



Date: 04.03.2022

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

**Scrip Code: 541983**

**Subject: Notice of Extraordinary General Meeting of the Company to be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM) on Monday, March 28, 2022, at 11:00 a.m.**

Dear Sir(s)/Ma'am,

This is to inform you that the Extraordinary General Meeting of the Company is scheduled to be held on **Monday, March 28, 2022, at 11:00 a.m.** through Video Conferencing / Other Audio Visual Means in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Notice of the Extraordinary General Meeting of the Company, which is also being sent through electronic mode to the members.

Kindly take the same on your records.

**For, Innovative Ideals and Services (India) Limited**



**Bhagyashree Goyal**  
**Company Secretary & Compliance Officer**

**INNOVATIVE IDEALS & SERVICES (INDIA) LTD.**

**Complete Security Solutions**

**CIN L64201MH2000PLC129901**

E-202, Skypark, Nr. Oshiwara Garden, Off Ajit Glass Road, Oshiwara, Goregoan (W), Mumbai-400104

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## **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

**Notice** is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the members of Innovative Ideals and Services (India) Limited will be held on Monday, 28<sup>th</sup> March, 2022 at 11.00 AM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses:

### **SPECIAL BUSINESS:**

#### **Item 1.**

#### **Increase in authorised share capital and consequential amendment to the capital clause in the Memorandum of Association of the Company.**

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

**“RESOLVED THAT**, pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed there under, (including any statutory amendment(s) or modification(s) thereto or substitution (s) or re-enactment(s) made thereof for the time being in force) and in accordance with the applicable provisions of the Articles of Association of the Company, consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 13,50,00,000 (Rupees Thirteen Crore Fifteen Lakh) divided into 1,35,00,000 (One Crore Thirty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 25,00,00,000 (Rupees Twenty Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum of Association of the Company;

**RESOLVED FURTHER THAT**, the Capital Clause (Clause V) of the Memorandum of Association of the Company accordingly be and is hereby substituted with the following Clause V:

*V. The Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.*

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board including any Committee of the Board or person authorised by the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in this regards including but not limited to filing of any documents with the Securities and Exchange Board of India, Stock Exchange where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or any concerned authorities, applying and seeking necessary

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approvals from the Stock Exchange and to settle any question, difficulty or doubt that may arise in regard thereto.”

## **Item 2.**

### **Alteration of Articles of Association of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 5, 14 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), and such other approvals, as may be required from the relevant Governmental Authorities, the consent of the Company be and is hereby accorded to alter the Articles of Association of the Company as given below:

- 4A (i) The Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to:
- a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
  - b) employees under any scheme of employees’ stock option, subject to approval by the shareholders of the company by way of a special resolution; or
  - c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above, subject to approval by the shareholders of the company by way of a special resolution.
- (ii) Further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.
- 4B Subject to the provisions of the Act and other applicable provisions of law, the Company may with the approval of the shareholders by a Special Resolution in General Meeting issue Sweat Equity Shares in accordance with such rules and guidelines issued by the Securities and Exchange Board of India and/or other competent authorities for the time being and further subject to such conditions as may be prescribed in that behalf.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment.”

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**Item 3.**

**Alteration of the Object Clause of Memorandum of Association of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of section 4, 13 and all other applicable provisions of the Companies Act, 2013 ('the Act') and Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to all necessary approvals, consents, permissions and/ or sanctions as may be necessary and subject to such amendments, modifications, terms and conditions as may be suggested or required by such appropriate authority(ies), the approval of the members of the Company be and is hereby accorded for alteration / modification, addition in the of the Memorandum of Association of the Company as follows:

Following additional sub-clause 26, 27, 28, 29 be inserted in clause III (B) of Memorandum of Association after existing sub-clause 25.

**(B). THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS: -**

26. To promote, establish, acquire, run or carry on the business of buying and selling of healthcare products, Consumer goods and other related products.
27. To carry on or deal in the business of advertising products and promotional products like Posters, Hoarding Banner etc.
28. To carry on the business of execution and supply of Solar Products and all other related products in terms of Commercial and Residential use.
29. To carry on the business of Architecture related work.

**RESOLVED FURTHER THAT** for the purpose of giving effect to these resolutions, and to settle any queries, difficulties or doubt that may arise in this regard, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and to execute and file all such applications, forms, affidavits, undertakings, documents, deeds and writings as they may in their absolute discretion deem fit, necessary, desirable or expedient, including but not limited to accept any modification or alteration suggested by the competent authorities.

**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby authorised to delegate all or any of the powers conferred on it by or under these resolutions to any Committee of Directors or to the Managing Director or any other Officer(s) of the Company as it may consider appropriate in order to give effect to these resolutions."

