices and Fees) Rules, 2014)



District	<input type="text"/>
State/UT	<input type="text"/>
(d) E-mail ID	<input type="text"/>

### Application Details

7\* Details of application

The Scheme of Merger by Absorption (?Scheme?) is being submitted under the provisions of Sections 230 to 232, read with Sections 52 and 66, and other applicable provisions of the Companies Act, 2013, along with the rules framed thereunder (including any statutory modifications, re-enactments, or amendments thereof, as may be applicable), for the merger by absorption of Innovassynth Technologies (India) Limited (?Transferor Company?) with Innovassynth Investments Limited (?Transferee Company?).

The Scheme is accompanied by the No Objection Certificate (NOC) issued by BSE Limited, and pursuant to the Order passed by the Hon?ble National Company Law Tribunal, Mumbai Bench (?Hon?ble Tribunal?), a meeting of the Equity Shareholders of the Transferee Company has been directed to be convened to consider and approve the proposed Scheme, with or without modifications, as may be deemed appropriate.

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(a) Whether application for compounding offence is filed in respect of

- Company
  Director
  Manager or Secretary or CEO or CFO
  Other

(b) Number of person(s) for whom the application is being filed

(c) Details of person(s) for whom the application is being filed

S.no	Category	Director identification number (DIN) or Income-tax permanent account number (Income-tax PAN) or passport number	Name

(d) Whether application is being filed

- Suo-motu
  In pursuance to notice received from RoC or any other competent authority

(e) Notice number

(f) Date of notice (DD/MM/YYYY)

(g) Section for which application is being filed

(h) If others, then specify

(i) Brief description of default	<input type="text"/>
(j) Period of default – From (DD/MM/YYYY)	<input type="text"/>
(k) Period of default – To (DD/MM/YYYY)	<input type="text"/>
(l) Reasons that led to the default	<input type="text"/>
(m) Whether the default has been made good?	<input type="radio"/> Yes <input type="radio"/> No
(n) If yes, how the default was made good?	<input type="text"/>
(o) If no, why the default has not been made good?	<input type="text"/>
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(q) Whether any investigation against the company has been initiated under the Companies Act	<input type="radio"/> Yes <input type="radio"/> No
(r) If yes, please specify the agency conducting the investigation (SFIO/Others)	<input type="text"/>
(s) If Others, please specify the agencies	<input type="text"/>
(t) Brief particulars of the investigation	<input type="text"/>
9 (a) In case of application is made for extension of period of an AGM mention financial year end date in respect of which the application is being filed	<input type="text"/> (DD/MM/YYYY)
(b) Due date of holding Annual General Meeting; (DD/MM/YYYY)	<input type="text"/>
(c) Date till which extension is sought (DD/MM/YYYY)	<input type="text"/>
10 Service request number of Form MGT-14	<input type="text"/>

### Attachments

(a) Copy of Board Resolution authorizing filling of the application	CTC-Merger - 30.04.2025.pdf
(b) Scheme of arrangement, amalgamation	Scheme_of_Merger_by_Absorption_30042025.pdf
(c) Detailed application	NCLT Order with Correction Order.pdf
(d) Copy of notice received from RoC or any other competent authority	<input type="text"/>
(e) Optional attachment(s)- if any	Observation Letter_BSE-IIL.pdf

### Verification

To the best of my knowledge and belief, the information given in this application and its attachments is correct and complete.

I have been authorized by Board of directors' resolution number  XX  dated  23/08/2024

(DD/MM/YYYY) to sign and submit this application.

I am duly authorized to sign and submit this form.

**\*To be digitally signed by (Managing Director or Director or Manager or Secretary or CEO or CFO (in case of an Indian company) or an authorized representative (in case of a foreign company) or other**

\*Designation

(Managing Director/Director/Manager/CFO/ CEO/ Company Secretary/Authorized Representative/Others)

Company Secretary

\*Director identification number of the Director Managing Director or; income-tax PAN of the manager or authorized representative or; CEO or; CFO; or Membership number of the Company secretary

5\*7\*6

If Others, please specify

### Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/certified records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that:

- (i) The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order.
- (ii) All the required attachments have been completely and legibly attached to this form.

**To be digitally signed by**

Category of professional

- Chartered accountant (in whole-time practice)
- Company secretary (in whole-time practice)
- Cost accountant (in whole-time practice)

**Whether associate or fellow**

- Associate  Fellow

Membership number

1\*2\*4\*

Certificate of Practice number

*Note: Attention is also drawn to provisions of section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement / certificate and punishment for false evidence respectively.*

**For office use only:**

eForm Service request number (SRN)

AB5471385

eForm filing date (DD/MM/YYYY)

17/07/2025

**Digital signature of the authorizing officer**

This eForm is hereby rejected

This eForm is hereby approved/ registered

Date of signing (DD/MM/YYYY)

## A R C H AND ASSOCIATES

### Chartered Accountants

---

#### STRICTLY PRIVATE & CONFIDENTIAL

5<sup>th</sup> September 2024

To,

**Innovassynth Technologies (India) Limited,**

Old Mumbai -Pune Road, Raigarh, Khopoli,

Maharashtra - 410203.

**Sub: Chartered Accountant's Certificate on the Statement of Total Assets, Total Liabilities, Net Worth and Total Income (Both Pre and Post Scheme of Merger by Absorption) ("Key Financial Figures") of Innovassynth Technologies (India) Limited as on 30<sup>th</sup> June 2024 pursuant to the Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited ("Transferor Company or the Company") with and into Innovassynth Investments Limited ("Transferee Company") and their respective shareholders in terms of the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made there under ("Scheme").**

1. This Certificate is issued in accordance with the terms of our engagement letter dated 23<sup>rd</sup> August 2024 with Innovassynth Technologies (India) Limited (hereinafter the "Company").
2. The Board of Directors of the Company, at their meeting held on 23<sup>rd</sup> August 2024 approved the Proposed Scheme of Merger by Absorption of Innovassynth Technologies India Limited (Transferor Company) with and into Innovassynth Investments Limited (Transferee Company) and their respective shareholders ("Scheme") in terms of provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act 2013 and rules framed thereunder (including any statutory modification or re-enactment or amendment thereof) and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ('SEBI Master Circular').
3. At the request of the management, we have examined the accompanying Statement of Key Financial Figures of the Company as at 30<sup>th</sup> June 2024 (Refer Annexure A) prepared by the management, which we have initialed for identification purposes only. The Statement of Key Financial Figures together with our certificate thereon is required by the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') for onwards submission to the BSE Limited (BSE), Securities and Exchange Board of India (SEBI), National Company Law Tribunal (NCLT) and other regulatory authorities in connection with the Scheme.

Page 1 of 3

Cell No: +91 99870 65322  
+91 90043 57775  
e-mail: [rahul@arch-associates.com](mailto:rahul@arch-associates.com)  
[harsh@arch-associates.com](mailto:harsh@arch-associates.com)



1804, Anmol Pride,  
Opp. Patel Petrol Pump,  
S.V. Road, Goregaon (West),  
Mumbai – 400 104.

