

# INNOVASSYNTH INVESTMENTS LIMITED

Regd. office : Flat No.: C-2/3, KMC No.91, Innovassynth Colony,  
Khopoli - 410203, Raigad, Maharashtra India.  
CIN : L67120MH2008PLC178923

Tel.:+91-2192- 260224  
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Website :[www.innovassynthinvestments.in](http://www.innovassynthinvestments.in)  
E-mail : [secretarial@innovassynthinvestments.in](mailto:secretarial@innovassynthinvestments.in)

Date: 25<sup>th</sup> August 2020

To,  
Manager,  
Corporate Relationship Department,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001

Scrip Code: 533315

Dear Sir/Madam,

**Sub: Annual Report for the F.Y. 2019-20 and Notice convening the 13<sup>th</sup> Annual General Meeting**

Pursuant to Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report of the Company for the Financial Year 2019-20 along with Notice convening the 13<sup>th</sup> Annual General Meeting scheduled to be held on Friday, 18<sup>th</sup> September, 2020 at 11.00 a.m. through Video Conferencing/ Other Audio-Visual Means (VC/OAVM), as per the framework issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 20/2020 dated 05<sup>th</sup> May, 2020 read with General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, and also General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020.

Further, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, 11<sup>th</sup> September 2020 to Friday, 18<sup>th</sup> September, 2020 (both days inclusive) for the purpose of Annual General Meeting.

The Company is providing electronic voting (e-voting) facility to the members through electronic voting platform of National Securities Depository Limited (NSDL). Members holding shares either in physical or demat mode as on the cut-off date i.e. Friday, 11<sup>th</sup> September, 2020 may cast their votes electronically on the businesses set out in the Notice of Annual General Meeting.

The e-voting shall commence from 9.00 a.m. (IST) on Tuesday, 15<sup>th</sup> September 2020 and shall end at 5.00 p.m. (IST) on Thursday, 17<sup>th</sup> September, 2020.

The Annual Report for the FY 19-20 is also available on the Company's website at [www.innovassynthinvestments.in](http://www.innovassynthinvestments.in) This is for the information of the exchange and the members.



# **INNOVASSYNTH INVESTMENTS LIMITED**

**13<sup>th</sup> Annual Report 2019-20**

**Board of Directors:**

Unnikrishnan Anchery	Chairman & Independent Director
Jana Chatra	Managing Director
Rashmi Uday Singh	Independent Director
Vikram Gokhale	Independent Director

**Audit Committee:**

Unnikrishnan Anchery	Chairman
Jana Chatra	Member
Rashmi Uday Singh	Member
Vikram Gokhale	Member

**Nomination and Remuneration Committee:**

Unnikrishnan Anchery	Chairman
Rashmi Uday Singh	Member
Vikram Gokhale	Member

**Stakeholders Relationship Committee**

Unnikrishnan Anchery	Chairman
Jana Chatra	Member
Rashmi Uday Singh	Member
Vikram Gokhale	Member

**Company Secretary & Chief Financial Officer:**

Abhishek Deshpande

**Statutory Auditors:**

M/s MSKA & Associates, Pune

**Secretarial Auditors:**

M/s. Sushil Talathi & Associates, Mumbai

**Internal Auditor:**

M/s. V D Tilak & Co, Khopoli

**Bankers:**

Bank of Maharashtra, Axis Bank & HDFC Bank

**Registered Office:**

Innovassynth Investments Limited  
Flat No. C-2/3, KMC No. 91,  
Telephone: (02192) 260224 Fax: 2192 263268  
E-mail ID: secretarial@innovassynthinvestments.in  
Website: www.innovassynthinvestments.in

**Registrar and Share Transfer Agents:**

Satellite Corporate Services Pvt. Ltd.  
Unit No. 49, Bldg. No. 13 A B, 2<sup>nd</sup> floor, Samhita  
Commercial Co-op Soc. Ltd. Off Andheri Kurla Road,  
MTNL Lane, Saki Naka, Mumbai-400072  
Phone: (022) 28520461, 28520462 Fax: 28511809  
E-mail ID: service@satellitecorporate.com  
Website: www.satellitecorporate.com

## 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

Registered Office: Flat No. C-2/3, KMC No. 91, Innovassynth Colony, Khopoli, Raigad - 410203,  
CIN: L67120MH2008PLC178923

Telephone: (02192) 260224,

Email Id: [secretarial@innovassynthinvestments.in](mailto:secretarial@innovassynthinvestments.in) Website: [www.innovassynthinvestments.in](http://www.innovassynthinvestments.in)

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## NOTICE

NOTICE is hereby given that the 13<sup>th</sup> Annual General Meeting of the Members of Innovassynth Investments Limited will be held on Friday, 18<sup>th</sup> September 2020 at 11.00 a.m. through Video conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Standalone Audited Financial Statements for the year ended 31<sup>st</sup> March 2020 and report of the Directors and Auditors thereon.

**SPECIAL BUSINESS:**

To consider and if thought fit, to pass, with or without modification (s), the following resolutions:

**2. Appointment of Ms. Jana Chatra as a Managing Director of the Company: (Ordinary Resolution)**

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in line with applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory amendments or re-enactment thereof and subject to all other statutory approvals, sanctions and permissions if any, Approval of Members be and is hereby accorded to the Appointment of Ms. Jana Chatra (DIN No. 07149281) as a Managing Director of the Company, liable to Retire By Rotation who was appointed as an Additional Director & Managing Director of the Company by Board of Directors and who holds office up to the conclusion of this Annual General Meeting, for a period of Five (5) years with effect from 28<sup>th</sup> February 2020 on such terms and conditions as decided between Company and Ms. Jana Chatra, subject to Employment Agreement and that the said terms and conditions of her appointment and remuneration shall be subject to review by the Nomination and Remuneration Committee ("NRC Committee") and the Board of Directors ("the Board") of the Company from time to time with liberty to, vary or change the said terms and conditions in such a manner as decided by the Board and in accordance with the provisions prescribed under Schedule V of the Act or any amendment to the Schedule or to the Act or any re-enactment thereof.

**RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof, subject to review by NRC Committee from time to time;

**RESOLVED FURTHER THAT** Any Director or Company Secretary be and is hereby authorized to sign and execute all necessary forms and other documents for and on behalf of the Company and also to take all necessary steps as may be required to give effect to the aforesaid appointment.

**NOTES:**

1. An Explanatory Statement setting out all the material facts of Special Business to be transacted in compliance with Section 102 of the Companies Act, 2013 and Rules made thereunder is annexed to and forms a part of the Notice along with relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (ICSI), in respect of a Director seeking appointment at this Annual General Meeting is annexed.
2. At the 10<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September 2017 the Members approved appointment of MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 14<sup>th</sup> AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been omitted by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for the ratification of the appointment of the Statutory Auditors at this Annual General Meeting.
3. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through video conferencing/other audio-visual means (VC / OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, this AGM of the Company is being held through VC / OAVM, which does not require the physical presence of Members at a common venue. The deemed venue for the 13<sup>th</sup> AGM shall be the Registered Office of the Company.
4. Attendance of the Members participating in the 13<sup>th</sup> AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is also entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. As per the MCA Circulars, since the physical attendance of the Members has been dispensed with, there is no requirement for the appointment of proxies. Accordingly, the facility for the appointment of proxies by the Members under Section 105 of the Act will not be available for the 13<sup>th</sup> AGM and hence the Proxy Form and the Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the participation in the 13<sup>th</sup> AGM through the VC/OAVM facility.
6. National Securities Depositories Limited ("NSDL") will be providing the facility for voting through remote e-Voting, for participation in the 13<sup>th</sup> AGM through their VC/OAVM Facility.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. 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).
9. General Instructions for Members are as under:
  - i. The Register of Members and the share transfer books of the company will remain closed from 11<sup>th</sup> September 2020 to 18<sup>th</sup> September 2020 (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 1st April 2019. In view of 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 13th AGM, Members may access the scanned copy of 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 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 dematerialised form are requested to submit their PAN details to their DPs with whom they are maintaining their Demat accounts.
- vii. The Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the Management to keep the information ready.
- viii. 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, 15<sup>th</sup> September 2020 at 09: 00 A.M. and ends on Thursday 17<sup>th</sup> September 2020 at 05: 00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

#### **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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
- Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

#### **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 'Shareholders' section.



3. A new screen will open. You will have to enter your User ID, your Password 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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***

- a) Your password details are given below:
- b) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- c) 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.
- d) How to retrieve your 'initial password'?
- 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'.
  - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
5. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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).
  - Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

6. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
7. Now, you will have to click on “Login” button.
8. After you click on the “Login” button, Home page of e-Voting will open

**Details on Step 2 is given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 [miket@miketsbahuva.com](mailto:miket@miketsbahuva.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 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 by writing to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990 or Ms. Pallavi Mhatre (Contact No: 7506682281 or Email ID: [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)) / Mr. Amit Vishal (Contact No: 9920264780 or Email ID: [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in))

**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 [secretarial@innovassynthinvestments.in](mailto:secretarial@innovassynthinvestments.in).  
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 [secretarial@innovassynthinvestments.in](mailto:secretarial@innovassynthinvestments.in).
2. Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

**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. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@innovassynthinvestments.in](mailto:secretarial@innovassynthinvestments.in).
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [secretarial@innovassynthinvestments.in](mailto:secretarial@innovassynthinvestments.in). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting

**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 <https://www.evoting.nsdl.com> 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**

**Abhishek Deshpande**  
Company Secretary & Compliance Officer  
ACS: 54004

Mumbai, 17<sup>th</sup> August 2020

**Registered Office:**

C/2-3, KMC No. 91, Innovassynth Colony, Khopoli, Raigad MH 410203 IN  
Email ID: [secretarial@innovassynthinvestments.in](mailto:secretarial@innovassynthinvestments.in)  
Website: [www.innovassynthinvestments.in](http://www.innovassynthinvestments.in)  
Contact No: 02194-260224

**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.2:****Appointment of Ms. Jana Chatra (DIN: 07149281) as a Managing Director:**

The Board, Pursuant to the recommendation received from Nomination & Remuneration Committee and pursuant to provisions of Section 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 & Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the said Act (including any statutory modifications and re-enactment thereof, for the time being in force) in line with applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to Employment Agreement and Approval of Members in ensuing Annual General Meeting, appointed Ms. Jana Chatra as Additional Director and subsequently Managing Director in the Board meeting held on 28<sup>th</sup> February 2020. Since the appointment is required to be approved by Members in General Meeting the resolution has been placed before the Members.

