

27TH
ANNUAL REPORT
2020 – 2021

INNOCORP LIMITED

27TH ANNUAL GENERAL MEETING

Wednesday 29th Day of September, 2021 AT 11:00 AM,
At Plot No. 41, IDA, Mallapur, Hyderabad. Telangana - 500076, India

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COMPANY INFORMATION
BOARD OF DIRECTORS

1. Mr. Venkata Garapati Siva Sundara Prasad	Chairman & Whole Time Director
2. Mrs. Lakshmi VVV Garapati	Managing Director
3. Mr. Venu Garapati	Non- Executive Director
4. Mr. Neralla Seshagiri Rao	Independent Director
5. Mr. Alapati Venkata Narasimha Rao	Independent Director
6. Mr. Naga Mohan Babu Mangalapurapu	Independent Director
7. Mr. Sahu Garapati	CFO

STATUTORY AUDITORS

M/S. Ramasamy Koteswara Rao & Co, LLP
#8-2-293/82/JIII/573/M, 1st Floor,
Road No.82, Jubilee Hills, Hyderabad,
Telangana 500033

REGISTERED OFFICE

Plot No: 41, IDA
Mallapur Hyderabad – 500076, Telangana
CIN-L99999TG1994PLC018364
Email Id - info@innocorpltd.com

INTERNAL AUDITOR

M/s. Padarathi and Associates
Chartered Accountants
Hyderabad

SHARE TRANSFER AGENTS

M/s. XL Softech Systems Ltd.3,
Sagar Society, Road No: 2
Banjara Hills, Hyderabad,
Telangana – 500 034

BANKERS

Andhra Bank
Mallapur, Hyderabad

LISTED AT:

BSE Limited

<u>BOARD COMMITTEE</u>		
AUDIT COMMITTEE:	STAKEHOLDERS RELATIONSHIP COMMITTEE:	NOMINATION AND REMUNERATION COMMITTEE:
Neralla Seshagiri Rao - Chairman Alapati Venkata Narasimha Rao - Member Naga Mohan Babu Mangalapurapu - Member	Neralla Seshagiri Rao - Chairman Alapati Venkata Narasimha Rao - Member Naga Mohan Babu Mangalapurapu - Member	Neralla Seshagiri Rao - Chairman Alapati Venkata Narasimha Rao - Member Naga Mohan Babu Mangalapurapu - Member

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the members of the Company will be held at the Registered Office of the Company at Plot No: 41, IDA, Mallapur, Hyderabad, Telangana-500076, on Wednesday, 29th September, 2021 at 11.00 A.M to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet of the Company as at 31st March, 2021 and the Profit and Loss account for the year ended on 31st March, 2021 and the Report of Directors' and the Auditors thereon.
2. To appoint a Director in place Mr. Venu Garapati (DIN: 07148611), who retires by rotation, being eligible offers himself for re-appointment.
3. To Appoint statutory Auditors of the company

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

"RESOLVED THAT pursuant to the provisions of Sections 139,141,142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. M N Rao & associates, Chartered Accountants, Hyderabad (Registration No. 005386S) be and are hereby appointed as the Statutory Auditors of the Company for a period of 5 years to hold the office from the conclusion of this Annual General Meeting upto conclusion of 32nd Annual General Meeting of the company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company".

SPECIAL BUSINESS:

4. **APPROVAL FOR THE RE-APPOINTMENT OF Mr. PRASAD VSS GARAPATI (DIN-00209436) AS CHAIRMAN AND WHOLE DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT in pursuance of the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the said Act and subject to such other approvals, consents as may be required, and the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Prasad VSS Garapati (DIN-00209436) as Chairman and Whole Time Director of the Company for a period of 3 (three) years with effect from 12th February, 2022 with a remuneration of Rs 50,000/- upon the terms and conditions set out in the Explanatory Statement annexed to the Notice with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board of Directors and Mr. Prasad VSS Garapati"

"RESOLVED FURTHER THAT in the event of absence or inadequacy of profits of the Company in any financial year during the tenure of Mr. Prasad VSS Garapati as chairman and Wholetime Director, the above-mentioned remuneration would be paid as minimum remuneration subject to the provisions of Schedule V to the Companies Act, 2013 or any statutory enactment thereof."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to the above stated resolutions".