**A R C H AND ASSOCIATES**  
**Chartered Accountants**

**Management's Responsibility**

4. The accompanying Statement is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
5. The Management is also responsible for ensuring that the Company complies with the relevant laws and regulations, including the applicable accounting standards as aforesaid and circulars issued under SEBI LODR and also provide relevant information to the NCLT and any other regulatory authority in connection with the Scheme.

**Chartered Accountant's Responsibility**

6. Pursuant to the requirements of the Regulators, it is our responsibility to provide a reasonable assurance whether the Company has accurately extracted figures from the audited financial statements for the period ended 30<sup>th</sup> June 2024, for the Key Financial Figures as set out in the Statement (Refer Annexure A).
7. The audited financial statements for the period ended 30<sup>th</sup> June 2024 have been approved by the Board of Directors. The Board of Directors have approved the Scheme of Merger by Absorption between the Company and Innovassynth Investments Limited on 23<sup>rd</sup> August 2024.
8. We have verified the Key Financial figures mentioned in the Statement as at 30<sup>th</sup> June 2024 (Refer Annexure A) with the Audited Financial Statements of the Company. We have also verified that the Net worth is in accordance with the method of computation set out in Section 2(57) of the Companies Act, 2013.
9. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

11. Based on our examination, as above, the information and explanations given to us, we are of the opinion that the Company has accurately extracted figures from the audited financial statements for the period ended 30<sup>th</sup> June 2024 (Refer Point 6 above), for the Key Financial Figures as set out in "Annexure A" and the Net worth in accordance with the method of computation set out in Section 2(57) of the Companies Act, 2013 (Refer "Annexure A -Note 1").



**A R C H AND ASSOCIATES**  
**Chartered Accountants**

**Restriction on Use**

12. The certificate is issued solely for the purpose of onward submission to SEBI, BSE, NCLT and other regulatory authorities. This certificate should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. A R C H AND ASSOCIATES shall not be liable to the Company, SEBI, BSE, NCLT, other regulatory authorities or to any other concerned for any claims, liabilities or expenses relating to this assignment, except to the extent of fees relating to this assignment. We have no responsibility to update this certificate for any events or circumstances occurring after the date of this certificate.

Thanking you,

For **A R C H AND ASSOCIATES**

Chartered Accountants

Firm Registration No. 152180W

**RAHUL** Digitally signed  
by RAHUL ATAL  
**ATAL** Date: 2024.09.05  
13:02:52 +05'30'

**CA Rahul Atal**

(Partner)

Membership No. 134488

Date: 5<sup>th</sup> September 2024

Place: Mumbai

UDIN: 24134488BKBGVS5219



597

**Annexure A**
**A. Total Assets, Total Liabilities, Net Worth and Total Income (Both Pre and Post-Scheme of Merger by Absorption) of Innovassynth Technologies (India) Limited ('the Company') as on 30<sup>th</sup> June 2024**

Particulars	Amount in Lakhs (Pre-Scheme)	Amount in Lakhs (Post-Scheme)
Total Assets as at 30 <sup>th</sup> June 2024	21,517.89	Not applicable as upon the Scheme becoming effective, the Company shall be automatically dissolved without being wound-up.
Total Liabilities as at 30 <sup>th</sup> June 2024	9,108.06	
<b>Net Assets as at 30<sup>th</sup> June 2024</b>	<b>12409.83</b>	
Less :- Revaluation Reserve	4,084.39	
Less :- Capital Reserve	21.31	
<b>Net Worth as at 30<sup>th</sup> June 2024 (See note 1 below)</b>	<b>8,304.14</b>	
Total Income for the year ended 30 <sup>th</sup> June 2024	454.01	

Note - 1: Computation of Net Worth of the Company as on 30<sup>th</sup> June 2024 (Pre-scheme)

Particulars	Amount in Lakhs
Total Equity as at 30 <sup>th</sup> June 2024	7,502.14
Total Reserve & Surplus as on 30 <sup>th</sup> June 2024 *	802.00
Less: Unamortised expenditure	0.00
<b>Net Worth as at 30<sup>th</sup> June 2024</b>	<b>8,304.14</b>

\* Net of revaluation reserve of INR 4,084.39 Lakhs & Capital Reserve INR 21.31 Lakhs

For the purpose of above calculation, Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

**B. History of the Transferor Company**

The Transferor Company is an unlisted public limited company, incorporated on 4<sup>th</sup> December 2001, under the provisions of the Companies Act, 1956 (hereinafter referred to as the "1956 Act") in the name of Innovassynth Technologies (India) Limited in the state of Maharashtra under CIN U24110MH2001PLC134105. The name of the Transferor Company was changed from Innovassynth Technologies (India) Limited to Innovassynth Technologies (India) Limited and a fresh certificate of incorporation consequent upon the change of name was issued on 7<sup>th</sup> July 2004. The registered office of the Transferor Company is

For Identification Purpose Only

**RAHUL  
ATAL**

Digitally signed  
by RAHUL ATAL  
Date: 2024.09.05  
13:03:41 +05'30'



Innovassynth Technologies (India) Ltd.

Old Mumbai-Pune Road, Khopoli 410203, Mumbai Area, Maharashtra, INDIA.  
Ph. : +91 2192 260100 | www.innovassynth.com | itil@innovassynth.com

CIN NO. : U24110MH2001PLC134105

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situated at Innovassynth Technologies (India) Limited, old Mumbai – Pune Road, Raigarh, Khopoli, Maharashtra – 410203. The Transferor Company is engaged in developing, scaling up and manufacturing of specialty chemicals and pharmaceuticals intermediates. The shares of the Transferor Company are not listed on any of the stock exchanges.

For **Innovassynth Technologies (India) Limited**

Mr Raghuveer  
CFO



For Identification Purpose Only

RAHUL  
ATAL

Digitally signed by  
RAHUL ATAL  
Date: 2024.09.05  
13:04:13 +05'30'

Place: Pune

Date: September 04, 2024



599

**P G BHAGWAT LLP**

Chartered Accountants | Since 1938

LLPIN: AAT 9949

**HEAD OFFICE**

Suite 102, 'Orchard',

Dr. Pai Marg, Baner.

Pune - 411045.

Tel.: 020 - 27290771 / 1772 / 1773

Email : pgb@pgbhagwatca.com

Web : www.pgbhagwatca.com

To,  
The Board of Directors  
Innovassynth Investments Limited,  
Shop No.17, C-Wing,  
Leena Heritage Co Op Housing Society,  
Khopoli, Raigarh,  
Maharashtra - 410203

Sub: Independent Auditor's Certificate on the Statement of Total Assets, Total Liabilities, Net Worth and Total Income (Both Pre and Post Scheme of Merger by Absorption) ("Key Financial Figures") of Innovassynth Investments Limited as on and for the three months ended June 30, 2024, as applicable pursuant to the Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited ("Transferor Company") with and into Innovassynth Investments Limited (the "Company" or "Transferee Company") and their respective shareholders in terms of the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act") and rules made there under ("Scheme").