The Nomination and Remuneration Committee has recommended Appointment of, Ms. Jana Chatra as a Managing Director as she possesses appropriate skills, experience and knowledge, inter alia, in-depth knowledge of Management.

The remuneration proposed to be payable to Ms. Jana Chatra is same as approved in the Board meeting held on 28<sup>th</sup> February 2020 which is as under:

**A. Remuneration:**

<b>Monthly</b>	<b>Amount</b>
Basic	Rs. 25,000/-
<b>Gross Monthly Salary</b>	<b>Rs. 25,000/-</b>
<b>CTC Yearly</b>	<b>Rs. 3,00,000/-</b>

**B. In addition to the basic salary referred to in (A) above, the Managing Director shall be entitled to:**

- a. Leave encashment as per applicable Company policy
- b. Contribution of Gratuity Fund as per the Policy/Rules of the Company.
- c. Reimbursement of all Business-related expenses incurred by the Managing Director in the performance of his duties hereunder, including those incurred in connection with Business-related travel, boarding and lodging, telecommunications and entertainment in accordance with Company's Policies in this regard.
- d. Other benefits/allowance as decided by Board from time to time and as per policy of the Company.

**Brief Details of Ms. Jana Chatra are as under:**

Ms. Jana Chatra holds B.Sc. (Chemistry) and MMS (MBA) degrees. She brings to us her rich experience of working in areas such as corporate strategy, business development and process redesign across diverse industries. She has previously worked with PricewaterhouseCoopers (PwC), KPMG, Zurich Risk Management Services and WNS Global Services (WNS) over several years. She has worked with board of directors and executive managements in her previous roles.

None of the Directors / Key managerial Personnel of the Company- their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

**Details of the Directors seeking Appointment at the Forthcoming Annual General Meeting  
(In pursuance of Secretarial Standard - 2 on General Meetings)**

<b>Name of Director</b>	<b>Ms. Jana Chatra</b>
<b>Date of Birth</b>	04 <sup>th</sup> May 1972 (Age:48 Years)
<b>Date of Appointment</b>	28 <sup>th</sup> February 2020
<b>Expertise in specific functional areas</b>	<ul style="list-style-type: none"> <li>• Experience in areas such as corporate strategy, business development and process redesign across many industries.</li> <li>• Worked earlier with PricewaterhouseCoopers (PwC), KPMG, Zurich Risk Management Services, and WNS Global Services (WNS).</li> </ul>
<b>Qualifications</b>	B.Sc. (Chemistry) and MMS (MBA) from Narsee Monjee Institute of Management Studies, University of Mumbai, India
<b>Relationship with Other Directors/ Key Managerial Personnel</b>	Not Related
<b>Directorship in other companies</b>	Nil
<b>Committee position held in other companies</b>	Nil
<b>No. of meetings of the Board attended during the year</b>	NA
<b>No. of shares held:</b> (a) Own (b) For other persons on a beneficial basis	Nil

## BOARD'S REPORT

To,  
The Members,  
**Innovassynth Investments Limited**

Your Directors have pleasure in presenting the 13<sup>th</sup> Board Report of the Company with the Audited Financial Statements for the year ended 31<sup>st</sup> March 2020.

**1. FINANCIAL SUMMARY:**

The Company's financial summary for the year under review along with previous year figures is given hereunder:

Particulars	(Rupees in Lakhs)	
	2019-20	2018-19
Total Income	0.43	0.44
Profit/(Loss) Before Interest and depreciation	(33.48)	(39.70)
Interest	21.17	15.57
Depreciation	---	---
Profit/(Loss) Before Tax	(54.65)	(54.27)
Less/Add: Current Tax	---	---
Less/Add: Deferred Tax Adjustment	---	---
Profit/(Loss) After Tax	(54.65)	(54.27)

**2. DIVIDEND:**

In view of the accumulated losses, Directors do not recommend any dividend for the year ended 31<sup>st</sup> March 2020.

**3. PERFORMANCE REVIEW:**

The Company's income for 2019-20 was Rs. 0.43/- Lakhs as compared with Rs. 0.44/- Lakhs during the previous year. The year has resulted in a net loss after tax of Rs. 54.65/- Lakhs compared with Rs. 54.27/- Lakhs during the last year.

**4. SHARE CAPITAL:**

There was no change in the Company's share capital during the year under review. The paid-up equity share capital as on 31<sup>st</sup> March 2020 was Rs. 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 details forming part of the extract of the Annual Return in form MGT-9 as required under section 92 of the Companies Act, 2013 is included in this Report as *Annexure-2*. The web link for extract is <http://www.innovassynthinvestments.in/ar.html>

**b. Number of Meetings of The Board of Directors and Its Committees:**

During the year Five Board Meetings, Four Audit Committee Meetings, Two 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.

**c. Composition of Audit Committee:**

The composition of the Audit Committee is provided in 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 2019-20 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.

**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:**

In accordance with the Provisions of Section 152 of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Following changes in composition of Board of Director during the Financial Year:

Mr. Shyam B Ghia resigned from office of Managing Director w.e.f. 09<sup>th</sup> September 2019 to comply Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ms. Jana Chatra was appointed as Additional Director w.e.f. 28<sup>th</sup> February 2020 and subsequently, appointed as Managing Director w.e.f. 28<sup>th</sup> February 2020.

**h. Statement on Declaration Given by Independent Directors:**

All Independent Directors have given declarations that they comply 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. 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:**

The Company's Statutory Auditor M/s MSKA & Associates, Chartered Accountants, Pune (Firm Registration No. 105047W) were appointed in the Annual General Meeting held on 29<sup>th</sup> September 2017 subject to ratification of appointment in every AGM.

Pursuant to Companies (Amendment) Act, 2017, Provision of ratification of the Statutory Auditor is omitted, M/s MSKA & Associates, will continue as Statutory Auditor for their remaining term.

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 2019-20.

**i. Secretarial Audit Report:**

The secretarial audit report does not contain any qualifications, reservations, or adverse remarks or disclaimer. The said report is attached to this report 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 year ended 31<sup>st</sup> March 2020.

The Annual Secretarial Compliance Report does not contain any qualifications, reservations, or adverse remarks or disclaimer. The said report is attached to this report Annexure-4.

**• 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 Audit Committee, appointed M/s V D Tilak & Co, Chartered Accountants (FRN:134853W), Khopoli, Raigad as Internal Auditor of the Company for conducting internal audit of the Company for F.Y 2019-20.

**l. 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 issue/Right issue.

**m. Subsidiary and Associate Companies:**

The Company does not have any Subsidiary or Associate company.

**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 Companies Act, 2013.

**p. Material Changes and Commitments Between the Date of The Balance Sheet and The Date of Report:**

There have 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 is no any significant and material orders passed by the Regulators/ Courts which would impact 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-5 which forms a part of this Report.

**t. Familiarization Programme 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 <http://www.innovassynthinvestments.in/Doc/Familiarisation%20Programme%20.pdf>

**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 the Section 177(9) of the Act and as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**w. Reserves:**

The Company does not have 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 2019-20.

**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. No complaints received during the year.

**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 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 OF SECRETARIAL STANDARDS-1 AND 2:

Your Directors confirms 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 have 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:

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-6

#### 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**

**Unnikrishnan Anchery**  
Director  
(DIN: 00007022)

**Jana Chatra**  
Managing Director  
(DIN: 07149281)

Mumbai, 17<sup>th</sup> August 2020

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**ANNEXURE-1****MANAGEMENT DISCUSSION AND ANALYSIS REPORT****1. Industry Structure and Developments:**

The Company is in investment business and your company holds 31.79% in Innovassynth Technologies (India) Limited.

**2. Opportunities and Threats:**

Your Company has invested in Innovassynth Technologies (India) Limited-(ITIL) which is one of the internationally recognized manufacturers and development nucleosides and amides. Your Company has not diversified its investment in other entities except ITIL hence company's fortune tide with the performance of Innovassynth Technologies (India) Limited.

**3. Outlook:**

Performance of the Innovassynth Technologies (India) Limited is key factor for the sustainability of the company, your company has optimistic approach towards the performance of ITIL.

**4. Risk & Concerns:**

Non-Diversification of the investments other than ITIL is one of the concerns for the Company.

**5. 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.

**6. Developments in Human Resources:**

During the year, Company has roped in Ms. Jana Chatra as Managing Director who has rich experience of working in diverse area like business consulting, corporate strategy, business development and process redesign across financial services, industrial products and offshoring.

**7. Significant Changes in Key Financial Ratio:**

During the period, Only Current Ratio has changed significantly due to increase in borrowings as compared to previous Financial Year.

**8. 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**

**Unnikrishnan Anchery**  
Director  
(DIN: 00007022)

**Jana Chatra**  
Managing Director  
(DIN: 07149281)

Mumbai, 17<sup>th</sup> August 2020

## ANNEXURE-2

## Form No. MGT-9

Extract of Annual Return

As on financial year ended 31.03.2020

[Pursuant to Section 92(3) of the Companies act, 2013 read with The Companies (Management and Administration) Rules, 2014]

## I. REGISTRATION AND OTHER DETAILS:

CIN	L67120MH2008PLC178923
Registration date	15/02/2008
Name of the Company	Innovassynth Investments Limited
Category/Sub-Category of the Company	Company limited by shares
Address of the Registered office and contact details:	Flat No. C-2/3, KMC No. 91, Innovassynth Colony, Khopoli Raigad - 410203 Tel: (02192) 260224 Email: <a href="mailto:secretarial@innovassynthinvestments.in">secretarial@innovassynthinvestments.in</a> Website: <a href="http://www.innovassynthinvestments.in">www.innovassynthinvestments.in</a>
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Satellite Corporate Services Pvt. Ltd. Unit No. 49, Bldg No. 13 A B, 2 <sup>nd</sup> floor, Samhita Commercial Co-Op. Soc Ltd, Off Andheri Kurla Road, MTNL Lane, Sakinaka, Mumbai-400072. Phone: 28520461, 28520462 Fax: 28511809 E-mail: <a href="mailto:service@satellitecorporate.com">service@satellitecorporate.com</a>

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of total turnover of the company as stated below.