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#### **Item 4.**

#### **To raise Funds by way of Issue and Allotment of Securities on Right Issue basis:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Companies Act”) read with the rules made thereunder, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “ICDR Regulations”) and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) and any other guidelines and clarifications issued by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed (the “Stock Exchanges”) and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, 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(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent of the Company be and is hereby accorded to the Board to create, offer and issue and allot in one or more tranches, by way of a Rights Issue Equity Shares of face value Rs. 10/- each (the “Equity Shares”) or any other securities, to any person, including but not limited to, to the Equity Shareholders existing as on a record date (as may be fixed by the Board of Directors of the Company), including resident/foreign shareholders (whether institutions, incorporated bodies, mutual funds and individuals), such as foreign institutional investors, Indian or multilateral financial institutions, mutual funds, non-resident Indians, (collectively, the “Investors”) at such time or times, at such price or prices, at a discount or premium to the market price or prices in such manner and in one or more tranches and on such terms and conditions considering the prevailing market conditions and such other considerations that the Board may, in its absolute discretion, decide, such that the aggregate value (including premium, if any) of the Equity Shares issued pursuant to such offering does not exceed Rs. 25.00 Crores (Rupees Twenty-Five Crores only).

**RESOLVED FURTHER THAT** the Equity Shares to be allotted as per the aforesaid offer will rank pari-passu with the existing equity shares of the Company. The Rights Issue shall include a right exercisable by the persons to renounce the Equity shares now being offered in favour of any other person(s) provided such renunciation is made as per the terms mentioned in the letter of offer. The applicant may apply for more number of equity shares against the Equity Shares entitled for as per the offer and the Equity Shares will be allotted on proportionate basis.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution including any offer, issue or allotment of Equity Shares, as described above, the Board

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be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Equity Shares including the number of Equity Shares that may be offered timing for issuance of such Equity Shares, issue price, face value, premium amount if any, in accordance with provisions of the Companies Act, and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or placement document and/or offering circular and/or offer document and/or documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company, to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company (“Members”) or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

By Order of the Board  
For **Innovative Ideals and Services (India)  
Limited**

Place: Mumbai  
Date: February 12, 2022

Maqsood Dabir Shaikh  
DIN No. 00834754  
Chairman & Managing Director

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**NOTES:**

1. In view of resurgence of the COVID-19 pandemic social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs (“MCA”) allowed conducting Extra-Ordinary General Meeting (“EGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) and dispensed with the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs vide its Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated 31.12.2020, Circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 08, 2021 and the relevant Securities and Exchange Board of India (“SEBI”) Circulars (hereinafter collectively referred to as the “Circulars”) prescribed the procedures and manner of conducting the EGM through VC/OAVM. In terms of the said Circulars, the EGM of the members of the Company be held through VC/OAVM. Hence, members can attend and participate in the EGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 16.
2. The helpline number regarding any query / assistance for participation in the EGM through VC/OAVM is 022- 23058542-43.
3. Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 (“Act”) and/or Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) is annexed hereto.
4. Pursuant to the Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In line with the aforesaid Circulars, the Notice of EGM is sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice has been uploaded on the website of the Company at [www.innovative.in](http://www.innovative.in). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com)
7. The Members can join the EGM 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 EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or

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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 EGM without restriction on account of first come first served basis.

8. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
9. In terms of Section 72 of the Act, nomination facility is available to individual Members holding shares in the physical mode. The Members who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
10. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, March 22, 2022 to Monday, March 28, 2022 (both days inclusive). The Record date/Cut-off date to determine the eligibility of members for the purpose of voting at the Extra-Ordinary General Meeting is Monday, March 21, 2022.
11. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Monday, March 21, 2022, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.
12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
- 13. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**
  - (i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by members using remote e-voting as well as e-voting during EGM will be provided by CDSL.

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- (ii) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, March 21, 2022, shall be entitled to avail the facility of remote e-voting as well as e-voting during EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- (iii) The remote e-voting will commence on Friday, March 25, 2022 at 9 a.m. and ends on Sunday, March 27, 2022 at 5:00 pm. 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 Monday, March 21, 2022 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- (iv) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- (v) The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Monday, March 21, 2022.
- (vi) The Company has appointed CS Vishal Thawani, Practicing Company Secretary (Membership No. ACS: 43938; CP No: 17377), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner.

#### **14. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED:**

- a) For members holding shares in Physical mode please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), Aadhar (self attested scanned copy) by email to [innovative@innovative.in](mailto:innovative@innovative.in).
- b) For members holding shares in Demat mode- Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy), AADHAR (self attested scanned copy) to [innovative@innovative.in](mailto:innovative@innovative.in).