1. This Certificate is issued in accordance with the terms of our engagement letter dated August 26, 2024 with Innovassynth Investments Limited.
2. The Board of Directors of the Company and Transferor Company, at their respective meetings held on August 23, 2024 approved the Proposed Scheme of Merger by Absorption of Innovassynth Technologies India Limited (Transferor Company) with and into Innovassynth Investments Limited (Transferee Company) and their respective shareholders ("Scheme") in terms of provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act 2013 and rules framed thereunder (including any statutory modification or re-enactment or amendment thereof), and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ('SEBI Master Circular').
3. At the request of the management, we have examined the accompanying Statement of pre scheme and post scheme details of Provisional Total Assets, Total Liabilities, Net Worth and Total Income of Innovassynth Investments Limited (Transferee Company) as at and for the three months ended June 30, 2024, as applicable (hereinafter referred to as the "Statement") prepared by the management, which we have initialed for identification purposes only. The Statement together with our certificate thereon is required by the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') for onwards submission to the BSE Limited (BSE), Securities and Exchange Board of India (SEBI), National Company Law Tribunal (NCLT) and other regulatory authorities in connection with the Scheme. The Appointed Date of the Scheme is 1<sup>st</sup> October 2024 or such other date as may be directed or approved by the Hon'ble National Company Law Tribunal or any other appropriate authority.



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**P G BHAGWAT LLP**

Chartered Accountants | Since 1938

LLPIN: AAT 9949

**Management's Responsibility**

4. The accompanying Statement is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents including compliance with the accounting standards as prescribed under section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
5. The Management is also responsible for ensuring that the Company complies with the relevant laws and regulations, including the provision of Sections 230 to 232 of the Act, other applicable provisions of the Act, the applicable accounting standards as aforesaid and circulars issued under SEBI LODR and also provide relevant information to the NCLT and any other regulatory authority in connection with the Scheme.

**Auditor's Responsibility**

6. Pursuant to the requirements of the Scheme, it is our responsibility to provide a reasonable assurance in the form of an opinion based on our examination whether:
  - i. the amounts that form part of pre scheme Total Assets, Total Liabilities, Net Worth and Total Income of the Transferee Company as at and for the three months ended June 30, 2024, as applicable, have been accurately extracted from the unaudited standalone financial results for the period ended June 30, 2024 which were subjected to limited review by us and from the underlying unaudited books of accounts as at and for the three months ended June 30, 2024;
  - ii. the amounts that form part of post scheme Provisional Total Assets, Total Liabilities, Net Worth and Total Income of the Transferee Company as at and for the three months ended June 30, 2024, as applicable, have been correctly computed based on unaudited standalone financial results for the period ended June 30, 2024 which were subjected to limited review by us and from the underlying unaudited books of accounts as at and for the three months ended June 30, 2024 after giving effect to the proposed accounting treatment as set out in Clause 15 of the Scheme and considering the share exchange ratio from disclosure made by the Company to Bombay Stock Exchange as per SEBI (Listing Obligations And Disclosure Requirements) Regulations 2015 (SEBI LODR) dated August 23, 2024 and from the independent valuers' report dated August 23, 2024; and
  - iii. the computation of pre scheme and post scheme Provisional Total Assets, Total Liabilities, Net Worth and Total Income of Transferee Company is arithmetically correct.
7. We have conducted limited review of unaudited standalone financial results of the Company for the period ended June 30, 2024 on which we issued an unmodified conclusion vide our report dated August 12, 2024. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review



**P G BHAGWAT LLP**

Chartered Accountants | Since 1938

LLPIN: AAT 9949

of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and an analytical procedure applied to financial data and thus provides less assurance than an audit. We did not perform an audit and accordingly, we did not express an audit opinion on aforesaid unaudited standalone financial results.

8. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
10. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria as mentioned in paragraph 6 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the applicable criteria. Accordingly, we have performed the following procedures in relation to the Statement:
  - a. Traced and agreed the amounts in the computation of pre scheme Total Assets, Total Liabilities, Net Worth and Total Income as at and for the three months ended June 30, 2024, as applicable, to the unaudited standalone financial results for the period ended June 30, 2024 which were subjected to limited review by us and from the underlying unaudited books of accounts as at and for the period ended June 30, 2024;
  - b. Verifying the computation of pre scheme net-worth as at June 30, 2024 to ascertain correctness thereof arithmetically and is in accordance with the basis of computation set out in the Statement.
  - c. We have obtained a copy of the Scheme as approved by the Board of Directors of the Company in their meeting held on August 23, 2024 proposed to be filed by the Company with the NCLT and other regulatory authorities. We have read the same and noted the impact of the proposed accounting treatment mentioned in Clause 15 of the Scheme. We have not performed any other procedures in this regard;
  - d. Obtained audited special purpose financial statements of the transferor company for the three months ended June 30, 2024 (audited by another firm of Chartered Accountants) which is considered for the computation of Post scheme provisional Total Assets, Total Liabilities, Net Worth and Total Income.
  - e. Traced the numbers considered for the computation of Post scheme provisional Total Assets, Total Liabilities, Net Worth and Total Income in the attached Statement from unaudited standalone financial results of the Company for the period ended June 30, 2024 which were subjected to limited review by us, underlying unaudited books of



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- accounts of the Company as at and for the period then ended and audited special purpose financial statements of the transferor company for the three months ended June 30, 2024 (referred in 10(d) above); also traced the share exchange ratio considered for the computation from disclosure made by the Company to Bombay Stock Exchange as per SEBI (Listing Obligations And Disclosure Requirements) Regulations 2015 (SEBI LODR) dated August 23, 2024 and from the independent valuers' report dated August 23, 2024. Verified that the aforesaid computation is based on the issue price mentioned in the accompanying Statement.;
- f. Tested the arithmetical accuracy of pre scheme and post scheme Provisional Total Assets, Total Liabilities, Net Worth and Total Income of Transferee Company as at and for the three months ended June 30, 2024, as applicable;
  - g. Performed necessary inquiries with the management and obtained necessary representations.

**Opinion**

11. Based on the procedures performed by us as referred to in paragraph 10 above and according to the information, explanations and management representations received by us, we are of the opinion that:
  - i. the amounts that form part of pre scheme Total Assets, Total Liabilities, Net Worth and Total Income as at and for the three months ended June 30, 2024, as applicable, of the Transferee Company contained in the Statement have been accurately extracted from the unaudited standalone financial results for the period ended June 30, 2024 which were subjected to limited review by us and from the underlying unaudited books of accounts as at and for the period ended June 30, 2024; and
  - ii. the amounts that form part of post scheme Provisional Total Assets, Total Liabilities, Net Worth and Total Income of the Transferee Company as at and for the three months ended June 30, 2024, as applicable, have been are correctly computed considering the proposed accounting treatment referred in paragraph 10 above and share exchange ratio as per the disclosure made to Bombay Stock Exchange as per SEBI (Listing Obligations And Disclosure Requirements) Regulations 2015 (SEBI LODR) dated August 23, 2024 and as per the independent valuers' report dated August 23, 2024; and
  - iii. the computation of pre scheme and post scheme Provisional Total Assets, Total Liabilities, Net Worth and Total Income of Transferee Company as at and for the three months ended June 30, 2024, as applicable, contained in the Statement is arithmetically correct and subject to changes in the post Scheme provisional Total Assets, Total Liabilities, Net Worth and Total Income arising due to transactions occurring in the companies involved in the Scheme, impacting the numbers of the Company, during the intervening period from 1 July 2024 to the appointed date of the Scheme.