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service to total turnover of the company	% to total turnover of the company
1	Investment in Body Corporates	-	-

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and address of Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held
-	-	-	-	-

IV. SHARE HOLDING PATTERN:

(i). Category -wise Share Holding

Category of Shareholders	No. of Shares held at beginning of the year [As on 01-04-2019]				No. of Shares held at end of the year [As on 31-03-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter Shareholding</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	--	--	--	--	--	--	--	--	--
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	88,53,678	--	88,53,678	36.47	88,03,738	--	88,03,738	36.26	(0.21)
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any other	--	--	--	--	--	--	--	--	--
<b>Total shareholding of Promoter (A)(1)</b>	<b>88,53,678</b>	<b>0</b>	<b>88,53,678</b>	<b>36.47</b>	<b>88,03,738</b>	<b>--</b>	<b>88,03,738</b>	<b>36.26</b>	<b>(0.21)</b>
<b>(2) Foreign</b>	--	--	--	--	--	--	--	--	--
a) NRIs Individuals	--	--	--	--	--	--	--	--	--
b) Other - Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corp	--	--	--	--	--	--	--	--	--
d) Banks / FI	--	--	--	--	--	--	--	--	--
e) Any other	--	--	--	--	--	--	--	--	--
<b>Total shareholding of Promoter (A)(2)</b>	--	--	--	--	--	--	--	--	--
<b>Total shareholding of Promoter (A)(1) + (A)(2)</b>	<b>88,53,678</b>	<b>0</b>	<b>88,53,678</b>	<b>36.47</b>	<b>88,03,738</b>	<b>--</b>	<b>88,03,738</b>	<b>36.26</b>	<b>(0.21)</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	399	71,893	72,292	0.30	399	71,893	72,292	0.30	--
b) Banks / FI	3,708	7,806	11,514	0.05	4,367	7,147	11,514	0.05	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--

f) Insurance Companies	13,00,179	306	13,00,485	5.36	13,00,179	216	13,00,395	5.36	--
g) FIIs	--	3,276	3,276	0.01	--	3,276	3,276	0.01	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
<b>Sub-total (B)(1): -</b>	<b>13,04,286</b>	<b>83,281</b>	<b>13,87,567</b>	<b>5.72</b>	<b>13,04,945</b>	<b>82,532</b>	<b>13,87,477</b>	<b>5.71</b>	<b>(0.01)</b>
<b>2. Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	3,72,780	40,878	4,13,658	1.70	4,02,358	40,539	4,42,897	1.82	0.12
ii) Overseas	--	--	--	--	--	--	--	--	--
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	52,43,612	9,50,865	61,94,477	25.51	48,19,194	9,35,287	57,54,481	23.70	(1.81)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	54,84,408	--	54,84,408	22.59	56,47,213	--	56,47,213	23.26	0.67
<b>c) Others</b>									
Others-									
Non-Resident Indians	5,75,608	2,173	5,77,781	2.38	5,77,009	2,173	5,79,182	2.39	0.01
Overseas Corporate Bodies	--	10,42,584	10,42,584	4.29	--	10,42,584	10,42,584	4.29	--
Foreign Nationals	--	--	--	--	--	--	--	--	--
Clearing Members	879	--	879	0.01	4,075	--	4,075	0.02	0.01
Trusts	977	7,010	7,987	0.03	1,030	7,162	8,192	0.03	--
Hindu Undivided Family	3,13,675	871	3,14,546	1.30	6,07,420	776	6,08,196	2.51	1.21
Directors & Relatives	470	--	470	--	--	--	--	--	--
Foreign Bodies - DR	--	--	--	--	--	--	--	--	--
<b>Sub-total (B)(2): -</b>	<b>1,19,92,409</b>	<b>20,44,381</b>	<b>1,40,36,790</b>	<b>57.82</b>	<b>1,20,58,299</b>	<b>20,28,521</b>	<b>1,40,86,820</b>	<b>58.02</b>	<b>0.21</b>
<b>Total Public Shareholding (B)=(B)(1) + (B)(2)</b>	<b>1,32,96,705</b>	<b>21,27,652</b>	<b>1,54,24,357</b>	<b>63.53</b>	<b>1,33,63,244</b>	<b>21,11,053</b>	<b>1,54,74,297</b>	<b>63.74</b>	<b>0.21</b>



C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
<b>Grand Total (A+B+C)</b>	<b>2,20,95,309</b>	<b>21,82,726</b>	<b>2,42,78,035</b>	<b>100.00</b>	<b>2,21,66,982</b>	<b>21,11,053</b>	<b>2,42,78,035</b>	<b>100.00</b>	<b>0.00</b>

(ii) Shareholding of Promoters:

Promoter's Name	Shareholding at beginning of the year			Shareholding at the end of the Year			% change in shareholding during the year
	No. of Shares	% of total Shares of the company	% of Shares pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares pledged / encumbered to total shares	
Bloomingdale Investment & Finance Pvt Ltd	33,86,884	13.95	--	33,86,884	13.95	--	--
Futura Polyesters Limited	49,940	0.21	--	---	--	--	(0.21)
Matsyagandha Investment and Finance Pvt Ltd	47,35,000	19.50	--	47,35,000	19.50	--	--
R Raheja Properties Pvt Ltd	6,81,854	2.81	---	6,81,854	2.81	--	--
<b>Total</b>	<b>88,53,678</b>	<b>36.47</b>	<b>---</b>	<b>88,03,738</b>	<b>36.26</b>	<b>--</b>	<b>(0.21)</b>

## (iii) Change in Promoters' Shareholding (please specify, if there is no change):

Particulars	Shareholding at beginning of the year		Shareholding at end of the year	
	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
<b>At the beginning of the year</b>				
Bloomingdale Investment & Finance Private Limited	33,86,884	13.95		
Futura Polyesters Limited	49,940	0.21		
Matsyagandha Investment and Finance Private Limited	47,35,000	19.50		
R Raheja Properties Private Limited	6,81,854	2.81		
<b>Total</b>	<b>88,53,678</b>	<b>36.47</b>		
<b>Change in Promoter's shareholding</b>				
Futura Polyesters Limited		Sold 49,940 Equity shares constituting 0.21% in open market and Reclassified from Promoter to Public Category		
<b>At the end of the year</b>				
Bloomingdale Investment & Finance Private Limited			33,86,884	13.95
Matsyagandha Investment and Finance Private Limited			47,35,000	19.50
R Raheja Properties Private Limited			6,81,854	2.81
<b>Total</b>			<b>88,03,738</b>	<b>36.26</b>

## (iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDR and ADRs):

Sr. No.	Name of Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	<b>At the beginning of the year</b>				
1	Life Insurance Corporation of India	10,95,613	4.51		
2	Persiphone Investments Ltd	7,65,280	3.15		
3	Rajendra Y Shah	7,25,000	2.99		
4	Jagat Lodha	5,60,000	2.31		
5	Sudhir Keshavji Sampat	3,53,966	1.46		
6	Sadhana Balkrishna Patil	3,31,584	1.37		
7	Maya Anup Shah	2,49,489	1.03		
8	Hitesh Kuvelkar	2,48,101	1.02		
9	Devesh R Jaykrishna	2,42,597	1.00		
10	Rahul Duleray Shah	1,80,000	0.74		
	<b>At the end of the year:</b>				
1	Life Insurance Corporation of India			10,95,613	4.51
2	Persiphone Investments Ltd			7,65,280	3.15
3	Rajendra Y Shah			7,25,000	2.99
4	Jagat Lodha			5,60,000	2.31
5	Sadhana Balkrishna Patil			382048	1.57
6	Sudhir Keshavji Sampat			3,53,966	1.46
7	Hitesh Kuvelkar			288578	1.19
8	Maya Anup Shah			2,49,489	1.03
9	Devesh R Jaykrishna			2,42,597	1.00
10.	Rahul Duleray Shah			1,80,000	0.74

Note:

1. In case of joint holding, the names of first holder is considered.
2. The shareholding details given above are based on the legal ownership and not beneficial ownership and is derived on the folio number listing provided by the Registrar and share Transfer agent of the Company.
3. Since the shareholding of top ten shareholders are held in electronic form, it is not feasible to provide date-wise increase or decrease in the shareholding pattern of top ten shareholders during the Financial Year.

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sr. No	Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	<b>At the beginning of the year:</b>				
1	S. B. Ghia*	470	0.002		
2	Rashmi Uday Singh	0	0.000		
3	Vikram Gokhale	0	0.000		
4	Unnikrishnan Anchery	0	0.000		
5	Abhishek Deshpande	0	0.000		
	<b>At the end of the year:</b>				
1	Rashmi Uday Singh			0	0.000
2	Vikram Gokhale			0	0.000
3	Unnikrishnan Anchery			0	0.000
4	Jana Chatra#			0	0.000
5	Abhishek Deshpande			0	0.000

\* Mr. S B Ghia resigned as Managing Director w.e.f. 09<sup>th</sup> September 2019.

# Ms. Jana Chatra appointed as Managing Director w.e.f. 28<sup>th</sup> February 2020.

**V. INDEBTEDNESS****Indebtedness of the Company including interest outstanding / accrued but not due for payment:**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	---	1,91,72,840	---	1,91,72,840
ii) Interest due but not paid	---	16,60,118	---	16,60,118
iii) Interest accrued but not due	---	---	---	---
<b>Total(i+ii+iii)</b>	---	<b>2,08,32,958</b>	--	<b>2,08,32,958</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	---	49,90,529	---	49,90,529
Reduction	---	---	---	---
Net Change	---	<b>49,90,529</b>	---	<b>49,90,529</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	---	2,22,57,797	---	2,22,57,797
ii) Interest due but not paid	---	35,65,690	---	35,65,690
iii) Interest accrued but not due	---	---	---	---
<b>Total (i+ii+iii)</b>	---	<b>2,58,23,487</b>	---	<b>2,58,23,487</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:****A. Remuneration of Managing Director, Whole-time Directors and / or Manager:**

Sr. No	Particulars of Remuneration	Jana Chatra (Managing Director) *	Total Amount
<b>1</b>	<b>Gross salary</b>		
a	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	25,000	25,000
b	Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--
c	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	--	--
<b>2</b>	<b>Stock Option</b>	--	--
<b>3</b>	<b>Sweat Equity Shares</b>	--	--
<b>4</b>	<b>Commission</b>	--	--
	- % as of Profit	--	--
	- Other, Specify	--	--
<b>5</b>	<b>Others, Please Specify</b>	--	--
	<b>Total (A)</b>	<b>25,000</b>	<b>25,000</b>

\*Ms. Jana Chatra was appointed as Managing Director w.e.f. 28<sup>th</sup> February 2020.

