

Innovatus Entertainment Networks Limited

REGD OFFICE:

Office No. 105, Richa Industrial Estate Premises Co-Operative Society Limited, Plot No. 8/29, Off. New Link Road, Oshiwara, Andheri West, Mumbai-400053
☎ 7249654338; ✉ innovatusentertainmentnetwork@gmail.com;

July 04, 2024

BSE Limited

P J Towers,
Dalal Street, Fort,
Mumbai - 400 001.

Scrip Code: 543951

Subject: Notice of Extra-Ordinary General Meeting schedule to be held on Friday, 26th July, 2024

Dear Sir/Madam,

We are pleased to inform you that Extra Ordinary General Meeting (EOGM) of the **Innovatus Entertainment Networks Limited** is scheduled to be held on **Friday, 26th July, 2024 at 3:00 P.M.** at its registered office at **Office No. 105, Richa Industrial Estate Premises Co-Operative Society Limited, Plot No. 8/29, Off. New Link Road, Oshiwara, Andheri West, Mumbai-400053.**

The Notice for the EGM is enclosed herewith.

Please take the same on your record and acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

For Innovatus Entertainment Networks Limited

Sanjay Dattaram Khanvilkar
Managing Director
DIN: 09746349



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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF INNOVATUS ENTERTAINMENT NETWORKS LIMITED WILL BE HELD ON FRIDAY, 26TH JULY, 2024 AT 3:00 P.M. AT REGISTERED OFFICE OF THE COMPANY AT OFFICE NO. 105, RICHA INDUSTRIAL ESTATE PREMISES CO-OPERATIVE SOCIETY LIMITED, PLOT NO. 8/29, OFF. NEW LINK ROAD, OSHIWARA, ANDHERI WEST, MUMBAI-400053.

SPECIAL BUSINESS:

ITEM NO. 01

TO INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and, if though fit, to pass with or without modification(s) the following resolutions as Ordinary Resolution:

“RESOLVED THAT Pursuant to the provisions of Section 61, Section 64, Section 13 and Rules made there under and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) read with the enabling provisions of the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from the existing ₹ 4,00,00,000/- (Rupees Four Crores Only) divided into 40,00,000 (Forty Lakhs Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each by the addition there to a sum of ₹ 21,00,00,000/- (Rupees Twenty One Crores Only) divided into 2,10,00,000 (Two Crore Ten Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each ranking pari-passu in all respects with the existing shares of the Company.

RESOLVED FURTHER THAT Pursuant to the provisions of Section 61, Section 64, Section 13 and Rules made there under and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re- enactment thereof, for the time being in force) read with the enabling provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to modify the Clause V of Memorandum of Association with the following Clause V

V. The Authorized Shares Capital of the Company is ₹ 25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs Only) Equity Shares of ₹ 10/- (Rupees Ten Only)

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 02

TO APPROVE ISSUE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH (SHARE SWAP):

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To consider and if thought fit to pass, with or without modifications, if any, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”); and in accordance with the provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (“SEBI ICDR Regulations”); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015 (“SEBI LODR Regulations”), (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), stock exchange and/or any other statutory/ regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot 2,02,48,176 equity shares of the Company of face value of Re. 10/-each (“Equity Shares”), in dematerialized form, on Preferential allotment basis, to the shareholders at a price of Rs. 45/- (including premium of Rs. 35/-) as determined in accordance with Regulation 164 read with 166A of SEBI ICDR Regulations, to the following persons, for consideration other than cash (share swap), being discharge of total purchase consideration of Rs. 91,11,67,920/- (Rupees Ninety One Crores Eleven Lakhs Sixty Seven Thousand and Nine Hundred Twenty Only) ("Purchase Consideration") for the acquisition of 2,33,63,280 equity shares ("Sale Shares") of Avenz Media & Technologies Limited (“AMTL”) from the Proposed Allottees at a price of Rs. 39/- (Rupees Thirty Nine Only) per equity share of AMTL, on such terms and conditions as agreed and set forth in the agreements, deeds and other documents:

S. No.	Name of the proposed Allottees	Nature of persons who are the ultimate beneficial owner	Equity Shares proposed to be allotted	Category	Allottee is QIB/ME/FI/Trust/Banks
1	Aarnah Capital Advisors Private Limited	Pandit Point Limited (i) Archana Mathur (ii) Zylo Enterprises Private Limited: (a) Nitin Minocha (b) Ritu Minocha	2,88,418	Non Promoter	Not applicable
2	MNDM Business Point Private	(i) Rishabh Shashikant Nirbhavne (ii) Ram Ashish Nandlal Gupta	24,49,200	Non Promoter	Not applicable



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3	Rich Pockets Online Services Limited	(i) Sejal Shah (ii) Hashmukh Shah Zylo Enterprises Private Limited (a) Nitin Minocha (b) Ritu Minocha	6,93,329	Promoter	Not applicable
4	COPO Holdings Private Limited	(i) Yogesh Kale (ii) Sanjay Ravi Saha (iii) Binarycode IT and Consulting Private Limited: (a) Karan Prakash Gaikwad (b) Bhiwa Waghoji Tambe (v) Dev Ganpat Pawar (vi) Avinash Maruti Surovase (vii) Sagar Rajkumar Rajbhar (viii) Synematic Media and Consulting Private Limited: (a) Anand V. Mode (b) Pramod R. Sharma	19,62,701	Non Promoter	Not applicable
5	Zylo Enterprises Private Limited	(i) Nitin Minocha (ii) Ritu Minocha	24,64,111	Non Promoter	Not applicable
6	Espeon Consulting Private Limited	Viraunique Realtors Limited (i) Rajendra Dattaram Korde (ii) Zylo Enterprises Private Limited: (a) Nitin Minocha (b) Ritu Minocha	24,14,958	Non Promoter	Not applicable
7	Evokenexa Advertising Private Limited	(i) Suraj Satyadev Singh (ii) Braj Pal Singh	18,39,058	Non Promoter	Not applicable
8	Creatoroi Financial Consultancy Limited	(i) Vivek Kanik Gajbhay (ii) Nishigandha Shashikant Keluskar (iii) Zylo Enterprises Private Limited: (a) Nitin Minocha (b) Ritu Minocha	16,87,400	Non Promoter	Not applicable
9	Gir Natureview Resorts Limited	(i) Ankit A shah (ii) Vaibhav C Vora (iii) Jimit shah (iv) Harshil shah	4,33,329	Non Promoter	Not applicable



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10	Thirdspace International Private Limited	(i) Mohammed Kasim Zareef Qureshi (ii) Vikram Arjun Zambare	15,74,430	Non Promoter	Not applicable
11	Dev Ganpat Pawar	Individual	18,40,540	Non Promoter	Not applicable
12	Rishabh Nirvbhavne	Individual	15,26,902	Non Promoter	Not applicable
13	Synematic Media And Consulting Private Limited	(i) Anand V. Mode (ii) Pramod R. Sharma	10,73,800	Non Promoter	Not applicable

“RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 28th June, 2024, being the working day immediately preceding the date 30 (thirty) days prior to the date of General Meeting to approve this offer.”

“RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall inter-alia be subject to the following:

- (a) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);
- (b) The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the share purchase agreement executed amongst the Company, AMTL and Proposed Allottees, subject to approval by the board of directors of the Company;
- (c) No partly paid-up Equity Shares shall be issued and allotted;
- (d) Allotment of the Equity Shares shall only be made in dematerialised form;
- (e) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE Limited subject to the receipt of necessary regulatory permissions and approvals;
- (f) The Equity Shares shall be allotted to the Proposed Allottees subject to the receipt of Sale Shares from the Proposed Allottees i.e. for consideration other than cash; and
- (g) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.



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“RESOLVED FURTHER THAT the equity shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

“RESOLVED FURTHER THAT the Company hereby takes note of the certificate from Mr. Brajesh Gupta, Practicing Company Secretary certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.

“RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Mr. Sanjay Dattaram Khanvilkar, Managing Director and /or Mr. Harshal Vilas Wagh, Director of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

ITEM NO. 03

Regularisation of Additional Director, Mr. Kishor Anil Kokate (DIN: 10478019) by appointing him as Non-Executive Director of the Company

To consider and if thought fit to pass, with or without modifications, if any, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to provision of Section 150,152 and 160 read with Schedule IV to the Companies Act,2013 , and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015, Mr. Kishor Anil Kokate (DIN: 10478019) who was appointed as an Additional Director of the Company w.e.f April 01, 2024 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and hereby appointed as an Non Executive Director of the Company to hold office for five (5) consecutive years for the

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maximum period upto March 30, 2029.

By Order of the Board of Directors

Sd/-

Sanjay Dattaram Khanvilkar

Managing Director

DIN: 09591841

Place: Mumbai

Date: 29/06/2024

Registered Office:

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Plot No. 8/29, Off. New Link Road,

Oshiwara, Andheri West, Mumbai-400053

CIN: U74120MH2012PLC235621

Website: www.innovatus.info

Email: cs@innovatus.info

NOTES:

- 1) An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed.
- 2) A Member Entitled to Attend and Vote at the EOGM is Entitled to appoint a proxy to attend and vote in the Meeting instead of himself /herself, and the Proxy Need not be a member of the Company. A person can act as a proxy on behalf of not exceeding fifty (50) members in aggregate not more than ten (10) percent of the total share capital of the Company.
- 3) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
- 4) The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the EOGM is enclosed.
- 5) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- 6) Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- 7) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the EOGM.
- 8) The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the EOGM.

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9) Members are requested to notify any correction /change in their name / address including Pin Code number immediately to the Companies Register/ Depository Participant. In the event of non - availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.

10) Members are requested to kindly mention their Folio Number/ Client ID Number (in case of Demat shares) in all their correspondence with the Companies Registrar to enable prompt reply to their queries.

11) With a view to using natural resources responsibly, we request shareholders to update their mail address, with their Depository Participants to enable the Company to send communications electronically. The Notice is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s).

12) As per Section 108 of the Companies Act, 2013, Rule 20(2) of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 the Company has not provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Depository due to non-applicability. Voting through ballot paper will only be made available at the EOGM.

13) **Mr. Brajesh Gupta, Practicing Company Secretary** (Membership No. 33070; COP: 21306) has been appointed as the scrutinizer to act as scrutinizer for the purpose of Extra Ordinary General Meeting (Ballot Voting in EOGM).

14) The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s).

15) All documents referred to in the Notice will be available for inspection at the Company's registered office during 11:00 am to 1:00 pm normal business working days up to the date of the EOGM.

16) The shareholder needs to furnish the printed 'attendance slip' and shall show a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the EOGM venue.

17) As per provisions of the Companies Act, 2013, facility for making nominations is available to individuals holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be down loaded from the website of the Ministry of Company affairs.

18) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 19th July, 2024.

19) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice through Electronic means and holding shares as of the cut-off date i.e., 19th July 2024, may sending a request at cs@innovatus.info

20) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting at the EOGM through ballot paper.

21) **Mr. Brajesh Gupta, Practicing Company Secretary** (Membership No. 33070; COP: 21306) has been appointed as the Scrutinizer for the Extra Ordinary General Meeting to scrutinize the ballot voting and process in a fair and transparent manner.

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22) The Chairman shall, at the EOGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EOGM.

23) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall give not later than 2 working days of the conclusion of the EOGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

24) The Results of EOGM voting will be declared along with the report of the Scrutinizer on or before 29th July, 2024 and shall be placed on the website of the Company www.innovatus.info after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

**ANNEXURE TO NOTICE
EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

Item No: 1**TO INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY**

The present Authorised Share Capital of the Company is Rs. 4,00,00,000/- (Rupees Four Crore) comprising of 40,00,000 (Forty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each. In order to augment the further capital and Business Plan with infusion of additional equity, it is necessary to increase the authorised capital of the company.