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**Restriction on Use**

12. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose given in paragraph 3 above and should not be used by any other person or for any other purpose. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.
13. This Certificate is issued at the request of the management of the Company and is addressed to its Board of Directors of the Company solely for the purpose given in paragraph 3 above and should not be used by any other person or for any other purpose or distributed to anyone or referred to in any document without our prior consent. We shall not be liable to the Company or to any other concerned for any claims, liabilities or expenses relating to this assignment. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For P G BHAGWAT LLP

Firm registration number: 101118W/W100682

*APShetye*

Abhijit Shetye

Membership number: 151638

UDIN: 24151638BKGPSI5837

Place: Pune

Date: September 4, 2024



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# INNOVASSYNTH INVESTMENTS LIMITED

Regd. Office: Shop No.17, C-Wing, S. No-55, CT.S.No.-1655, Leena Heritage Co  
Op. Housing Society, Khopoli, Raigarh, Maharashtra, India, 410203  
CIN: L67120MH2008PLC178923

Tel.: 020-61921000.  
Fax: +91-2192-263628.

Website :www.innovassynthinvestments.in  
E-mail : secretarial@innovassynthinvestments.in

Innovassynth Investments Limited (the 'Company' or 'Transferee Company') is having its registered office at Shop No.17, C-Wing, Leena Heritage Co Op Housing Society, Khopoli, Raigarh, Maharashtra – 410203. This statement is prepared in connection with the proposed Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited ('Transferor Company') with the Company ('Scheme').

## A. Total Assets, Total Liabilities, Net Worth and Total Income (Pre and provisional post Scheme) of the Company as at and for the three months ended June 30, 2024

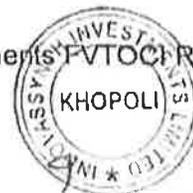
Particulars	INR in Crore Pre-merger	INR in Crore Post-merger (Provisional) Refer note 4
Total Assets as at June 30, 2024 (A)	38.81	205.97 #
Total Liabilities as at June 30, 2024 (B)	5.36	87.18
Net Assets as at June 30, 2024 (A-B)	33.45	118.79
Less :- Capital Reserve	(0.02)	(0.22)
Less :- Investments FVTOCI Reserve on Equity Instruments	(14.91)	-
Less :- Revaluation Reserve	-	(40.84)
Net Worth as at June 30, 2024 (See note 1, 2 and 3 below)	18.52	77.73
Total Income for the three months ended June 30, 2024	Nil	Nil

# Include upward revaluation adjustment in the value of fixed assets of the transferor company amounting to Rs. 40.84 Crore made during financial years 2005-06 and 2008-09.

### Note – 1: Computation of Net Worth of the Company as on June 30, 2024 (Pre-scheme)

Particulars	INR in Crore
Total Equity	24.28
Total Reserve & Surplus##	(5.76)
Less: Unamortised expenditure	-
Net Worth	18.52

## Net of capital reserve amounting to Rs. 0.02 Crore and Investments FVTOCI Reserve on Equity Instruments amounting to Rs. 14.91 Crore.



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**Note – 2: Computation of Net Worth of the Company as on June 30, 2024 (Provisional Post-scheme)**

Particulars	INR in Crore
Total Equity	75.45
Total Reserve & Surplus*	2.28
Less: Unamortised expenditure	-
<b>Net Worth</b>	<b>77.73</b>

\* Net of capital reserve amounting to Rs. 0.22 Crore and Revaluation Reserve created on account of upward revaluation adjustment in the value of fixed assets of the transferor company amounting to Rs. 40.84 Crore made during financial years 2005-06 and 2008-09.

**Note – 3**

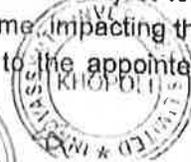
For the purpose of above calculation, Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

**Note – 4**

Provisional Post Scheme Total Assets, Total Liabilities, Net Worth and Total Income mentioned in the table above is computed considering the proposed accounting treatment mentioned in Clause 15 of Part III of the Scheme and the share exchange ratio as per the disclosure made to Bombay Stock Exchange as per SEBI (Listing Obligations And Disclosure Requirements) Regulations 2015 (SEBI LODR) dated August 23, 2024 and as per the independent valuers' report dated August 23, 2024. For the purpose of aforesaid computation, Issue price per share for proposed issue of shares as a result of the proposed merger is considered as Rs. 29.39 per share.

Provisional Post Scheme Total Assets, Total Liabilities, Net Worth and Total Income is computed based on unaudited standalone financial results of the Company for the period ended June 30, 2024 which were subjected to limited review by statutory auditor of the Company, underlying unaudited books of accounts of the Company as at and for the period then ended and audited special purpose financial statements of the transferor company for the three months ended June 30, 2024.

Post Scheme Provisional Total Assets, Total Liabilities, Net Worth and Total Income may undergo change on account of determination of the fair value of assets and liabilities basis the accounting treatment as prescribed in the Proposed Scheme and is subject to changes due to transactions occurring in the companies involved in the Scheme, impacting the numbers of the respective company, during the period from 1 July 2024 to the appointed date of the Scheme to be approved by the NCLT.



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**B. History of the Transferee Company**

Innovassynth Investments Limited (referred to as the "Transferee Company") is a public listed company, incorporated under the provisions of the Companies Act, 1956 on February 15, 2008 in the state of Maharashtra under CIN L67120MH2008PLC178923. The registered office of the Transferee Company is situated at Shop No.17, C-Wing, Leena Heritage Co Op Housing Society, Khopoli, Raigarh, Maharashtra, India - 410203. The equity shares of the Transferee Company are listed on the BSE Limited.

For Innovassynth Investments Limited



Mr. Sameer Pakhali  
Company Secretary and CFO



Place: Khopoli  
Date: September 4, 2024



**A R C H AND ASSOCIATES**

Chartered Accountants

---

**STRICTLY PRIVATE & CONFIDENTIAL**

10<sup>th</sup> July 2025

To,

**Innovassynth Technologies (India) Limited,**

Old Mumbai -Pune Road, Raigarh, Khopoli,

Maharashtra - 410203.

**Sub: Certificate on securities premium built-up in case of Innovassynth Technologies (India) Limited in respect of the proposed Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited ("Transferor Company") with and into Innovassynth Investments Limited ("Transferee Company") and their respective shareholders in terms of the provisions of Section 230 to 232 read with section 52 and section 66 and other applicable provisions of the Companies Act, 2013 and rules made there under ("Scheme")**

Sir,

The Board of Directors of the Company, at their meeting held on 23<sup>rd</sup> August 2024, approved the Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited ("Transferor Company" or "Company") with and into Innovassynth Investments Limited ("Transferee Company") and their respective shareholders in terms of the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made there under ("Scheme").