**B. Remuneration to other Directors:**

Particulars of Remuneration	Name of Directors			Total Amount
	Rashmi Uday Singh	Unnikrishnan Anchery	Vikram Gokhale	
<b>Independent Directors</b>				
Fee for attending board/ committee meetings	40,500	--	1,03,500	1,44,000
Commission	--	--	--	--
Others, please specify	--	--	--	--
<b>Total (1)</b>	<b>40,500</b>	<b>--</b>	<b>1,03,500</b>	<b>1,44,000</b>
<b>Other Non-Executive Directors</b>				
Fee for attending board / committee meetings	--	--	--	--
Commission	--	--	--	--
Others, please specify	--	--	--	--
<b>Total (2)</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Total (B) = (1 + 2)</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Total Managerial Remuneration</b>		<b>--</b>		<b>1,44,000</b>

**C. Remuneration to Key Managerial Personnel Other Than Managing Director / Manager / Whole Time Director:**

Sr. No	Particulars of Remuneration	Abhishek Deshpande (CS & CFO)	Total Amount
<b>1</b>	<b>Gross salary</b>		
a	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5,50,890	5,50,890
b	Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--
c	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	--	--
<b>2</b>	Stock Option	--	--
<b>3</b>	Sweat Equity Shares	--	--
<b>4</b>	Commission	--	--
	- % as of Profit	--	--
	- Other, Specify	--	--
<b>5</b>	Others, please specify (Company's contribution towards Provident Fund and Superannuation)	--	--
	<b>Total (A)</b>	<b>5,50,890</b>	<b>5,50,890</b>

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on Behalf of the Board of Directors of  
**Innovassynth Investments Limited**

**Unnikrishnan Anchery**     **Jana Chatra**  
Director                                     Managing Director  
(DIN: 00007022)                             (DIN: 07149281)

Mumbai, 17<sup>th</sup> August 2020

## ANNEXURE-3

## Form No. MR-3

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2020

[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 explanation and clarification given to us and the representation made by the Management and considering the relaxation granted by Ministry of corporate affairs and Securities and Exchanges Board of India warranted due to the spread of the COVID-19 pandemic, 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, 2020 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, 2020 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 Employees Benefits) Regulations, 2014, (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;(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; (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.



Decisions of the Board are taken unanimously. As per the records provided and representation received 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 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.

\* Due to COVID 19 and lockdown situation in India, we have limitation for physical verification of all records, we have relied on the records, documents etc. which are made available to us electronically by the company viz attendance register, statutory register, soft copy of minutes, Notices, proof for circulation of notice, minutes etc.

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

**Sushil Talathi**  
Proprietor  
Membership No. F8506  
C.P. No. 9781

Place: Mumbai  
Date: 06<sup>th</sup> July 2020  
UDIN: F008506B000420434

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 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  
C.P. No. 9781

Place: Mumbai  
Date: 06<sup>th</sup> July 2020  
UDIN: F008506B000420434

## ANNEXURE-4

**Secretarial Compliance Report of INNOVASSYNTH INVESTMENTS LIMITED for the year ended 31<sup>st</sup> March, 2020**

I/We, Sushil Talathi and Associates have examined:

- (a) all the documents and records made available to us and explanation provided by INNOVASSYNTH INVESTMENTS LIMITED ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable during the period under review)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable during the period under review)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable during the period under review)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable during the period under review)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not Applicable during the period under review)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement Deviations Observations/ (Regulations/ circulars / Remarks of the guidelines including specific Practicing clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of Violation	Details of action taken e.g. fines, warning letter, debarment etc.	Observations/ Remarks of the Practicing Company Secretary, if any.
NIL				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2019	Actions taken by the listed entity, if any,	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Non-Compliance with the constitution of the Nomination and Remuneration Committee (NRC) pursuant to Regulation 19(1)	One of the Director in NRC was Executive Director whereas all Directors shall be Non-Executive Directors pursuant to Regulation 19(1)(b) for the Quarter ended 30th September & 31st December, 2018	The Board has taken necessary actions	Currently all Directors in NRC are Non-executive Directors.

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

**Sushil Talathi**  
Proprietor  
Membership No. F8506  
C.P. No. 9781

Place: Mumbai  
Date: 06<sup>th</sup> July 2020  
UDIN: F008506B000420467

## ANNEXURE-5

## 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 the employees of the Company for the financial year	S. B. Ghia*	--
		Jana Chatra#	--
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	S. B. Ghia*	--
		Jana Chatra#	N.A.
		Abhishek Deshpande*	22.22%
3	The percentage increase in Remuneration the median Remuneration of employees in the Financial Year	22.22%	
4	The Number of permanent employees on the roll of 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 2019-20 is NIL.	
6	Affirmation	The Board affirms that the remuneration is as per the Nomination and Remuneration policy of the Company.	

\* Mr. S B Ghia resigned as Managing Director w.e.f. 09th September 2019.

# Ms. Jana Chatra appointed as Managing Director w.e.f. 28<sup>th</sup> February 2020.

For and on Behalf of the Board of Directors of  
**Innovassynth Investments Limited**

**Unnikrishnan Anchery**  
Director  
(DIN: 00007022)

**Jana Chatra**  
Managing Director  
(DIN: 07149281)

Mumbai, 17<sup>th</sup> August 2020

**ANNEXURE-6**  
**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 2020 and that 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 are 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 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 that 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**

**Jana Chatra**  
Managing Director  
(DIN: 07149281)

**Abhishek Deshpande**  
Chief Financial Officer

Mumbai, 06<sup>th</sup> July 2020

**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. World over corporate governance structure are dynamic, evolve over a period of time 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 in order to keep pace with the changing economic environment.

**2. Board of Director:****2.1 Composition and Category of Directors:**

As at 31 March 2020, the Board comprised of Four Directors. The Composition of the Board is as under:

Category of Directors	No. Of Directors
Executive	1
Non-Executive and Independent	3
<b>Total</b>	<b>4</b>

**2.2 Director's attendance record and Directorships held:**

The information on composition and category of the Board of Directors as on 31<sup>st</sup> March 2020, Attendance of each Director at Board Meetings held during the Financial Year 2019-20 and the Annual General Meeting (AGM) held on 30<sup>th</sup> August 2019, 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	
				Chairman	Member	Board	AGM
1	Jana Chatra\$	--	--	---	---	NA	NA
2	Rashmi Uday Singh	--	--	--	--	3	No
3	Unnikrishnan Anchery#	--	1	--	--	5	Yes
4	Vikram Gokhale	--	--	--	--	4	Yes

\* Other Directorships excludes Directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013.

\*\* For this purpose, only Audit and Stakeholders' Relationship Committee of the Public Limited Companies has been considered as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

\$ Ms. Jana Chatra was appointed as Managing Director w.e.f. 28<sup>th</sup> February 2020

# Mr. Unnikrishnan Anchery is Director in Sharewealth Constultancy Limited.

**2.3 Number of Board Meetings:**

During the Financial Year under review, Five Board Meetings were held on 27<sup>th</sup> May 2019, 05<sup>th</sup> August 2019, 22<sup>nd</sup> October 2019, 10<sup>th</sup> February 2020 and 28<sup>th</sup> February 2020.

**2.4 Meeting of Independent Directors:**

The meeting of Independent Directors' was held on 28<sup>th</sup> February 2020 to discuss the performance of Non-Independent Directors, the Board as a whole and the performance of the Chairman of the Company, taking into account 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, familiarization programme 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 in Company's website [www.innovassynthinvestments.in](http://www.innovassynthinvestments.in)

**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:**

None of the Independent Directors resigned during the reporting period.

**2.9 Opinion of Board over Independency of Director:**

The Board confirms that Independent Director fulfils the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are 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 in 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:

<b>Board Competency Matrix</b>					
<b>Board of Directors</b>	<b>Board Service and Governance</b>	<b>Leadership</b>	<b>Expertise in Finance</b>	<b>Strategy &amp; Risk Management</b>	<b>Global Exposure</b>
Jana Chatra	✓	✓	✓	✓	✓
Rashmi Uday Singh	✓	✓	✓	✗	✓
Unnikrishnan Anchery	✓	✓	✓	✓	✗
Vikram Gokhale	✓	✓	✓	✗	✓



### 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 into 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 particular 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 at 31<sup>st</sup> March 2020, the Audit Committee comprises of One Executive Director and Three 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 27<sup>th</sup> May 2019, 05<sup>th</sup> August 2019, 22<sup>nd</sup> October 2019 and 10<sup>th</sup> February 2020. 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	Unnikrishnan Anchery	Chairman	Independent	4
2	Rashmi Uday Singh	Member	Independent	3
3	Vikram Gokhale	Member	Independent	3
4	Jana Chatra	Member	Executive	NA

## 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 into with the stock exchanges as well as those in Section 178 of the Companies Act, 2013 and inter-alia includes 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 Three 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 entered into with the stock exchanges in which the Company's Equity Shares are listed.

During the Financial Year under review, two meetings of the Committee were held on 24<sup>th</sup> May 2019, and 10<sup>th</sup> February 2020.

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	Rashmi Uday Singh	Chairman	Independent	1
2	Unnikrishnan Anchery	Member	Independent	2
3	Vikram Gokhale	Member	Independent	2

#### 4.3 Performance Evaluation criteria for Independent Directors:

During the year under review, the Board adopted a formal mechanism for evaluation 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 were 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 selection and appointment of Directors, Key Managerial Personnel's, Senior Management and their remuneration.

The remuneration 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 2019-20:

Sr. No	Name of the Member	Remuneration including sitting fees on each meeting attended
1	Jana Chatra*	Rs. 25,000/-
2	Rashmi Uday Singh	Rs. 40,500/-
4	Unnikrishnan Anchery	Nil
5	Vikram Gokhale	Rs. 1,03,500/-

\* Jana Chatra was appointed as Managing Director w.e.f. 28<sup>th</sup> February 2020.

## 6. Stakeholders Relationship Committee:

### 6.1 Composition:

The Stakeholders Relationship Committee has been constituted to look into stakeholder's complaints and issues and redressal thereof. The Committee is headed by Mr. Unnikrishnan Anchery, Independent Director with Ms. Rashmi Uday Singh, Independent Director, Mr. Vikram Gokhale, Independent Director and Ms. Jana Chatra, Executive Director being the other Members of the Committee.

During the Financial Year under review, one meetings of the Committee were held on 28<sup>th</sup> February 2020 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	Unnikrishnan Anchery	Chairman	Independent	1
2	Rashmi Uday Singh	Member	Independent	--
3	Vikram Gokhale	Member	Independent	1
4	Jana Chatra	Member	Executive	NA

Mr. Abhishek Deshpande, Company Secretary was the Compliance Officer for the said period.

