

Date: May 21, 2026

To,

The General Manager
Department of Corporate Services,
BSE Limited
Phiroze Jee Jee Bhoj Tower
Dalal Street,
Fort Mumbai – 400001
Scrip Code: **544302**

The General Manager
Department of Corporate Services,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurl Complex, Bandra
(East), Mumbai – 400051
Symbol: **INNOVANA**

Subject: Notice of Postal Ballot (including remote e-voting)

Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir/Ma’am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Notice of Postal Ballot (“Postal Ballot Notice”) dated May 20, 2026, along with the Explanatory Statement, seeking approval of the Members of the Company, has been sent today, i.e., Thursday, May 21, 2026, through electronic mode to all the Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date, i.e., Friday, May 15, 2026.

The following items of business are proposed to be passed through Postal Ballot by way of Special Resolution:

Item No.	Agenda Item	Type of Resolution
1	Re-appointment of Mrs. Riya Sharma (DIN: 09213476) as an Independent Director of the Company for a second term of five consecutive years	Special Resolution

The Postal Ballot Notice along with explanatory statement is enclosed herewith.

In compliance with the applicable circulars issued by the Ministry of Corporate Affairs, hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope has not been sent to the Members.

The Notice of Postal Ballot & E-Voting is also available on the website of the Company viz. www.innovanathinklabs.com and on the website of CDSL at www.evotingindia.com.

The e-voting period commences at 09:00 A.M. IST on Friday, May 22, 2026 and shall end at 5.00 P.M. IST on Saturday, June 20, 2026, and the result thereof will be declared on or before two (2) working days from the conclusion of e-voting process i.e. on or before Tuesday, June 23,2026.

You are requested to kindly take the above information on record.

Thanking You,
Yours faithfully,
FOR INNOVANA THINKLABS LIMITED

Vasu Ajay Anand
Company Secretary and Compliance Officer



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



www.innovanathinklabs.com
info@innovanathinklabs.com



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INNOVANA THINKLABS LIMITED

(CIN : L72900RJ2015PLC047363)

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

Phone: 0141-4919128/29 **Email:** cs@innovanathinklabs.com

Website: www.innovanathinklabs.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108, and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read together with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and General Circular Nos. 14/2020 dated April 8, 2020, (which was amended from time to time and the last amendment was on 03/2025 dated September 22, 2025,) issued by the Ministry of Corporate Affairs, Government of India ("the MCA Circulars") and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force), the following Special Resolution be passed by the members of the Company (as on the Cut-off Date), through postal ballot only by way of voting through electronic means ("remote e-voting").

S No	Particulars
1	RE-APPOINTMENT OF MRS. RIYA SHARMA (DIN: 09213476) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS

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

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder, the MCA Circulars and SS-2, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice

and instructions for remote e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant (“DP”). Hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

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

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

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

Cut-off date for eligibility to vote	Friday, 15 th May, 2026
Commencement of e-voting period	Friday, 22 nd May, 2026 at 9:00 A.M.
Conclusion of e-voting period	Saturday, 20 th June, 2026 at 5:00 P.M.

The e-voting facility will be disabled by CDSL immediately after Saturday, 20th June, 2026 at 5:00 P.M. and will be disallowed thereafter.

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

The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within two working days from the conclusion of the remote e-voting period i.e. on or before Tuesday, 23rd June, 2026. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. Saturday, 20th June, 2026 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS

ITEM 1: RE-APPOINTMENT OF MRS. RIYA SHARMA (DIN: 09213476) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 25 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mrs. Riya Sharma (DIN: 09213476), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years upto June 27, 2026 and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from June 28, 2026 upto June 27, 2031 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) or the Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

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

Date: May 20,2026

Place: Jaipur

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

NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out all material facts and reasons relating to the resolution in respect of the Special Business set out above is annexed herewith.
2. Members may note that as required under the provisions of Section 108, 110 and other applicable provisions, if any, of the Act and the rules made thereunder as applicable in this regard and Regulation 44 of the Listing Regulations, the Company has engaged the services of Central

Depository Services (India) Limited ("CDSL") to provide e-voting facility to members of the Company.

3. The Postal Ballot Notice is being sent by e-mail to all the members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the NSDL/Central Depository Services (India) Limited ("CDSL") as on Friday, 15th May, 2026 ("Cut-off Date"). It is however, clarified that all the persons who are members of the Company as on the Cut-off Date and who may not have received notice due to non-registration of e-mail id shall also be entitled to vote in relation to the resolution specified in this notice.
4. Dispatch of the Notice shall be deemed to be completed on the day on which Company or CDSL sends out the Postal Ballot Notice by e-mail to the members of the Company.
5. The Postal Ballot Notice is also available on the website of the Company at www.innovanathinklabs.com and can also be downloaded by accessing website of the CDSL at www.evotingindia.com and at the relevant sections of the websites of the stock exchanges i.e. BSE Limited and NSE Limited at www.bseindia.com and www.nseindia.com respectively.
6. The Company hereby requests all its members to register their email IDs if not registered, to promote green initiative and to enable the Company to provide all communication to members through email.
7. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of members as on Friday, 15th May, 2026. A person who is not a member as on Cutoff date should treat this Notice for information purpose only.
8. As required by Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Jaipur (in vernacular language i.e. Hindi).
9. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. Saturday, 20th June, 2026. Further, resolution passed by the members through postal ballot is deemed to have been passed as if they are passed at a general meeting of the members.
10. The remote e-voting period commences from **Friday, 22nd May, 2026 [9:00 a.m. (IST)]** and ends on **Saturday, 20th June, 2026 [5:00 p.m. (IST)]**. During this period, members holding shares as on Friday, 15th May, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after Saturday, 20th June, 2026 [5:00 p.m. (IST)]. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast vote again.
11. All relevant documents referred to in this Notice requiring the approval of the members shall be available for inspection by the members. Members who wish to inspect the documents are requested to send an e-mail to cs@innovanathinklabs.com mentioning their Name, Client ID and DP ID.
12. Members whose e-mail ids are not registered with the depositories are requested to register their e-mail address with the Depository Participant with whom they are maintaining their demat account by following the e-voting process given in this notice.