In this regard, at the request of the Company, we have reviewed the capital evolution, and in particular, the built-up of securities premium account, of the Company wherein the equity shares were issued from financial year 2001-2002 (i.e. year of incorporation) to financial year 2011-12, post which there has been no change in the capital structure of the Company. The equity shares were issued as subscription shares, as shares on preferential allotment basis and as shares on rights issue basis.

Page 1 of 2

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+91 90043 57775  
e-mail: [rahul@arch-associates.com](mailto:rahul@arch-associates.com)  
[harsh@arch-associates.com](mailto:harsh@arch-associates.com)

1804, Anmol Pride,  
Opp. Patel Petrol Pump,  
S.V. Road, Goregaon (West),  
Mumbai – 400 104.

**A R C H AND ASSOCIATES**  
**Chartered Accountants**

Considering the above mentioned documents and information provided to us by the management, we hereby certify that there was only one instance where the equity shares were issued at premium. There were 1,40,05,000 (One Crore Forty Lakhs Five Thousand only) equity shares of face value of Rs. 10 each (Indian Rupees Ten) issued on 30<sup>th</sup> June 2005 at a premium of Rs.15 each (Indian Rupees Fifteen). Thereby, the amount received as face value works out to Rs.14,00,50,000 (Indian Rupees Fourteen Crores Fifty Thousand only) and amount received as securities premium works out to Rs. 21,00,75,000 (Indian Rupees Twenty-one Crores Seventy-Five Thousand only), the aggregate amount received by the Company being Rs.35,01,25,000 (Indian Rupees Thirty-Five Crores One Lakh Twenty-Five Thousand only).

This certificate has been issued at the request of the Company for submission to shareholders and any other regulatory authorities in connection with the Scheme.

Thanking you,

For **A R C H AND ASSOCIATES**

Chartered Accountants

Firm Registration No. 152180W

**RAHUL** Digitally signed  
by RAHUL ATAL  
**ATAL** Date: 2025.07.10  
16:10:51 +05'30'

**CA Rahul Atal**

(Partner)

Membership No. 134488

Date: 10<sup>th</sup> July 2025

Place: Mumbai

UDIN: 25134488BMIZSR5411

## **A R C H AND ASSOCIATES** Chartered Accountants

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**STRICTLY PRIVATE & CONFIDENTIAL**

5<sup>th</sup> September 2024

To,

**Innovassynth Technologies (India) Limited,**

Old Mumbai -Pune Road, Raigarh, Khopoli,

Maharashtra - 410203.

**Sub: Certificate on Capital Evolution of Innovassynth Technologies (India) Limited in respect of the proposed Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited ("Transferor Company") with and into Innovassynth Investments Limited ("Transferee Company") and their respective shareholders in terms of the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made there under ("Scheme")**

Sir,

The Board of Directors of the Company, at their meeting held on 23<sup>rd</sup> August 2024, approved the Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited ("Transferor Company" or "Company") with and into Innovassynth Investments Limited ("Transferee Company") and their respective shareholders in terms of the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made there under ("Scheme").

In this regard, at the request of the Company, we have reviewed the details of capital evolution of the Company over the years as detailed in the Annexure A, which we have initialled for the purpose of identification. The Annexure has been prepared by the Company for the purpose of submission to BSE Limited (BSE), Securities and Exchange Board of India (SEBI), National Company Law Tribunal (NCLT) and any other regulatory authorities in connection with the Scheme.

We have reviewed the Annexure, traced and agreed the figures with the Audited Financial Statements of the Company over the years till 31<sup>st</sup> March 2012, post which there has been no change in the capital structure of the Company. The Company was incorporated on 4<sup>th</sup> December 2001 under the Companies Act, 1956 with Authorised Share Capital of INR 5,00,700 divided into 50,070 shares of INR 10 each. We have reviewed the Annexure A along with the Certificate of Incorporation of the Company and share allotment details since inception of the Company.

Considering the above mentioned documents and information provided to us by the management, we hereby certify that the built-up of share capital as detailed in the Annexure is proper and appropriate.

Page 1 of 2



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+91 90043 57775  
e-mail: [rahul@arch-associates.com](mailto:rahul@arch-associates.com)  
[harsh@arch-associates.com](mailto:harsh@arch-associates.com)

1804, Anmol Pride,  
Opp. Patel Petrol Pump,  
S.V. Road, Goregaon (West),  
Mumbai – 400 104.

**A R C H AND ASSOCIATES**  
**Chartered Accountants**

This certificate has been issued at the request of the Company for submission to BSE, SEBI, NCLT and any other regulatory authorities in connection with the Scheme. This certificate should be read together with Annexure attached herewith.

Thanking you,

For **A R C H AND ASSOCIATES**

Chartered Accountants

Firm Registration No. 152180W

**RAHUL** Digitally signed  
by RAHUL ATAL  
**ATAL** Date: 2024.09.05  
13:01:55 +05'30'

**CA Rahul Atal**

(Partner)

Membership No. 134488

Date: 5<sup>th</sup> September 2024

Place: Mumbai

UDIN: 24134488BKBGVT5462



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**Annexure A**

Details of Capital evolution of Innovassynth Technologies (India) Limited, the Transferor Company:

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
18.12.2001	50,070	10	Subscription to Memorandum of Association	50,070	Shares of Transferor Company are not listed on any stock exchange
29.03.2004	2,50,00,000	10	Preferential Issue	2,50,50,070	
30.06.2005	1,40,05,000	25	Preferential Issue	3,90,55,070	
01.08.2006	65,88,633	10	Rights Issue	4,56,43,703	
11.01.2007	34,00,000	10	Equity shares issued on 11 January 2007 pursuant to conversion of 6% Cumulative Convertible Preference Shares (CCPS)* in the ratio of 1:1 i.e., 1 (one) equity share of Transferor Company for every 1 (one) CCPS held in Transferor Company	4,90,43,703	
16.07.2007	65,00,000	10	Preferential Issue	5,55,43,703	
12.12.2008	50,00,000	10	Rights Issue	6,05,43,703	
19.01.2009	1,34,77,648	10	Rights Issue	7,40,21,351	
10.08.2011	10,00,000	10	Preferential Issue	7,50,21,351	

\* 6% Cumulative Convertible Preference Shares (CCPS) were issued on 25 September 2006.

Thanking you.

For **Innovassynth Technologies (India) Limited**

Mr Raghuveer A  
CFO

Place: Pune

Date: September 04, 2024

Innovassynth Technologies (India) Ltd.

Old Mumbai-Pune Road, Khopoli 410203, Mumbai Area, Maharashtra, INDIA.  
Ph. : +91 2192 260100 | www.innovassynth.com | itil@innovassynth.com

CIN NO. : U24110MH2001PLC134105

For Identification Purpose Only

RAHUL  
ATAL

Digitally signed by  
RAHUL ATAL  
Date: 2024.09.05  
13:02:21 +05'30'



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**PG BHAGWAT LLP**

Chartered Accountants | Since 1938

LLPIN AAT 9949

**HEAD OFFICE**

Suite 102, 'Orchard'.