During the year under review, no complaints were received from shareholders hence no complaints were outstanding as on 31st March 2020.

## 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
12 <sup>th</sup>	30/08/2019 at 11.00 am	Innovassynth Colony Khopoli- 410203, Dist. Raigad, MH, India	- To approve re-classification of promoters as Public Shareholders - To re-appoint Ms. Rashmi Uday Singh (DIN: 00089445) as an Independent Director for second term
11 <sup>th</sup>	30/09/2018 at 11.00 am	Innovassynth Colony Khopoli- 410203, Dist. Raigad, MH, India	- To approve re-classification of promoters as Public Shareholders - To re-appoint Mr. S. B. Ghia (DIN: 00005264) as Chairman & Managing Director of the Company
10 <sup>th</sup>	29/09/2017 at 11.00 am	Innovassynth Colony Khopoli- 410203, Dist. Raigad, MH, India	No special Resolution was passed

No Special resolution was passed through 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 Business Standard (English) and Tarun Bharat (Marathi)
- 8.3 The Quarterly/Annual Results are also posted in the Company's website [www.innovassynthinvestments.in](http://www.innovassynthinvestments.in) and also in 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, company has not made any presentation to institutional investor or to the analysts.

## 9. General Shareholders Information:

### 9.1 : Date, Time and Venue of the Annual General Meeting:

Date: 18<sup>th</sup> September 2020

Day: Friday

Time: 11.00 a.m.

Venue: The Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated May 5, 2020 and 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

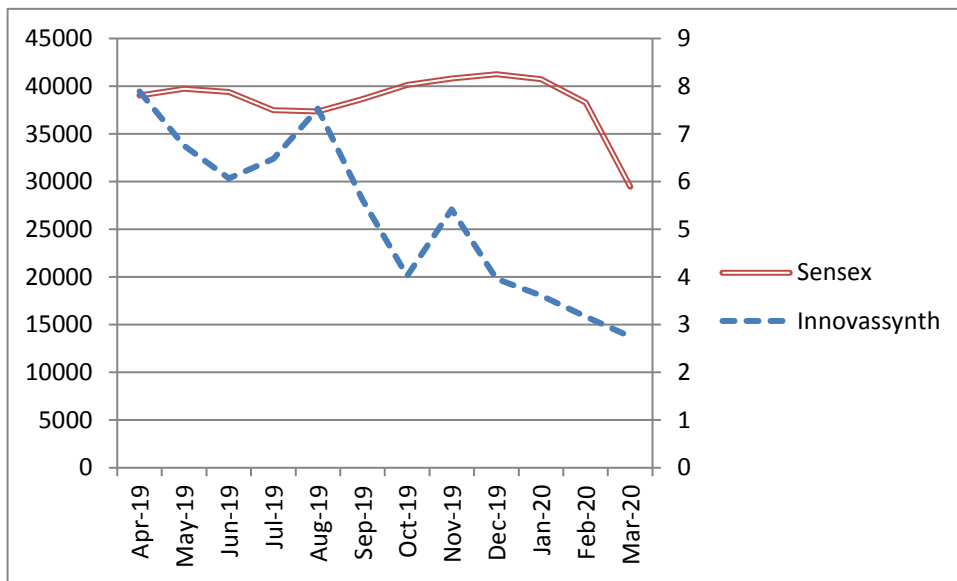
### 9.5 Stock Code: 533315

### 9.6 Market Price Data: BSE (2019-20)

Month	High Price	Low Price
April	9.00	7.12
May	7.69	6.14
June	7.60	5.31
July	8.00	5.40
August	7.58	5.85
September	8.75	5.61
October	6.19	4.00
November	5.42	3.86
December	5.79	3.52
January	5.09	3.61
February	4.42	2.86
March	3.04	2.43

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:



9.8 Suspension of Securities from Trading:

Your Company has not been suspended during financial year 2019-20

9.9 Registrar and Share Transfer Agent:

Name: Satellite Corporate Services Pvt. Ltd.

Address: Unit No. 49, Bldg No. 13 A B, 2<sup>nd</sup> floor, Samhita Commercial Co-Op. Soc Ltd, Off Andheri Kurla Road, MTNL Lane, Sakinaka, Mumbai-400072

Phone: 022-28520461, 28520462 Fax: 022-28511809

E-mail Id: [service@satellitecorporate.com](mailto:service@satellitecorporate.com)

9.10 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 of time. The transfer applications are approved periodically by the senior Management of the Company.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, a certificate on half yearly basis is issued by the Practicing Company Secretary for compliance with share transfer formalities by the Company.

Range of Holdings		No. of Shares	Amount (Rs.)	% to Capital	No. of Shareholders	% of Shareholders
From	To					
1	5000	24,43,371	2,44,33,710	10.06	28,435	93.73
5001	10000	6,55,257	65,52,570	2.70	855	2.82
10001	20000	6,37,993	63,79,930	2.63	443	1.46
20001	30000	4,33,086	43,30,860	1.78	178	0.59
30001	40000	2,22,134	22,21,340	0.91	63	0.21
40001	50000	3,44,053	34,40,530	1.42	74	0.24
50001	100000	9,81,604	98,16,040	4.04	126	0.42
100001 and above		1,85,60,537	18,56,05,370	76.45	163	0.54
<b>Total</b>		<b>2,42,78,035</b>	<b>24,27,80,350</b>	<b>100.00</b>	<b>30,337</b>	<b>100.00</b>

9.11 Distribution of Shareholding as on 31 March 2020:

Category of Equity shareholders as on 31.03.2020

Category	No. of shares	Percentage
Promoter and Promoter Group	88,03,738	36.26
Mutual Funds/UTI	72,292	0.30
Financial Institutions/Banks	1,15,14	0.05
Insurance Companies	13,00,395	5.36
Foreign Institutional Investor	3,276	0.01
Bodies Corporate	4,42,897	1.82
Individuals	1,14,01,694	46.96
Others (Clearing Member, NRIs, Overseas Corporate Bodies, Trust, Directors Relative, Hindu Undivided Families)	22,42,229	9.24
<b>Total</b>	<b>2,42,78,035</b>	<b>100.00</b>

Dematerialization of shares and Liquidity as on 31.03.2020

	No. of Shareholders	No. of Shares Held	Shareholding as % of total no. of share
No. of Shareholders in Physical Mode	15,313	21,11,053	8.70
No. of Shareholders in Electronic Mode	15,024	2,21,66,982	91.30
<b>TOTAL</b>	<b>30,337</b>	<b>2,42,78,035</b>	<b>100.00</b>

Details of Dematerialization

Days taken for Dematerialization	No. of Request	No. of Shares	% of share
1-15	190	16,609	0.07

## Details of CDSL &amp; NSDL

Particulars	National Securities Depository Ltd (NSDL)		Central Depository Services (I) LTD (CDSL)	
No. of Shares Dematerialized	125	11206	65	5,403
No. of Shares Rematerialized	--	--	--	--

9.12 Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments:

The company has not issued any GDRs/ ADRs/ Warrants or convertible instruments.

9.13 Commodity price risk or foreign exchange risk and hedging activities:

Not Applicable.

9.14 Address for Correspondence:**Abhishek Deshpande**

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:

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. 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: <http://www.innovassynthinvestments.in/Doc/Related%20Party%20Transaction.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 vigil mechanism policy is available on the website of the Company <http://www.innovassynthinvestments.in/Doc/Policy%20for%20Vigil%20Mechanism.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. Shareholders Right:

Quarterly & Half-yearly financial statements are published in newspapers and uploaded on Company's website <http://www.innovassynthinvestments.in/QFResults.html>

c. Modified Opinion(s) in Audit Report:

The Audit Report for the year 2019-20 is an unmodified one and does not contain any qualifications and company striving towards a regime of financial statements with unmodified audit opinion.

d. Reporting of Internal Auditor:

Reporting of internal auditor reports to Chief Financial Officer and has access to the Audit Committee.

11. There was 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 Listed Entity except Non-Compliance with constitution of NRC Committee under regulation 19 (1) of SEBI (LODR) Regulations, 2015 in F.Y 2018-19 causing BSE Ltd imposing Fine and Company has paid accordingly.
12. During the reporting period, the Board of Directors had accepted all recommendation of the Committees of the Board of Directors, which are mandatorily required to be made.
13. **Disclosure of Compliance with corporate governance requirements specified in regulation 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

14. **Other Additional Disclosures {As per Schedule V to the SEBI (LODR) Regulations, 2015}:**14.1 Related Party Disclosure:

Please refer 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 Directors Report.

**14.3 Disclosure on 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**

**Jana Chatra**  
Managing Director  
(DIN: 07149281)

Place: Mumbai  
Date: 06<sup>th</sup> July 2020

**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To the Members of  
**Innovassynth Investments Limited**

We have examined the compliance of conditions of Corporate Governance by Innovassynth Investments Limited (the company), for the year ended March 31, 2020 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR').

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to review of procedures and implementation thereof adopted by the company for ensuring the compliance of the conditions of the 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 representation made by the directors and the Management and considering the relaxations granted by the Ministry of Corporate affairs and securities and Exchange Board of India warranted due to spread of the COVID-19 pandemic, We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Sushil Talathi & Associates**  
Practicing Company Secretary

Place: Mumbai  
Date: 06<sup>th</sup> July 2020  
UDIN: F008506B000420577

**Sushil Talathi**  
Proprietor  
Membership No. F8506  
C.P. No. 9781

**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 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 and considering relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to spread of the COVID 19 pandemic, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 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.

Sr. No.	Name of Director	DIN	Date of Appointment in Company *
1	Unnikrishnan Anchery	00007022	14/08/2018
2	Rashmi Uday Singh	00089445	29/05/2014
3	Vikram Vijay Gokhale	00226352	14/02/2019
4	Jana Chatra	07149281	28/02/2020

\*the date of appointment is as per the MCA portal

Ensuring the eligibility of 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

Proprietor  
 Sushil Talathi  
 Membership Number: F8506  
 COP: 9781

Place: Mumbai  
 Date: 17<sup>th</sup> August 2020  
 UDIN: F008506B000586787

## Financial Statements FY 2019-20

**INDEPENDENT AUDITOR'S REPORT**

To the Members of Innovassynth Investments Limited

**Report on the Audit of the Financial Statements****Opinion**

We have audited the financial statements of Innovassynth Investments Limited ("the Company"), which comprise the balance sheet as at 31<sup>st</sup> March 2020, and the statement of Profit and Loss, 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 significant 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 read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2020, and loss, changes in equity and its 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 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 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 25 of the financial results, which indicates that the Company has incurred a net loss before other comprehensive losses of Rs. 54.65 lakhs during the period ended 31<sup>st</sup> March 2020 and as on that date the Company's net deficit in the statement of profit/ (loss) amounted to Rs. (306.43) lakhs and the other equity as at the yearend amounts to Rs. (423.48) Lakhs. As stated in Note 25, 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, the Company has an option to sell off its investments in its Innovassynth Technologies (India) Limited (ITIL) which has potential to perform financially well and can fetch fair cash-flows upon sale in future. In view of the above, Company is viewed as a going concern and Financial Results have been prepared on a going concern basis.