In this regard, the Board of directors in its meeting, has accorded their approval for increasing the Authorised Share Capital from Rs. 4,00,00,000/- (Rupees Four Crores Only) divided into 40,00,000 (Forty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity shares of Rs. 10/- (Rupees Ten Only) each by addition of 2,10,00,000 (Two Crore Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company, subject to shareholders approval. Pursuant to the provisions of Section 13 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association of the Company. Accordingly, the Board recommends the resolutions set out at Item No. 1 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association and Articles of Association of the Company.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in the Item No. 1.



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Item No: 2

TO APPROVE ISSUE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH (SHARE SWAP BASIS)

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders passed through Voting is required for Issue of Equity Shares on preferential basis and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V - Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under:

- **Objects of this issue:**
To acquire 2,33,63,280 equity shares of Aventez Media & Technologies Limited ("AMTL") equivalent to 85.68% of paid-up share capital of AMTL.
- **Intent of Promoters Directors / Key Management Persons to subscribe to the preferential issue:**
Rich Pockets Online Services Limited, promoter of the Company intends to subscribe in the proposed issue of Equity Shares, as the said promoters are the shareholders of Aventez Media & Technologies Limited ("AMTL").
- **Maximum number of specified securities to be issued:**
The Company intends to issue a maximum of 2,02,48,176 equity shares of face value Re. 10/- per share at a price of Rs.45/- (including premium of Rs. 35/- per share) as determined under Regulation 164 read with Regulation 166A of SEBI (ICDR) Regulations, 2018.
- **The shareholding pattern before and after completion of the proposed preferential issue would be as under:**

S.No	Category	Pre-issue*		Post-Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' holding:				
	Individual	5,14,560	13.00	5,14,560	2.10
	Body-Corporate	18,94,636	47.87	25,87,969	10.69
	Sub total (A)	24,09,196	60.87	31,02,529	12.79
B	Non Promoters' holding:				
	Individual	13,47,804	34.05	47,15,246	19.48
	Body-Corporate	6,000	0.15	1,61,93,405	66.90
	Others (including HUF, NRI)	1,95,000	4.93	1,95,000	0.81
	Sub Total (B)	15,48,804	39.13	2,11,03,651	87.19
	GRAND TOTAL (A+B)	39,58,000	100.00	2,42,06,180	100.00



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• **Proposed time within which the preferential issue shall be completed:**

The Company shall complete the allotment of the Equity Shares within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution; or (ii) receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees).

• **The Identity of the proposed Allottee and the percentage of post preferential issue capital That may be held by them:**

Sr. No.	Name of the proposed allottee	The name of natural persons who are ultimate beneficial owner	Pre-Issue			Number of Equity Shares proposed to be allotted	Post-Issue (Refer Note 1below)		
			Category (Promoter /Non-Promoter)	No. of Shares	Percentage holding (%)		Category (Promoter /Non-Promoter)	No. of Shares	Percentage holding (%)
1	Aarnah Capital Advisors Private Limited	Pandit Point Limited (i) Archana Mathur (ii) Zylo Enterprises Private Limited: (a) Nitin Minocha (b) Ritu Minocha	Non-Promoter	-	-	2,88,418	Non-Promoter	2,88,418	1.19%
2	MNDM Business Point Private Limited	(i) Rishabh Shashikant Nirbhavne (ii) Ram Ashish Nandlal Gupta	Non-Promoter	0	0.00	24,49,200	Non-Promoter	24,49,200	10.12%
3	Rich Pockets Online Services Limited	(i) Sejal Shah (ii) Hashmukh Shah (iii) Zylo Enterprises Private Limited: (a) Nitin Minocha (b) Ritu Minocha	Promoter	2,88,636	7.29	6,93,329	Promoter	6,93,329	2.86%
4	Copo Holding Private Limited	(i) Yogesh Kale (ii). Sanjay Ravi Saha (iii) Binarycode IT and Consulting Private Limited: (a) Karan Prakash Gaikwad (b) Bhiwa Waghoji Tambe (iv) Dev Ganpat Pawar (v) Avinash Maruti Surovase (vi) Sagar Rajkumar Rajbhar (vii) Synematic Media and Consulting Private Limited:	Non-Promoter	0	0	19,62,701	Non-Promoter	19,62,701	8.11%