Dr. Pai Marg, Baner.

Pune - 411045.

Tel.: 020 - 27290771 / 1772 / 1773

Email : pgb@pgbhagwatca.com

Web : www.pgbhagwatca.com

To,  
The Board of Directors  
Innovassynth Investments Limited,  
Shop No.17, C-Wing,  
Leena Heritage Co Op Housing Society,  
Khopoli, Raigarh,  
Maharashtra - 410203

**Subject: Certificate on Capital Evolution (i.e. build-up of share capital) of Innovassynth Investments Limited till June 30, 2024 in respect of the proposed Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited ("Transferor Company") with and into Innovassynth Investments Limited (the "Company" or "Transferee Company") and their respective shareholders in terms of the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made there under ("Scheme")**

1. This Certificate is issued in accordance with the terms of our engagement letter dated August 26, 2024 with Innovassynth Investments Limited.
2. The Board of Directors of the Company, at their meeting held on August 23, 2024, approved the Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited ("Transferor Company") with and into Innovassynth Investments Limited ("Transferee Company") and their respective shareholders in terms of the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made there under ("Scheme").
3. In this regard, at the request of the Company, we have reviewed the details of build-up of share capital of the Company over the years till June 30, 2024 as detailed in the Annexure A, which we have initialled for the purpose of identification. The Annexure A has been prepared by the Company for the purpose of submission to BSE Limited (BSE), Securities and Exchange Board of India (SEBI), National Company Law Tribunal (NCLT) and any other regulatory authorities in connection with the Scheme.

**Management's Responsibility**

4. The accompanying Statement is the responsibility of the Management of the Company including the maintenance of all accounting and other relevant supporting records and documents as required under of the Companies Act, 2013 and rules made thereunder. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.



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5. The Management is also responsible for ensuring that the Company complies with the relevant laws and regulations, including the provision of Sections 230 to 232 of the Act, other applicable provisions of the Act, the applicable accounting standards as aforesaid and circulars issued under SEBI LODR and also provide relevant information to the NCLT and any other regulatory authority in connection with the Scheme.

**Auditor's Responsibility**

6. Pursuant to the requirements of the Scheme, it is our responsibility to provide a reasonable assurance in the form of an opinion based on our examination whether the build-up of share capital as detailed in the Annexure A is proper and appropriate.
7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria as mentioned in paragraph 6 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the applicable criteria. Accordingly, we have performed the following procedures in relation to the Statement:
- We have reviewed the Annexure A, traced and agreed the figures with the Audited Financial Statements of the Company over the years till the financial year ended March 31, 2024. We note that the Company was incorporated on 15 February 2008 under the Companies Act, 1956 and having Authorised Share Capital of INR 25,00,00,000 divided into 2,50,00,000 shares of INR 10 each as on June 30, 2024.
  - We have reviewed Annexure A along with the Certificate of Incorporation of the Company and share allotment details since inception of the Company.

**Conclusion**

10. Based on the procedures performed by us as referred to in paragraph 9 above and according to the information, explanations and management representations received by us, we hereby certify that the build-up of share capital till June 30, 2024 as mentioned in the Annexure A is proper and appropriate.



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**Restriction on Use**

1. This Certificate is issued at the request of the management of the Company and is addressed to its Board of Directors of the Company solely for the purpose of onward submission to the NCLT, BSE, and other regulatory authorities in connection with the proposed Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited with Innovassynth Investments Limited as referred in para 3 above. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.
2. This Certificate is issued at the request of the management of the Company and is addressed to its Board of Directors of the Company solely for the purpose of onward submission to the NCLT, BSE, and other regulatory authorities in connection with the proposed Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited with Innovassynth Investments Limited as referred in para 3 above and should not be used by any other person or for any other purpose or distributed to anyone or referred to in any document without our prior consent. We shall not be liable to the Company or to any other concerned for any claims, liabilities or expenses relating to this assignment. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For P G BHAGWAT LLP

Firm registration number: 101118W/W100682

*APShetye*

Abhijit Shetye

Membership Number: 151638

UDIN: 24151638BKGPSH5552

Place: Pune

Date: September 4, 2024



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# INNOVASSYNTH INVESTMENTS LIMITED

Regd. Office: Shop No.17, C-Wing, S. No-55, C.T.S.No.-1655, Leena Heritage Co  
Op. Housing Society, Khopoli, Raigarh, Maharashtra, India, 410203  
CIN: L67120MH2008PLC178923

Tel.: 020-61921000.  
Fax: +91-2192-263628.

Website :www.innovassynthinvestments.in  
E-mail : secretarial@innovassynthinvestments.in

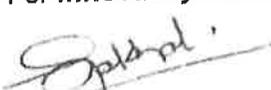
## ANNEXURE \_

### Annexure A

Details of build-up of share capital of Innovassynth Investments Limited, the Transferee Company as on June 30, 2024:

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
February 15, 2008	50,000	10	Subscription to Memorandum of Association	50,000	Unlisted. The Company was listed on Bombay Stock Exchange subsequently during Financial Year 2008-09.
September 29, 2008	2,38,28,035	10	Scheme of Arrangement under Sections 391 to 394 of the Companies Act, 1956, Futura Polyesters Limited and Innovassynth Investments Limited with the High Court of Judicature, Bombay	2,38,78,035	Unlisted. The Company was listed on Bombay Stock Exchange subsequently during Financial Year 2008-09.
May 5, 2011	4,00,000	10	Preferential Allotment of 2,00,000 equity shares to Bhupati Investment & Finance Pvt. Ltd. and 2,00,000 equity shares to Matsyagandha Investments and Finance Pvt Ltd	2,42,78,035	Listed

For Innovassynth Investments Limited

  
Mr. Sameer Pakhali  
Company Secretary and CFO



Place: Khopoli  
Date: September 4, 2024



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## CA Harsh Chandrakant Ruparelia

Registered Valuer – Securities or Financial Assets

(IBBI Registration No. IBBI/RV/05/2019/11106 and

Membership No. ICAI RVO/S&FA/00054)

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**STRICTLY PRIVATE & CONFIDENTIAL**

5<sup>th</sup> September 2024

To,

<b>Innovassynth Investments Limited</b> Shop No.17, C-Wing, S.No-55, CT.S.No.-1655, Leena Heritage Co Op. Housing Society, Khopoli, Raigarh(MH), Khopoli, Maharashtra – 410203.	<b>Innovassynth Technologies (India) Limited</b> Old Mumbai – Pune Road, Raigarh, Khopoli, Maharashtra – 410203.
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**Sub: Report on Recommendation of Share Exchange Ratio for the proposed Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited with Innovassynth Investments Limited**

**Re: Revenue, PAT and EBIDTA details of entities involved in the scheme**

Dear Madam / Sirs,

This is with reference to the aforesaid Scheme, wherein CA Harsh Chandrakant Ruparelia, Registered Valuer – Securities or Financial Assets (hereinafter referred to as "the Valuer" or "I") has issued a report dated 23<sup>rd</sup> August 2024 for the Share Exchange Ratio under the proposed Scheme of Merger by Absorption.