#### **15. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The e-voting period begins on Friday, 25 March, 2022 at 9 a.m. and ends on Sunday, March 27, 2022 at 5:00 pm. 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 Monday, March 21, 2022 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.

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- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the</li> </ol>

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	<p>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL / KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS” “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a 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.</p>

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	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 or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 or joining virtual meeting & voting during the meeting.

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

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID

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- 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](http://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:

<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• 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 as mentioned in instruction (v).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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- (ix) Click on the EVSN of the Company – Innovative Ideals and Services (India) Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting.**
  - Non-Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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 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 or to the Company at the email address viz; [innovative@innovative.in](mailto:innovative@innovative.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at

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www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> 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 022-23058542/43.

**16. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING THE MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting during EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not cast their vote through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting during EGM.
4. If any Votes are cast by the members through the e-voting available during the EGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
5. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
6. Shareholders are encouraged to join the Meeting through Laptops for better experience.
7. Further shareholders will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
8. 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.
9. Shareholders who would like to ask questions during the meeting may register themselves as a speaker by sending their request in advance at least (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [innovative@innovative.in](mailto:innovative@innovative.in) and register themselves as a speaker.

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10. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
11. Since the EGM will be held pursuant to aforesaid Circulars, through VC/OAVM without the physical presence of members, the Proxy Form, Attendance Slip and the route map of the venue are not annexed to this Notice.
17. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.innovative.in](http://www.innovative.in) and on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com) within three days of the passing of the Resolutions at the Extra-Ordinary General Meeting of the Company and shall also be communicated to the BSE Limited.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

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](mailto:helpdesk.evoting@cdslindia.com) or call on 022- 23058542/43.

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**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS:**

(Pursuant to Section 102 of the Companies Act, 2013)

**Item No. 1:**

**Increase in authorised share capital and consequential amendment to the capital clause in the Memorandum of Association of the Company:**

The present Authorised Share Capital of the Company is Rs. 13,50,00,000 (Rupees Thirteen Crore Fifty Lakhs Only) comprising of 1,35,00,000 (One crore Thirty-Five Lakhs) Equity Shares of Rs.10/- each. Considering the increased fund requirements of the Company, the Board of Directors at its Meeting held on 12th February, 2022, had accorded its approval for increasing the Authorised Share Capital from Rs. 13,50,00,000 (Rupees Thirteen Crore Fifty Lakhs Only) to Rs. 25,00,00,000 (Rupees Twenty-Five Crore) by creation of additional 1,15,00,000 (One Crore Fifteen Lakhs) Equity Shares of Rs. 10/- each subject to the approval of members.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 13,50,00,000 (Rupees Thirteen Crore Fifty Lakhs Only) to Rs. 25,00,00,000 (Rupees Twenty Five Crore) by creation of additional 1,15,00,000 (One Crore Fifteen Lakhs) Equity Shares of Rs. 10/- each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection during the office hours on all the days except Saturday and Sunday till the date of meeting.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

**Item No. 2:**

**Alteration of Articles of Association of the Company:**

Existing Articles of Association of the Company provides partial power to issue further Shares by way of Rights, Employees' Stock Option, Sweat Equity Shares etc. In order to have more clarity and to empower Company to issue Shares by way of Rights, Employees' Stock Option, Sweat Equity Shares etc., the resolution has been proposed for the consideration and approval of members of the Company.

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The draft of the Articles of Association of the Company duly amended for inspection during the office hours on all the days except Saturday and Sunday till the date of meeting.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the said resolution.

The Board recommends the Resolutions set forth in Item No. 2 for the approval of the members.

### **Item No. 3**

#### **Alteration of the Object Clause of Memorandum of Association of the Company:**

The Board of directors has decided to enlarge the business activity of the company. Therefore, the board of directors in their meeting held on February 12, 2022 has decided to add few more objects to the existing objects. The necessary approval of the members is required in this regard. The board recommends the passing of the aforesaid resolution as special resolution.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection during the office hours on all the days except Saturday and Sunday till the date of meeting.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the said resolution.

In view of the above, the Board recommends the resolution at Item No. 3 of this Notice for approval of the shareholders as a Special Resolution.

### **Item No. 4:**

#### **To raise Funds by way of Issue of Securities/Allotment of Shares on Rights Issue basis:**

Your Board at its meeting held on 12<sup>th</sup> February, 2022, subject to the approval of the shareholders and receipt of such other statutory/regulatory approvals, as may be required, has proposed to raise funds, in order to meet the financial requirements of the Company.

The Board has proposed to issue further equity shares for strengthening the financial position of the Company by making Rights Issue.