Innovatus Entertainment Networks Limited

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		(a) Anand V. Mode (b) Pramod R. Sharma							
5	Zylo Enterprises Private Limited	Zylo Enterprises Private Limited: (a) Nitin Minocha (b) Ritu Minocha	Non-Promoter	0	0.00	24,64,111	Non-Promoter	24,64,111	10.18%
6	Espeon Consulting Private Limited	Viraunique Realtors Limited (i) Rajendra Dattaram Korde (ii) Zylo Enterprises Private Limited: (a) Nitin Minocha (b) Ritu Minocha	Non-Promoter	0	0.00	24,14,958	Non-Promoter	24,14,958	9.98%
7	Evokenexa Advertising Private Limited	(i) Suraj Satyadev Singh (ii) Braj Pal Singh	Non - Promoter	-	-	18,39,058	Non - Promoter	18,39,058	7.60%
8	Createroi Financial Consultancy Limited	(i) Vivek Kanik Gajbhay (ii) Nishigandha Shashikant Keluskar (iii) Zylo Enterprises Private Limited (a) Nitin Minocha (b) Ritu Minocha	Non - Promoter	-	-	16,87,400	Non-Promoter	16,87,400	6.97%
9	Gir Natureview Resorts Limited	(i) Ankit A shah (ii) Vaibhav C Vora (iii) Jimit shah (iv) Harshil shah				4,33,329	Non-Promoter	4,33,333	1.79%
10	Thirdspace International Private Limited	(i) Mohammed Kasim Zareef Qureshi (ii) Vikram Arjun Zambare	Non-Promoter	0	0.00	15,74,430	Non-Promoter	15,74,444	6.50%
11	Dev Ganpat Pawar	Individual	Non-Promoter	0	0.00	18,40,540	Non-Promoter	18,40,543	7.60%
12	Rishabh Nirvbhavne	Individual	Non-Promoter	0	0.00	15,26,902	Non-Promoter	15,26,909	6.31%
13	Synematic Media and Consulting Private Limited	(i) Anand V. Mode (ii) Pramod R. Sharma	Non-Promoter	0	0.00	10,73,800	Non-Promoter	10,73,800	4.44%

• **Lock in period:**

The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the Definitive Agreement (if any) subject to approval by the board of directors of the Company.

• **Change in the control, if any:**

There will neither be any change in the composition of the Board nor any change in the control of

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the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted on preferential allotment.

- **Price of the issue: -**

The offer price of equity shares of face value Re.10/- (Rupees Ten only) per equity share is Rs. 45/- (Rupees Forty Five Only) per share (including premium of Rs. 35/- per share) as determined under Regulation 164 read with Regulation 166A of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018. The Pricing Certificate so obtained from the IBBI Registered Valuer is available at the registered office of the Company for your review and is placed on the website of the Company at www.innovatus.info.

- **Relevant Date:**

The Relevant Date on the basis of which the price of the proposed issue of equity shares on preferential basis is determined is 28th June, 2024.

- **Compliance Certificate from Practicing Company Secretary:**

A copy of the Compliance Certificate as issued by the Practicing Company Secretary, Mr. Brajesh Gupta (ACS: 33070, CP 21306) of M/s. Brajesh Gupta & Associates, Practicing Company Secretaries certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of voting results. Further, a copy of the Compliance Certificate is also available in the "Investors" tab on the website of the Company at the following link: <https://innovatus.info/>

- **Undertakings**

a. The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.

b. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares issued shall continue to be locked-in till the time such amount is paid by the allottees.

c. The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

- **Willful Defaulter or Fraudulent Borrower**

Neither the issuer nor any of or its promoters or directors are willful defaulters or fraudulent borrowers.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Promoters, Directors, Key Managerial personnel of the Company are in any way, directly or indirectly concerned or interested in the resolution, other than Rich Pockets Online Services Limited, promoter /Promoter group of the Company.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at the Registered Office of the Company on all working days, during business hours up to date of EOGM.