I understand that as per the BSE Checklist, documents required to be submitted for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) inter-alia requires to providedetails of Revenue, PAT and EBIDTA (in value and percentage terms) of entities involved in the scheme for all the number of years considered for valuation in case the Income Approach method is used in the Valuation and Reasons justifying the EBIDTA/PAT margin considered in the valuation report.



Page 1 of 2

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Cell No: +91 90043 57775  
e-mail: [harsh.ruparelia@yahoo.com](mailto:harsh.ruparelia@yahoo.com)  
[harsh@arch-associates.com](mailto:harsh@arch-associates.com)

B/702, Jyoti Tower,  
Kandivali Jyoti Park CHS Ltd,  
Opp. Anand Ashram,  
S.V. Road, Kandivali (West),  
Mumbai – 400 067.

**CA Harsh C. Ruparelia**  
**Registered Valuer – Securities or Financial Assets**

I hereby state that the 'Income' approach was considered in case of Innovassynth Technologies (India) Limited ("ITIL" or "the Company"), details of which are as under:

**INR in Mn**

Particular	2023-24	2024-25	2025-26	2026-27	2027-28	2028-29
<b>Revenue</b>	1,600	1,751	2,338	2,805	3,364	4,038
<b>EBITDA</b>	125.6	256.7	388.7	487.4	716.1	900.3
<b>EBITDA (%)</b>	7.8%	14.7%	16.6%	17.4%	21.3%	22.3%
<b>PAT</b>	(4.7)	95.8	148.7	155.8	334.4	493.8
<b>PAT (%)</b>	(0.3%)	5.5%	6.4%	5.6%	9.9%	12.2%
<b>Non-Operating Income</b>	2.5	3.0	3.4	4.0	4.5	5.0

**Note:** The above details/figures are on Gross basis as provided by the management, there valuation report takes into consideration adjustment for non-operating income on net basis.

**Reasons as provided by the management for the EBITDA/PAT margin considered in the valuation report:**

- Employee Rationalizing: The Company is planning to rationalize its workforce and productivity, which is expected to result in annual savings thereby improving the margins.
- Operating Leverage: As the Company scales its operations during the projected period, it expects to achieve better margins due to operating leverage.
- Management consultants: The Company has onboarded management consultants for focusing on diversification towards newer clients/products/geographies/business transformation and cost optimizations.

Thanking you,  
 Yours faithfully,

*Harsh*

**CA HARSH CHANDRAKANT RUPARELIA**

REGISTERED VALUER – Securities or Financial Assets

IBBI Registration No. IBBI/RV/05/2019/11106

Membership No. ICAI RVO/S&FA/00054

ICAI Membership No. 160171

Date: 5<sup>th</sup> September 2024

Place: Mumbai

UDIN: 24160171BKDZSX9180



# Annexure "19"

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## INNOVASSYNTH INVESTMENTS LIMITED

Regd. Office: Shop No.17, C-Wing, S. No-55, CT.S.No.-1655, Leena Heritage Co  
Op. Housing Society, Khopoli, Raigarh, Maharashtra, India, 410203  
CIN: L67120MH2008PLC178923

Tel.: 020-61921000.  
Fax: +91-2192-263628.

Website :www.innovassynthinvestments.in  
E-mail : secretarial@innovassynthinvestments.in

Date: September 04, 2024

Annexure - 34

To,  
The General Manager, Department of  
Corporate Services, BSE Limited,  
P.J. Towers, Dalal Street, Mumbai -  
400 001

### Sub: Confirmation in respect of Securities Laws

**Ref: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 June 20, 2023, as amended from time to time ("SEBI Circular"), for the proposed Scheme of Mergers by Absorption of Innovassynth Technologies (India) Limited ("Transferor Company" or "ITIL") and Innovassynth Investments Limited ("Transferee Company" or "IIL") and their respective shareholders ("Scheme")**

In connection with the above application, we hereby confirm that the captioned Scheme is in compliance with the applicable securities laws.

Thanking You

Yours faithfully,

for Innovassynth Investments Limited

  
Mr. Sameer Pakhali  
Company Secretary and CFO



Place: Khopoli



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# Annexure "20"

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## INNOVASSYNTH INVESTMENTS LIMITED

Regd. Office: Shop No.17, C-Wing, S. No-55, CT.S.No.-1655, Leena Heritage Co  
Op. Housing Society, Khopoli, Raigarh, Maharashtra, India, 410203  
CIN: L67120MH2008PLC178923

Tel.: 020-61921000.  
Fax: +91-2192-263628.

Website :www.innovassynthinvestments.in  
E-mail : secretarial@innovassynthinvestments.in

Date: September 04, 2024

Annexure - 35

To,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001.

**Sub: Confirmation in respect of Scheme execution**

**Ref: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 June 20, 2023, as amended from time to time ("SEBI Circular"), for the proposed Scheme of Mergers by Absorption of Innovassynth Technologies (India) Limited ("Transferor Company" or "ITIL") and Innovassynth Investments Limited ("Transferee Company" or "IIL") and their respective shareholders ("Scheme")**

In connection with the above application, we hereby confirm that the arrangement proposed in the captioned Scheme is yet to be executed.

for Innovassynth Investments Limited

*Spkhal*

Mr. Sameer Pakhali  
Company Secretary and Compliance Officer



Place: Khopoli



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**ATTENDANCE SLIP**

MEETING OF THE EQUITY SHAREHOLDERS OF THE COMPANY CONVENED ON THE DIRECTIONS OF THE NATIONALCOMPANY LAW TRIBUNAL MUMBAI BENCH ON FRIDAY, SEPTEMBER 05, 2025 AT 11:30 A.M.

Sr. no.	:	
Folio No./DP ID & Client ID*	:	
Name and Address of the Shareholder(s)	:	
Joint Holder 1	:	
Joint Holder 2	:	

\*Applicable in case shares are held in electronic form.

I/We hereby record my/our presence at the Meeting of Equity Shareholder(s) of Innovassynth Technologies (India) Limited convened pursuant to the order of Hon'ble National Company Law Tribunal dated June 25, 2025 read with rectification order June 09, 2025 at Rahejas, 6th Floor, Corner of Main Avenue and VP Road, Santacruz West, Mumbai, Maharashtra, India -400054 on Friday, September 05, 2025 at 11:30 a.m.

Signature of the Attending Member / Proxy / Authorised Representative Present : \_\_\_\_\_

**Notes:**

- (1) Shareholder/ Proxy Holder/ Authorized Representative wishing to attend the Meeting should bring the attendance slip to the Meeting and hand over at the entrance of the venue of the Meeting duly signed.
- (2) Shareholder/ Proxy Holder/ Authorized Representative desiring to attend the Meeting is requested to bring his/her copy of Notice for reference at the Meeting.
- (3) Shareholder who hold shares in dematerialized form are requested to bring their client ID and DP ID for easy identification of attendance at the Meeting.
- (4) Shareholders are informed that in case of joint holders attending the Meeting, only such joint holder whose name stand first in the Register of Members of Innovassynth Technologies (India) Limited in respect of such joint holding will be entitled to vote.