Given the Company's future growth plans and in the view of further requirements of funds, the Board of Directors of the Company, ("Board" which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard), considers it necessary to augment the long term resources of the Company by way of issuing securities to eligible shareholders of the company, subject to an aggregate amount not exceeding Rs. 25 Crores and further subject to the prevailing market conditions, receipt of regulatory approvals and other relevant considerations. The Board intends to deploy the net proceeds from the issue of the above mentioned securities for funding any one or more of the following: (i) Funding

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the business requirements (ii) Long Term working capital requirement of the Company (iii) any other purpose as the board may decide and as disclosed in the draft letter of offer and letter of offer which will be filed with BSE for their observations.

As the proposed issue will result in the issue of Securities (Equity Shares) on Right Basis “Right Issue” of the Company to eligible shareholders of the Company, consent of the members is being sought, for passing the Special Resolution as set out in the said item no. 4 of the Notice, pursuant to Sections 62 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

it is further stated that, further equity shares to be offered on Right Basis as “Right Issue” to the existing shareholders of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Company through General Meeting.

The Securities and exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 also provides that the Company shall, in the first instance, offer all Securities for subscription pro-rata to the shareholders unless the shareholders in a general meeting decide otherwise. Accordingly, Shareholders’ approval is sought for issuing this equity shares on right issue basis as the Company may deem appropriate to the eligible shareholders. The equity shares, if any, allotted on issue shall rank in all respects pari-passu with the existing Equity Shares of the Company. The issue will be structured in such a manner that the amount of the same would not exceed Rs. 25 Crores.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the securities, the detailed terms and conditions for the issue; will be decided by the Board in consultation with lead managers, advisors and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors after meeting the specific requirements. The proposal therefore seeks to confer upon the Board the absolute discretion to determine the terms of issue.

As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of shares to be issued. However, the same would be in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the “ICDR Regulations”), the Companies Act, 2013, or any other guidelines/regulations/consents as may be applicable or required.

Therefore, an enabling resolution is being proposed to give Board an adequate flexibility and absolute discretion to determine the terms of issue in consultation with the lead managers and others.

In connection with the proposed Right Issue of Securities, the Company is required, inter alia, to prepare various documentations and execute various agreements. The Company is yet to decide the quantum of Securities to be issued and price of issue of equity shares on Right basis. Hence, the details of the percentage of post offer (Right Issue) capital and shareholding pattern of the company are not provided. Accordingly, it is proposed to authorize the Board to issue such number of Securities, to decide the

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pricing of issue, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

The “Record Date” for this purpose will be the date as determined by the board of directors in accordance with the SEBI ICDR Regulations, 2018 and other applicable laws.

The issue/allotment would be subject to the applicable regulatory approvals, if any.

Disclosure of nature of concern or interest, financial or otherwise u/s 102 of Companies Act, 2013:

The Board believes that such an issue of Securities of the Company is in the interest of the Company and therefore recommend this Resolution at Item No. 4 of the accompanying notice for the approval of the Members of the Company.

None of the Promoter, Director, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution, except to the extent of Equity Shares/Securities that may be subscribed to by them or by companies/firms/institutions in which they are interested as director or member or otherwise.

The following disclosures for the issue of equity shares on private placement are made in accordance with the provisions of Section 42 and The Companies (Prospectus and Allotment of Securities) Rules, 2014.

i)	Date of passing of Board resolution	February 12, 2022
ii)	Kinds of securities offered	Equity Shares of the Company on right basis.
iii)	Equity Shares of the Company	The pricing of the Equity Shares that may be issued to eligible shareholders shall be determined by the board of directors of the Company.
iv)	Name and address of the valuer	Not applicable
v)	Amount to be raised by the Company	Not exceeding Rs. 25 Crores in one or more tranches.
vi)	Proposed time schedule	The allotment pursuant to the special resolution shall be completed within a period of 365 days from the date of passing of the resolution
vii)	The objects of the issue	Net proceeds from the issue of the above mentioned securities for funding any one or more of the following: (i) Funding the business requirements (ii) Long Term working capital requirement of the Company (iii) any other purpose and as the board may decide and as disclosed in

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		the draft letter of offer and letter of offer which will be filed with BSE for their observations.
viii)	Contribution being made by Promoters or Directors of the Company	Not applicable

By Order of the Board  
For **Innovative Ideals and Services (India)  
Limited**

Place:  
Mumbai  
Date: February 12, 2022

Maqsood Dabir Shaikh  
DIN No. 00834754  
Chairman & Managing Director

**INNOVATIVE IDEALS & SERVICES (INDIA) LTD.**

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CIN L64201MH2000PLC129901

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