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

Item No: 3**Regularisation of Additional Director, Mr. Kishor Anil Kokate (DIN: 10478019) by appointing him as Non-Executive Director of the Company**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the Act) and the Articles of Association of the Company, Mr. Kishor Anil Kokate (DIN: 10478019) as an Additional Director of the Company with effect from April 01, 2024. In terms of the provisions of Section 161(1) of the Act, Mr. Kishor Anil Kokate would hold office upto the date of the ensuing General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Kishor Anil Kokate for the office of Director of the Company.

Mr. Kishor Anil Kokate is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Nomination and Remuneration Committee has recommended the appointment of Mr. Kishor Anil Kokate as Non-Executive Director.

The Company has received a declaration from Mr. Kishor Anil Kokate stating that he meets with the criteria of independence as prescribed under Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). Mr. Kishor Anil Kokate possesses appropriate skills, experience and knowledge, inter alia, business administration.

By Order of the Board of Directors

Sd/-

Sanjay Dattaram Khanvilkar

Managing Director

DIN: 09591841

Place: Mumbai

Date: 29/06/2024

Registered Office:

Office No. 105, Richa Industrial Estate Premises Co-Operative Society Limited,

Plot No. 8/29, Off. New Link Road,

Oshiwara, Andheri West, Mumbai-400053

CIN: U74120MH2012PLC235621

Website: www.innovatus.info

Email: cs@innovatus.info

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**Form No. MGT-11,
 Proxy Form**

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

Name of the Member(s)		
Registered Address		
E-mail Id:	Folio No /Client ID:	DP ID:

Name:	E-mail Id:
Address:	
Signature, or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on AT 513 Stanford Building Link Road, Andheri West Mumbai MH 400053 IN, on Friday, 26th July, 2024 at 3:00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(S)	I/we assenttothe Resolution (FOR)	I/we dissent tothe Resolution (AGAINS T)
1.	To increase in authorised share capital of the company		
2.	To Approve Issue of Equity Shares Of The Company On Preferential Basis For Consideration Other Than Cash (Share Swap)		
3	Regularisation of Additional Director, Mr. Kishor Anil Kokate (DIN: 10478019) by appointing him as Non-Executive Director of the Company		

***Applicable for investors holding shares in electronic form.**

Signed this ___ day of ___ 2024

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder Across Revenue Stamp

Affix Revenue
 Stamps

Note:

- 1)This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2)The proxy need not be a member of the company.

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ATTENDANCE SLIP

(Full name of the members attending) _____

(In block capitals)

Ledger Folio No./Client ID No. No. _____ of shares held:

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Extra Ordinary General Meeting of the Innovatus Entertainment Networks Limited at Office No. 105, Richa Industrial Estate Premises Co-Operative Society Limited, Plot No. 8/29, Off. New Link Road, Oshiwara, Andheri West, Mumbai-400053 on Friday, 26th July, 2024 at 3:00 P.M.

(Member's /Proxy's Signature)

Note:

- 1)Members are requested to bring their copies of the Notice to the meeting, since further copies will not be available.
- 2)In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 3)The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



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POLLING PAPER (FORM MGT-12)

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Innovatus Entertainment Networks Limited		
Registered Office: Office No. 105. Richa Industrial Estate Premises Co-Operative Society Limited, Plot No. 8/29. Off. New Link Road, Oshiwara, Andheri West, Mumbai-400053		
CIN: U74120MH2012PLC235621		
BALLOT PAPER		
S. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares
5.	Number of Shares Held	

I hereby exercise my vote in respect of Ordinary/Special Resolutions numerated below by recording my assent or dissent to the said resolutions in the following manner:

S. No.	Item No.	Type of Resolution	No. of Shares held by me	I assent to the Resolution	I dissent from resolution
1.	To increase in authorised share capital of the company	Ordinary			
2.	To Approve Issue Of Equity Shares Of The Company On Preferential Basis For Consideration Other Than Cash (Share Swap)	Special			
3.	Regularisation of Additional Director, Mr. Kishor Anil Kokate (DIN: 10478019) by appointing him as Non-Executive Director of the Company	Ordinary			

Place: Mumbai

Date:

(Signature of the shareholder)

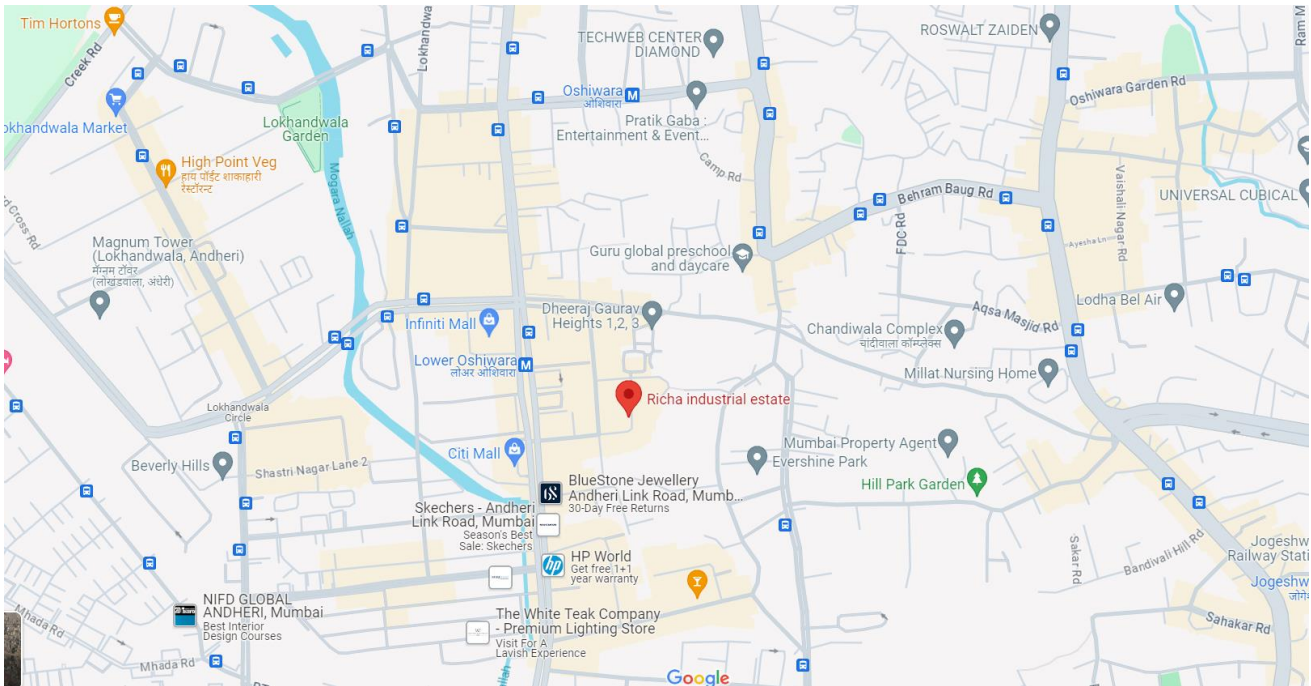
(*as per Company records)



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ROUTE MAP FOR EOGM MEETING



Registered Office:
Office No. 105, Richa Industrial Estate Premises Co-Operative Society Limited,
Plot No. 8/29, Off. New Link Road,
Oshiwara, Andheri West, Mumbai-400053
CIN: U74120MH2012PLC235621
Website: www.innovatus.info
Email: cs@innovatus.info

Landmark: Infiniti Mall