Remote E-Voting Particulars

EVSN Electronic Voting Sequence Number	User ID	*Default PAN	No. of Shares

\*Only Shareholders who have not updated their PAN with the Company/Depository Participant shall use default PAN in the PAN field.

**Registered Office:**

Innovassynth Technologies (India) Ltd.  
Old Mumbai-Pune Road, Khopoli – 410 203,  
Mumbai Area, India. Phone: +91-2192-260100  
Email: itil@innovassynth.com  
CIN: U24110MH2001PLC134105

**Corporate Office:**

TCG International Biotech Park,  
2nd Floor, Genesis Square,  
Hinjewadi Phase – II,  
Pune – 411 057, India  
Phone: +91-20-61921000

**BEFORE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT MUMBAI  
COMPANY SCHEME APPLICATION NO. 145 /MB/ 2025**

In the matter of Companies Act, 2013

**And**

In the matter of sections 230 to 232 read with Section 52 and Section 66 and other applicable provisions of the Companies Act, 2013

**And**

In the matter of Scheme of Merger by Absorption

**Of**

Innovassynth Technologies (India) Limited (First Applicant Company / Transferor Company)

**With**

Innovassynth Investments Limited (Second Applicant Company / Transferee Company)

**And**

Their Respective Shareholders

**Innovassynth Technologies (India) Limited )**

(CIN U24110MH2001PLC134105), a company )

incorporated under the provisions of the )

Companies Act, 1956, having its registered )

office at Old Mumbai – Pune Road, Raigarh, ) ...First Applicant Company/

Khopoli, Maharashtra, India – 41020 ) Transferor Company

**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)

Name of the member(s) :

Registered Address :

E-mail Id :

Folio/ DP ID - Client ID  
No. :

I/We being the member(s) of \_\_\_\_\_ shares of Innovassynth Technologies (India) Limited hereby appoint:

(1) Name: \_\_\_\_\_

\_\_\_\_\_  
Address:

\_\_\_\_\_

\_\_\_\_\_  
E-mail ID:

\_\_\_\_\_

—  
Signature: \_\_\_\_\_, or failing him;

(2) Name: \_\_\_\_\_

\_\_\_\_\_  
Address:

\_\_\_\_\_

\_\_\_\_\_  
E-mail ID:

\_\_\_\_\_

—  
Signature: \_\_\_\_\_, or failing him;

(3) Name: \_\_\_\_\_

\_\_\_\_\_  
Address:

\_\_\_\_\_

\_\_\_\_\_  
E-mail ID:

\_\_\_\_\_

—  
Signature: \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the NCLT Convened Meeting of the Equity Shareholders of the Company, to be held Friday, September 05, 2025 at 11:30 a.m. at Rahejas, 6th Floor, Corner of Main Avenue and VP Road, Santacruz West, Mumbai, Maharashtra, India -400054, for the purpose of considering and if thought fit,

approving, with or without modification(s), the proposed Scheme of Merger by Absorption of Innovassynth Technologies (India) Limited and Innovassynth Investments Limited and their respective Shareholders under section 230 to 232 read with Section 52 and Section 66 of the Companies Act, 2013 at such Meeting and any adjournment or adjournments thereof, to vote for me/us and in my/our name(s) \_\_\_\_\_ .(here, if for, insert 'FOR', or if against, insert 'AGAINST' and in the latter case strike out the words 'EITHER WITH OR WITHOUT MODIFICATIONS' after the word resolution) the said amalgamation embodied in the Scheme and the resolution, either with or without modification(s)\*, as my/our proxy may approve.

\*strike out whatever is not applicable

Signed this ..... day of ..... 2025

Affix Re 1/ revenue stamp
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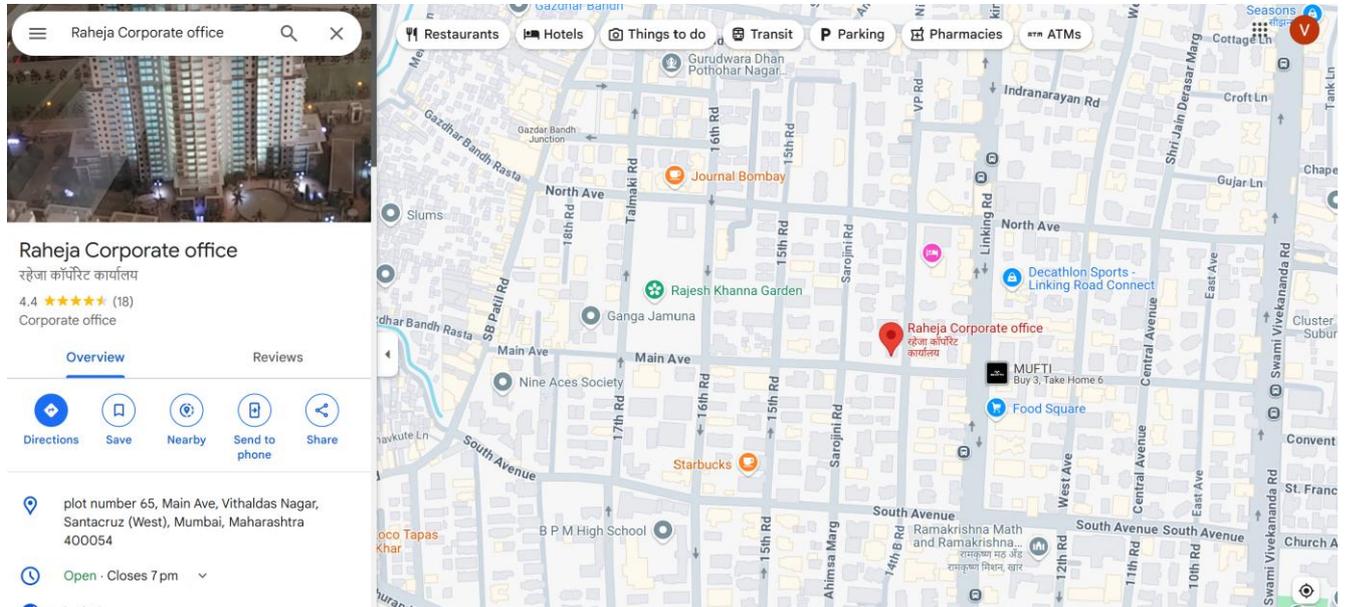
Signature of shareholder(s): .....

Signature of Proxy holder: .....

**Notes:**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company at Innovassynth Technologies (India) Limited, Old Mumbai – Pune Road, Raigarh, Khopoli, Maharashtra, India – 410203 on Friday, September 05, 2025 at 11:30 a.m. not later than 48 hours before the commencement of the Meeting.
- (2) A proxy need not be a member of the company.
- (3) All alterations made in the form of proxy should be initialed.
- (4) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of National Company Law Tribunal Convened Meeting of Equity Shareholders.
- (5) A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

## Route Map to the Venue of the Meeting



Raheja Corporate office

<https://g.co/kgs/Ld1pXk4>