Our opinion is not modified in respect of these matter.

**Emphasis of Matter**

We draw attention to Note 26 to the financial statements which states that the Management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance and position as at and for the year ended 31<sup>st</sup> March 2020 and has concluded that there is no impact which is required to be recognised in the financial statements. Accordingly, no adjustments have been made to the financial statements.

Our opinion is not modified in respect of these matter.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Other than matter described in the Material Uncertainty Related to Going Concern and Emphasis of Matter, we have determined that there are no key audit matters to communicate in our report.

**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 Management report, Chairman's statement, Director's report etc 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 and will 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 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 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, changes in equity<sup>2</sup> and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting 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 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 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, the 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.

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

### **Auditor's Responsibilities 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.

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Financial Statements.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure B" 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.
  - (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 financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) 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 C".
  - (g) 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 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.
3. As required by The Companies (Amendment) Act, 2017, in our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits laid prescribed under Section 197 of the Act and the rules thereunder.

**For MSKA & Associates****Chartered Accountants**

ICAI Firm Registration No. 105047W

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Nitin Manohar Jumani

Partner

Membership No. 111700

UDIN: 20111700AAAABQ4605

Date: 6 July 2020

Place: Pune

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**ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE FINANCIAL STATEMENTS OF INNOVASSYNTH INVESTMENTS LIMITED FOR HT EYEAR ENDED MARCH 31, 2020****Auditor's Responsibilities for the Audit of the Financial Statements**

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism 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 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 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 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.

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 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.

**For MSKA & Associates**  
**Chartered Accountants**

ICAI Firm Registration No. 105047W

---

Nitin Manohar Jamani

Partner

Membership No. 111700

UDIN: 20111700AAAABQ4605

Date: 6 July 2020

Place: Pune

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**ANNEXURE B TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF INNOVASSYNTH INVESTMENTS LIMITED FOR THE YEAR ENDED MARCH 31, 2020****[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]**

- i. The Company is involved in the business of investments only and does not have any fixed assets. Accordingly, the provisions stated in paragraph 3(i) (a) to (c) of the Order are not applicable to the Company.
  - ii. The Company is involved in the business of investments only and does not have any inventories. Accordingly, the provisions stated in paragraph 3(i) (a) to (c) of the Order are not applicable to the Company.
  - iii. The Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships (LLP) or other parties<sup>3</sup> covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, the provisions stated in paragraph 3 (iii) (a) to (c) of the 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 and the Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the Company.
  - v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under.
  - vi. The provisions of sub-section (1) of section 148 of the Act are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the products of the Company. Accordingly, the provisions stated in paragraph 3 (vi) of the Order are not applicable to 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 , undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, goods and service tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases.
    - (b) According to the information and explanation given to us and the records of the Company examined by us, there are no dues of income tax, goods and service tax, customs duty, cess and any other statutory dues which have not been deposited on account of any dispute.
  - viii. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company.
-

- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, the provisions stated in paragraph 3 (ix) of the Order are not applicable to the Company.
- x. During the course of our audit, 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 material fraud by the Company or on the Company by its officers or employees.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into transactions with the related parties as stated in the provisions of the sections 177 and 188 of the Act. Accordingly, provisions stated in paragraph 3(xiii) of the Order are not applicable to the Company.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions stated in paragraph 3 (xiv) of the Order are not applicable to the Company.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.
- xvi. In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph clause 3 (xvi) of the Order are not applicable to the Company.

**For MSKA & Associates****Chartered Accountants**

ICAI Firm Registration No. 105047W

Nitinandhar Manohar Jumanandhar

Partner

Membership No.111700

UDIN: 20111700AAAABQ4605

Date: 6 July 2020

Place: Pune

**ANNEXURE C TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF INNOVASSYNTH INVESTMENTS LIMITED**

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

**Report on the Internal Financial Controls 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 Investments Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the 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 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 (ICAI) (the "Guidance Note"). 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 financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 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 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 authorizations of Management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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, the Company has, in all material respects, 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, 2020, 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.

**For MSKA & Associates**

**Chartered Accountants**

ICAI Firm Registration No. 105047W

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Nitin Manohar Jumani

Partner

Membership No.111700

UDIN: 20111700AAAABQ4605

Date: 6 July 2020

Place: Pune

## BALANCE SHEET AS AT 31 MARCH 2020

(Amount in INR thousands, unless otherwise stated)

Particulars	Notes	31-Mar-20	31-Mar-19
<b>ASSETS</b>			
<b>Non-current assets</b>			
Financial assets			
Investments	5	2,26,576	2,25,860
Other Non-Current Assets	6	22	-
<b>Total non-current assets</b>		<b>2,26,598</b>	<b>2,25,860</b>
<b>Current assets</b>			
Financial assets			
Cash and cash equivalents	7	331	1,041
Other financial assets	8	5	5
Other current assets	9	6	85
<b>Total current assets</b>		<b>342</b>	<b>1,131</b>
<b>Total Assets</b>		<b>2,26,940</b>	<b>2,26,991</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	10	2,42,780	2,42,780
Other equity	11	(42,348)	(37,599)
<b>Total equity</b>		<b>2,00,432</b>	<b>2,05,181</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Financial liabilities			
Borrowings	12	22,258	19,173
Trade payables			
i. Total outstanding dues of micro enterprises and small enterprises			
ii. Total outstanding dues of creditors other than micro enterprise and small enterprise	13	595	917
Other financial liabilities	14	3,566	1,660
Other current liabilities	15	89	60
<b>Total Current Liabilities</b>		<b>26,508</b>	<b>21,810</b>
<b>Total Liabilities</b>		<b>26,508</b>	<b>21,810</b>
<b>Total Equity and Liabilities</b>		<b>2,26,940</b>	<b>2,26,991</b>
See accompanying notes to the financial statements The accompanying notes are an integral part of the financial statements.	1-32		

As per our report of even date

For MSKA & Associates  
Chartered Accountants  
Firm Registration Number: 105047W

For and on behalf of the Board of Directors of  
Innovassynth Investments Limited  
CIN: L67120MH2008PLC178923

Nitin Manohar Jumani  
Partner  
Membership No: 111700

Jana Chatra  
Managing Director  
DIN: 07149281

Unnikrishnan Anchery  
Director  
DIN:00007022

Place: Mumbai  
Date: 06-July-2020

Abhishek Deshpande  
Company Secretary & CFO



## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR thousands, unless otherwise stated)

Particulars	Notes	31-Mar-20	31-Mar-19
<b>Income</b>			
Other income	16	43	44
<b>Total income</b>		<b>43</b>	<b>44</b>
<b>Expenses</b>			
Employee benefits expense	17	583	354
Finance costs	18	2,117	1,557
Other expenses	19	2,808	3,558
<b>Total expenses</b>		<b>5,508</b>	<b>5,469</b>
<b>(Loss) before tax</b>		<b>(5,465)</b>	<b>(5,425)</b>
Tax expense	28	-	-
<b>(Loss) for the year</b>		<b>(5,465)</b>	<b>(5,425)</b>
<b>Other comprehensive Income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Net (loss)/gain on FVTOCI equity Securities	30	716	(12,641)
<b>Other comprehensive income for the year, net of tax</b>		<b>716</b>	<b>(12,641)</b>
<b>Total comprehensive income for the year</b>		<b>(4,749)</b>	<b>(18,066)</b>
<b>(Loss) per share</b>			
Basic and diluted (loss) per share (INR)	20	(0.20)	(0.76)

See accompanying notes to the financial statements

1-32

The accompanying notes are an integral part of the financial statements.

**For MSKA & Associates**  
**Chartered Accountants**  
**Firm Registration Number: 105047W**

**For and on behalf of the Board of Directors of**  
**Innovassynth Investments Limited**  
**CIN: L67120MH2008PLC178923**

**Nitin Manohar Jumani**  
Partner  
Membership No: 111700

**Jana Chatra**  
Managing Director  
DIN: 07149281

**Unnikrishnan Anchery**  
Director  
DIN:00007022

Place: Mumbai  
Date: 06-July-2020

**Abhishek Deshpande**  
Company Secretary & CFO

## STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR thousands, unless otherwise stated)

Particulars	31-Mar-20	31-Mar-19
<b>Cash flow from operating activities</b>		
Loss before tax	(5,465)	(5,425)
Adjustments for:	-	-
Finance cost	2,117	1,557
<b>Operating loss before working capital changes</b>	<b>(3,348)</b>	<b>(3,868)</b>
<b>Changes in working capital</b>		
Increase/(Decrease) in Other Financial Liabilities	1,906	(1,013)
Increase/(Decrease) in trade payables	(322)	18
(Decrease)in other current liabilities	29	1
(Increase)/Decrease in other non-current Assets	(22)	-
(Increase)/Decrease in other current assets	79	(81)
<b>Cash Generated/(Used) in operations</b>	<b>(1,678)</b>	<b>(4,943)</b>
Income tax paid	-	-
<b>Net cash flows used in operating activities (A)</b>	<b>(1,678)</b>	<b>(4942)</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	3,085	7,329
Interest paid	(2,117)	(1,557)
<b>Net cash flow from financing activities (C)</b>	<b>968</b>	<b>5,772</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>(710)</b>	<b>830</b>
Cash and cash equivalents at the beginning of the year	1,041	211
Cash and cash equivalents at the end of the year	331	1041
<b>Cash and cash equivalents comprise (Refer note 7)</b>		
Balances with banks		
On current accounts	331	1,041
Cheques on hand	-	-
<b>Total cash and bank balances at end of the year</b>	<b>331</b>	<b>1,041</b>

See accompanying notes to the financial statements

1-32

The accompanying notes are an integral part of the financial statements.