13. To exercise vote by using remote e-voting facility, please carefully follow the instructions given under the heading “E-Voting Instructions” of Postal Ballot Notice.
14. The Board of Directors has appointed Mr. Abhishek Goswami (COP: 17057), Practicing Company Secretary as the Scrutinizer for conducting the postal ballot remote e-voting process in a fair and transparent manner.
15. The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within two working days from the conclusion of the e-voting period i.e. on or before Tuesday, 23rd June, 2026. The results declared along with the Scrutinizer’s report shall be placed on the website of the company, CDSL and shall also be forwarded to the stock exchanges where the equity shares of the Company are listed i.e. BSE Limited and NSE Limited.

REMOTE E-VOTING INSTRUCTIONS

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

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

(i) The voting period begins on Friday, 22nd May, 2026 at 9:00 A.M. and ends on Saturday, 20th June, 2026 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 15th May, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

(iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service

	<p>provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

6) If you are a first-time user follow the steps given below:

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

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

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

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

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

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

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 1 of the accompanying Notice.

ITEM NO 1

Mrs. Riya Sharma (DIN: 09213476) was appointed as an Independent Director of the Company by the Members at the 6th Annual General Meeting of the Company held on September 25, 2021 for a period of five (5) consecutive years commencing from June 28, 2021 upto June 27, 2026 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Mrs. Sharma is currently a Chairperson of the Corporate Social Responsibility Committee and Member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company.

The Nomination and Remuneration Committee (NRC), taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, has recommended to the Board that her qualifications, experience and expertise meet the skills and capabilities required for the role of Independent Director of the Company.

Based on the recommendation of the NRC, the Board of Directors at its Meeting held on May 20, 2026, has proposed the re-appointment of Mrs. Sharma as an Independent Director of the Company for a second term commencing from June 28, 2026 upto June 27, 2031, (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

The Board is of the opinion that Mrs. Sharma continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company. A brief profile of Mrs. Sharma, including details of current directorships, forms part of this Notice.

The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing her candidature for the office of Director. The Company has received a declaration from Mrs. Sharma confirming that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

In terms of Regulation 25(8) of the SEBI Listing Regulations, Mrs. Sharma has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Mrs. Sharma has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circulars dated

June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mrs. Sharma has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mrs. Sharma has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mrs. Sharma fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and is independent of the Management. The terms and conditions of her re-appointment are uploaded on the website of the Company at www.innovanathinklabs.com and will also be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 25 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mrs. Sharma as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board commends the Special Resolution set out in Item No. 1 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mrs. Riya Sharma and her relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and revised Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

Details as per Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2**Brief Profile of Mrs. Riya Sharma:**

Mrs. Riya Sharma is an Associate Member of the Institute of Company Secretaries of India (ICSI) and holds a degree in Law. She brings over five years of professional experience in corporate laws and legal drafting, along with ten years of academic experience.

Her expertise lies in corporate restructuring, including mergers, amalgamations, and takeovers, with significant experience in handling matters before the National Company Law Tribunal (NCLT). She provides comprehensive corporate advisory services and regularly coordinates with regulatory authorities such as ROC, banks, and other government bodies.

She is a regular speaker at ICSI and other professional forums and served as the Chairperson of the Jaipur Chapter of NIRC of ICSI. She has authored six subject books for CA and CS students and was recognized by Dainik Bhaskar in 2014 as one of the top eight valorous and inspirational women.

Other information about the appointee(s) as on the date of this Notice is as follows:

Sr. No.	Particulars	Details
1	Name of Director	Mrs. Riya Sharma
2	DIN	09213476
3	Date of Birth	19/03/1984
4	Age	42 years
5	Date of first appointment on the Board	28-06-2021
6	Qualifications	MBA, CS and LLM
7	Skills and capabilities required for the role and the manner in which the Directors meet the requirements	As mentioned in the statement annexed to the Notice
8	Expertise in specific functional areas	Mrs. Riya Sharma possesses expertise in Corporate Law, Legal & Secretarial Compliances, Corporate Governance, and Corporate Restructuring matters. She also has significant exposure to the Information Technology sector, including software compliance and technology-driven business operations.

9	Terms and conditions of appointment/re-appointment	Mrs. Riya Sharma has been re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years commencing from June 28, 2026 upto June 27, 2031
10	Details of remuneration last drawn	The total amount paid as sitting fee and commission during FY 2025-26 is Rs. 40,000
11	Details of remuneration sought to be paid	She will be eligible for payment of sitting fees and commission, as payable to other non-executive Directors of the Company as per the Remuneration Policy of the Company
12	Shareholding in the Company as on the date of the Notice	Nil
13	Directorships in listed Companies and other directorships	Listed: <ul style="list-style-type: none"> • Innovana Thinklabs Limited Others: <ul style="list-style-type: none"> • Innovana Fitness Labs Limited • Innovana Astro Services Limited
14	Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
15	Membership/Chairmanship of Committees of other Boards	Nil
16	Number of Board meetings attended	She attended all 10 Board Meetings held during the FY 2025-26
17	Inter-se relationship with other Directors and Key Managerial Personnel of the Company	She is not related to any of the Directors or Key Managerial Personnel of the Company.