**For MSKA & Associates**  
**Chartered Accountants**  
**Firm Registration Number: 105047W**

**For and on behalf of the Board of Directors of**  
**Innovassynth Investments Limited**  
**CIN: L67120MH2008PLC178923**

**Nitin Manohar Jumani**  
Partner  
Membership No: 111700

**Jana Chatra**  
Managing Director  
DIN: 07149281

**Unnikrishnan Anchery**  
Director  
DIN:00007022

Place: Mumbai  
Date: 06-July-2020

**Abhishek Deshpande**  
Company Secretary & CFO

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR thousands, unless otherwise stated)

## (A) Equity share capital

	31-Mar-20		31-Mar-19	
	No. of shares	Amount	No. of shares	Amount
<b>Equity shares of Rs. 10 each issued, subscribed and fully paid</b>				
Opening	2,42,78,035	2,42,780	2,42,78,035	2,42,780
Add: issue during the year	-	-	-	-
Closing	<b>2,42,78,035</b>	<b>2,42,780</b>	<b>2,42,78,035</b>	<b>2,42,780</b>

## (B) Other equity

Particulars	Reserves and surplus			
	Capital Reserve	Retained earnings	Others	Total
Balance as at 1 April 2018	220	(19,753)	-	(19,533)
(Loss) for the year	-	(5,425)	-	(5,425)
Other comprehensive income	-	(12,641)	-	(12,641)
Total other comprehensive income for the year	-	(18,066)	-	(18,066)
<b>Balance as at 31 March 2019</b>	<b>220</b>	<b>(37,819)</b>		<b>(37,599)</b>

Particulars	Reserves and surplus			
	Capital Reserve	Retained earnings	Others	Total
Balance as at 1 April 2019	220	(37,819)	-	(37,599)
(Loss) for the year	-	(5,465)	-	(5,465)
Other comprehensive income	-	716	-	716
Total other comprehensive income for the year	-	(4,749)	-	(4,749)
<b>Balance as at 31 March 2020</b>	<b>220</b>	<b>(42,568)</b>	<b>-</b>	<b>(42,348)</b>

See accompanying notes to the financial statements

1-32

The accompanying notes are an integral part of the financial statements.

**For MSKA & Associates**  
**Chartered Accountants**  
**Firm Registration Number: 105047W**

**For and on behalf of the Board of Directors of**  
**Innovassynth Investments Limited**  
**CIN: L67120MH2008PLC178923**

**Nitin Manohar Jumani**  
 Partner  
 Membership No: 111700

**Jana Chatra**  
 Managing Director  
 DIN: 07149281

**Unnikrishnan Anchery**  
 Director  
 DIN:00007022

Place: Mumbai  
 Date: 06-July-2020

**Abhishek Deshpande**  
 Company Secretary & CFO

**Notes forming part of the Financial Statements for the year ended 31 March 2020**

(Amount in INR thousands, 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 Ltd.

**2 Significant accounting policies****2.1 Basis of Preparation of Financial Statements****(a) Statement of Compliance with Ind AS**

These 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.

**(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 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) Use of estimates**

The preparation of financial statements in conformity with Ind AS requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognized in the year in which the estimates are revised and in any future years affected. Refer Note 3 for detailed discussion on estimates and judgments.

**(e) 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 thousands, unless otherwise indicated.

## 2.2 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.

## 2.3 Fair value measurement

The Company measures financial instruments such as investments in equity shares (other than those in subsidiaries) at fair value at each balance sheet date.

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

## 2.4 Leases

Effective April 01, 2019, the Company adopted IND AS 116 "Leases" under the modified retrospective approach without restatement of comparatives. The Company elected to apply the practical expedient to not reassess whether a contract is or contains a lease at the date of initial application. Contracts entered into before the transition date that were not identified as leases under IND AS 17 were not reassessed. The definition of a lease under IND AS 116 was applied only to contracts entered into or changed on or after April 01, 2019. The application of Ind AS 116 did not have any material impact on the financial results of the Company.

As a lessee, the Company previously classified leases as operating or finance leases based on its assessment of whether the lease transferred substantially all of the risks and rewards of ownership. Under IND AS 116, the Company recognizes right-of-use assets and lease liabilities for most leases.

All leases are accounted for by recognizing 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

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

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

When the Company revises its estimate of the term of any lease, it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at the same discount rate that applied on lease commencement. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

## 2.5 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.

## 2.6 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

#### (i) Initial recognition and measurement

At initial recognition, financial asset is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

#### (ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

- a) at amortized cost; or
- b) at fair value through other comprehensive income; or
- c) at fair value through profit or loss.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows."

Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method (EIR).

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to Statement of Profit and Loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss: Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

#### (iii) Derecognition of financial assets

A financial asset is derecognized only when:

- a) the rights to receive cash flows from the financial asset is transferred or

- b) retains the contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the financial asset is transferred then in that case financial asset is derecognized only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

**(b) Financial liabilities**

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and at amortized cost, as appropriate.

All financial liabilities are recognized initially at fair value and in the case of borrowings and payables, net of directly attributable transaction costs.

(ii) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

*Financial liabilities at fair value through profit or loss*

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

*Loans and borrowings*

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized 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 amortization is included as finance costs in the Statement of Profit and Loss.

(iii) 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 as finance costs.

## 2.7 Employee Benefits

**(a) 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.



## 2.8 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.

## 2.9 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.

### (a) Current income tax

Current tax assets and liabilities are measured at the amount expected to be recovered 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 yearend date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

### (b) Deferred tax

Deferred income tax is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the year and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

## 2.10 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share is the net profit or loss for the year after deducting preference dividends and any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events, such as bonus shares other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

## 2.11 Provisions and contingent liabilities

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 recognized. However, when the realization of income is virtually certain, then the related asset is no longer a contingent asset, and is recognized as an asset.

## 3 Significant accounting judgments, estimates and assumptions

The preparation of financial statements requires Management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future years.

### 3.1 Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the year end date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

#### 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.

## 4 Standards (including amendments) issued but not yet effective

The standards and interpretations that are issued, but not yet effective up to the date of issuance of the financial statements are disclosed below. The Company intends to adopt these standards, if applicable, when they become effective.

4.1 Ind AS 1- Presentation of Financial Statements and IND AS 8 Accounting Policies, Changes in Accounting Estimates and Errors (Amendment – Definition of Material)

4.2 Ind AS 103 Business Combination (Amendment –Definition of Business)

4.3 Revised Conceptual Framework for Financial Reporting

5	Financial Assets- Investments	31-Mar-20	31-Mar-19
	Investment in equity instruments (fully paid-up) at fair value through other comprehensive income (FVOCI)		
	Unquoted equity shares		
	2,38,50,070 (31 March 2019: 2,38,50,070) equity shares of ₹ 10 each fully paid-up in Innovassynth Technologies (India) Limited	2,26,576	2,25,860
	<b>Total</b>	<b>2,25,860</b>	<b>2,38,501</b>

Investments at fair value through OCI (fully paid) reflect investment in unquoted equity securities. These equity shares are designated as FVTOCI as they are not held for trading purpose and are not in similar line of business as the Company. Thus, disclosing their fair value fluctuation in profit and loss will not reflect the purpose of holding.

A description of the Company's financial instrument risks, including risk Management objectives and policies is given in Note 24.

The methods used to measure financial assets reported at fair value are described in Note 29.

6	Other Non-Current Assets	31-Mar-20	31-Mar-19
	Prepaid Expenses	22	-
	<b>Total</b>	<b>22</b>	<b>-</b>

7	Cash and cash equivalents	31-Mar-20	31-Mar-19
	Balances with banks: On current accounts	331	
	Cheques/ drafts on hand	-	1,041
	<b>Total</b>	<b>331</b>	<b>1,041</b>

8	Other financial assets	31-Mar-20	31-Mar-19
	Other (Security Deposit)	5	5
	<b>Total</b>	<b>5</b>	<b>5</b>

9	Other current assets	31-Mar-20	31-Mar-19
	Prepaid Expenses	85	4
	<b>Total</b>	<b>85</b>	<b>4</b>

10	<b>Equity Share capital</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
	<b>Authorized</b>		
	2,50,00,000(31 March 2019: 2,50,00,000, Equity Shares of Rs. 10 each)	2,50,000	2,50,000
		<b>2,50,000</b>	<b>2,50,000</b>
	<b>Issued, subscribed and paid up</b>		
	2,42,78,035 (31 March 2019: 2,42,78,035, equity shares of Rs. 10 each fully paid)	2,42,780	2,42,780
	<b>Total</b>	<b>2,42,780</b>	<b>2,42,780</b>

(a) Reconciliation of equity shares outstanding at the beginning and at the end of the year

Particulars	31-Mar-20		31-Mar-19	
	Number of shares	Amount	Number of shares	Amount
Outstanding at the beginning and at the end of the year	2,42,78,035	2,42,780	2,42,78,035	2,42,780
<b>Total</b>	<b>2,42,78,035</b>	<b>2,42,780</b>	<b>2,42,78,035</b>	<b>2,42,780</b>

(b) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has only one class of equity shares having par value of Rs. 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.

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.

(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the shareholder	31-Mar-20		31-Mar-19	
	Number of shares	% of holding in the class	Number of shares	% of holding in the class
<b>Equity shares of Rs.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	47,35,000	19.50	47,35,000	19.50

11	<b>Other equity</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
(A)	<b>Capital reserve</b>		
	Balance at the beginning and at the end of the year	220	220
		<b>220</b>	<b>220</b>
(B)	<b>(Deficit) in the Statement of Profit and Loss</b>		
	Opening balance	(25,178)	(19,753)
	Add: Net loss for the current year	(5,465)	(5,425)
	<b>Closing balance</b>	<b>(30,643)</b>	<b>(25,178)</b>

(C)	<b>Investments FVTOCI Reserve on Equity Instruments</b>		
	Opening balance	(12,641)	-
	Fair valuation changes for the year	716	(12,641)
		<b>(11,925)</b>	<b>(12,641)</b>
	<b>Total Other Equity (A+B+C)</b>	<b>(42,348)</b>	<b>(37,599)</b>

12	<b>Short -term borrowings</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
	Unsecured, Loans from related parties	-	-
	Unsecured, Loans from Others	22,258	19,173
	<b>Total short-term borrowings</b>	<b>22,258</b>	<b>19,173</b>

Unsecured Loan from others, constitutes of loan from Innovassynth Technologies (India) Limited (ITIL). The loan was presented as Unsecured, Loans from related Parties for Previous year, Further, as on 31-Mar-2020, ITIL is not a related party, hence unsecured loan is presented as Unsecured, Loan from others.

#### Terms of Borrowings

Interest on borrowings from ITIL carries interest rate which ranges from 9.5%-10.50% p.a. payable on demand.

13	<b>Trade payables</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
	Total outstanding dues of micro enterprises and small enterprises	-	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises	595	917
	<b>Total trade payables</b>	<b>595</b>	<b>917</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.

14	<b>Other Financial Liabilities</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
	Bank overdraft	-	-
	Interest Payable	3,566	1,660
	Payable to fractional share holders	-	-
	<b>Total Other Financial Liabilities</b>	<b>3,566</b>	<b>1,660</b>

15	<b>Other current liabilities</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
	Statutory due payable	24	18
	Employee benefits payable	36	41
	<b>Total other current liabilities</b>	<b>60</b>	<b>59</b>

<b>16</b>	<b>Other Income</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
	Liabilities written back	-	-
	Other	43	44
	<b>Total Other Income</b>	<b>43</b>	<b>44</b>

<b>17</b>	<b>Employee Benefit Expenses</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
	Salaries, wages, bonus and other allowances	583	354
	<b>Total Employee Benefit Expenses</b>	<b>583</b>	<b>354</b>

<b>18</b>	<b>Finance Costs</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
	Interest on Borrowing	2,117	1,556
	Other Interest	-	1
	<b>Total Finance Costs</b>	<b>2,117</b>	<b>1,557</b>

<b>19</b>	<b>Other expenses</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
	Rent	36	42
	Postage and courier	298	605
	Printing & Stationery	333	409
	Office expenses	559	397
	Auditors' Remuneration*	292	335
	Legal and professional charges	1035	1,494
	Advertisement	73	85
	Miscellaneous expenses	183	191
	<b>Total other expenses</b>	<b>2,808</b>	<b>3,558</b>

\*Note: The following is the break-up of Auditors remuneration (exclusive of GST)

<b>Particulars</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
<b>As auditor:</b>		
Statutory audit	280	250
Other matters	-	-
Reimbursement of expenses	12	85
<b>Total</b>	<b>292</b>	<b>335</b>

## 20 Earnings/ Loss per share

Basic earnings /(loss) per share amounts are calculated by dividing the profit/loss for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted earnings / (loss) per share amounts are calculated by dividing the profit/loss attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

	31-Mar-20	31-Mar-19
Loss attributable to equity holders	(4,748)	(18,066)
Loss attributable to equity holders adjusted for the effect of dilution	(4,748)	(18,066)
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	2,42,78,035	2,42,78,035
Basic and diluted loss per share (INR)	(0.20)	(0.74)

## 21 Related Party Disclosures: 31 March 2020

### (A) Names of related parties and description of relationship as identified and certified by the Company:

#### Associate Company

Innovassynth Technologies (India) Limited (till 06.09.2018)

#### Key Management Personnel (KMP)

Ms. Jana Chatra (Managing Director)- From 28.02.2020

Mr. Abhishek Deshpande (CFO & Company Secretary)

### (B) Details of transactions with related party in the ordinary course of business for the year ended:

<b>(i) Associate Company-Innovassynth Technologies (India) Limited, till 06.09.2018</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
Loan received Interest on borrowing	-	1,675
	-	482
<b>(ii) Key Management Personnel (KMP)</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
<b>Compensation of key Management personnel</b>		
Salaries including Bonus (Abhishek Deshpande)	558	354
Salaries including Bonus (Jana Chatra)	25	-

### (C) Amount due to/from related party as on:

<b>(i) Key Management Personnel (KMP)</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
Salaries including Bonus (Abhishek Deshpande)	44	41
Salaries including Bonus (Jana Chatra)	25	-

**(D) Terms and conditions of transactions with Related Parties:**

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free except for borrowings and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31<sup>st</sup> March 2020, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2019: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

**22 Capital Management**

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 till date. 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-20	31-Mar-19
Total Equity	2,00,432	205,181
Total debt	22,258	19,173
Overall financing	2,22,690	224,354
Gearing ratio	0.10	0.09

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2020, 31 March 2019

**23 Leases**

The Company has entered into lease agreement leasing of office premises with Innovassynth Technologies (India) Limited, The term of lease period is for 1 to 3 years, The terms of lease include terms of renewal, increase in rents in future periods, which are in line with general inflation, and terms of cancellation. the operating lease payment shown in Statement of Profit & loss account recognized is Rs.36,000 (31 March 2019 Rs 42,480)

**24 Financial Risk Management****Objectives and policies**

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.



**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 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:

<b>Interest on Borrowings from ITIL</b>	<b>Increase/ decrease in basis points</b>	<b>Effect on loss before tax</b>
<b>2020</b>		
Increase in Loss before tax	0.45%	92.44
Decrease on Loss before tax	-0.45%	(92.44)
<b>2019</b>		
Increase in Loss before tax	0.45%	48.74
Decrease on Loss before tax	-0.45%	(48.74)

**(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 31st March 2020 and 31st March 2019 is the carrying amounts as mentioned in Note 7 to 9.

### C Liquidity risk

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 Liquidity risk arising is not there.)

The table below summarizes the maturity profile of the Company's financial liabilities:

	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years	Total
<b><u>31-Mar-2020</u></b>					
Short term borrowings	-	22,258	-	-	22,258
Trade payables	-	596	-	-	595
Other financial liability	-	3,566	-	-	3,566
Other current liabilities	-	89	-	-	89
	-	26,509	-	-	26,509
<b><u>31-Mar-2019</u></b>					
Short term borrowings	-	19,173	-	-	19,173
Trade payables	-	917	-	-	917
Other financial liability	-	1,660	-	-	1,660
Other current liabilities	-	60	-	-	60
	-	21,810	-	-	21,810

### 25 Going Concern

The Company has incurred a net loss before other comprehensive losses of Rs. 54.65 lakhs during the period ended 31 March 2020 and as on that date, the Company's net deficit in the statement of profit/ (loss) amounted to Rs. (306.43) lakhs and the other equity as at the period end amounts to Rs. (423.48) 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 i.e. declaration of dividend by Innovassynth Technologies (India) Limited ('ITIL') and selling off partial/complete investment stake in ITIL, the Company may be able to generate cash flows.

ITIL is generating profits and projects fair 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 capitalization. Based on the above, the Management believes that the Company will continue as a going concern and thereby realizes its assets and discharges its liabilities in the normal course of its business. Accordingly, these financial results has been prepared considering the company on going concern assumption and consequently, no adjustments have been made to the carrying values of assets and liabilities.

26 The Company holds 31.79% shares in Innovassynth Technologies (India) Limited (ITIL). Till 06.09.2018, ITIL was classified as an associate of the Company due to common Directorship. However, the Company has no common Directors on Board of the other company as at the year end. Hence, the Company believes that it does not have 'Significant influence' on Innovassynth Technologies (I) Limited ('ITIL') as defined in 'INDAS 28 -Investment in Associates and Joint Ventures' because of the following-

- The Company does not have shareholders agreement that gives right to appoint the Directors on the Board of ITIL.
- There are no common Directors of the company on the Board of ITIL and therefore the Company cannot control the Management or policy decisions of ITIL.
- ITIL does not carry on operations on the instructions of the Company or any of its Directors.

Accordingly, ITIL is not treated as an associate in the current year.

#### 27 Estimated uncertainty related to COVID-19 Outbreak-

The World Health Organization announced a global health emergency because of a new strain of coronavirus ("COVID-19") and classified its outbreak as a pandemic on March 11, 2020. On March 24, 2020, the Indian government announced a strict 21-day lockdown across the country to contain the spread of the virus, which has been/was further extended till May 3, 2020. This pandemic and government response are creating disruption in global supply chain and adversely impacting most of the industries which has resulted in global slowdown.

The Management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance and position as at and for the year ended March 31, 2020 and has concluded that there is no impact which is required to be recognised in the financial statements. Accordingly, no adjustments have been made to the financial statements.

#### 28 Contingent liabilities

There are no contingent liabilities as on 31 March 2020 (31 March 2019: Nil)

#### 29 Income Tax

##### Deferred tax

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.

#### 30 Fair values of financial assets and financial liabilities

The amortized cost using effective interest rate (EIR) of non-current financial assets consisting of security and term 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, term 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.

31 Fair value hierarchy

Investments in equity instruments FVTOCI	31-Mar-20	31-Mar-19
Investment in equity shares is designated as FVTOCI These have been fair valued using DCF method and Details of significant unobservable inputs used in fair value measurement categorized within Level 3 of fair value hierarchy together with sensitivity analysis have been furnished under table given below.	2,26,576	2,25,860

Description of significant unobservable inputs to valuation:				
Financial Instrument	Valuation Technique	Significant Unobservable Inputs	Range (weighted average)	Sensitivity of the input to fair value
Investments in equity instruments FVTOCI	DCF	Long-term growth rate for cash flows for subsequent years	31-Mar-2020: 1.5%	5% (31 March 2020) increase (decrease) in the growth rate would result in increase (decrease) in fair value by INR 30.36 Lakhs
			31-Mar-2019: 1.5%	5% (31 March 2019) increase (decrease) in the growth rate would result in increase (decrease) in fair value by INR 17.44 Lakhs
		Long-term operating margin	31-Mar-2020: 1.5%	2.5% (31 March 2020) increase (decrease) in the growth rate would result in increase (decrease) in fair value by INR 18.97 Lakhs
			31-Mar-2019: 1.5%	2.5% (31 March 2019) increase (decrease) in the growth rate would result in increase (decrease) in fair value by INR 11.16 Lakhs
		WACC	31-Mar-2020: 11.57%	2.5% (31 March 2020) increase (decrease) in the margin would result in increase (decrease) in fair value by INR 64.85 Lakhs
			31-Mar-2019: 12.43%	2.5% (31 March 2019) increase (decrease) in the margin would result in increase (decrease) in fair value by INR 38.61 Lakhs
Discount for lack of marketability	NA	NA		

32 Previous year figures have been regrouped/ reclassified to confirm presentation as per Ind AS as required by Schedule III of the Act.

**For MSKA & Associates**  
**Chartered Accountants**  
**Firm Registration Number: 105047W**

**For and on behalf of the Board of Directors of**  
**Innovassynth Investments Limited**  
**CIN: L67120MH2008PLC178923**

**Nitin Manohar Jumani**  
 Partner  
 Membership No: 111700

**Jana Chatra**  
 Managing Director  
 DIN: 07149281

**Unnikrishnan Anchery**  
 Director  
 DIN:00007022

Place: Mumbai  
 Date: 06-July-2020

**Abhishek Deshpande**  
 Company Secretary & CFO