"RESOLVED FURTHER THAT Pursuant to the provisions of Sections 196, 197, & 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act including any statutory modification or re-enactment thereof, as may be required, and such other permissions, sanction(s) as may be required, the consent/ratification of the members of the Company

be and is hereby accorded for appointment and payment made to Mr. Prasad VSS Garapati, Chairman and Whole-time Director, such remuneration as approved in the meeting held on 13th February 2019 by the Board of Directors.

5. APPOINTMENT OF Mrs. LAKSHMI VVV GARAPATI AS DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 161 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and all other applicable provisions, if any, of the Act, Mrs. Lakshmi VVV Garapati, who was appointed as Additional Director by the Board with effect from 02nd September, 2021 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act along with the deposit of requisite amount proposing the candidature of Mrs. Lakshmi VVV Garapati for the office of Director, be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation."

6. APPROVAL FOR THE APPOINTMENT OF Mrs. LAKSHMI VVV GARAPATI (DIN- 00394662) AS MANAGING DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT in pursuance of the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the said Act and subject to such other approvals, consents as may be required, the consent of the Members of the Company be and is hereby accorded for the appointment of Mrs. Lakshmi VVV Garapati (DIN-00394662) as Managing Director of the company for a period of 3 (three) years with effect from 02nd September, 2021 with a remuneration of Rs. 6,00,000/- per annum upon the terms and conditions set out in the Explanatory Statement annexed to the Notice with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board of Directors and Mrs. Lakshmi VVV Garapati."

"RESOLVED FURTHER THAT in the event of absence or inadequacy of profits of the Company in any financial year during the tenure of Mrs. Lakshmi VVV Garapati as Managing Director, the above-mentioned remuneration would be paid as minimum remuneration subject to the provisions of Schedule V to the Companies Act, 2013 or any statutory enactment thereof."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to the above stated resolutions".

7. APPOINTMENT OF Mr. NERALLA SESHAGIRI RAO AS DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 161 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and all other applicable provisions, if any, of the Act, Mr. Neralla Seshagiri Rao, who was appointed as Additional Director by the Board with effect from 02nd September, 2021 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Neralla Seshagiri Rao for the office of Director, be and is hereby appointed as a Director of the Company, who shall be not liable to retire by rotation."

8. APPOINTMENT OF Mr. NERALLA SESHAGIRI RAO (DIN-09299267) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of section 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("The Act") 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) Mr. Neralla Seshagiri Rao (DIN -09299267) who was appointed as an Additional Director (Independent) of the Company by the Board of Directors as per Section 161(1) of the Act, at their meeting held on 02nd day of September, 2021 and who holds office only upto the date of the ensuing Annual General Meeting, who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act and the Company hereby approves the appointment of Mr. Neralla Seshagiri Rao as Non-Executive Independent Director for a term of 5 (Five) consecutive years with effect from 02nd day of September, 2021, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act of proposing the candidature of 02nd day of September, 2021 for the office of Director, be and is hereby appointed as a independent Director of the Company, whose office shall not be liable to retire by rotation."

9. APPOINTMENT OF Mr. ALAPATI VENKATA NARASIMHA RAO AS DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 161 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and all other applicable provisions, if any, of the Act, Mr. Alapati Venkata Narasimha Rao, who was appointed as Additional Director by the Board with effect from 02nd September, 2021 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Alapati Venkata Narasimha Rao for the office of Director, be and is hereby appointed as a Director of the Company, who shall be not liable to retire by rotation."

10. APPOINTMENT OF Mr. ALAPATI VENKATA NARASIMHA RAO (DIN-09300872) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of section 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("The Act") 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) Mr. Alapati Venkata Narasimha Rao (DIN -09299267) who was appointed as an Additional Director (Independent) of the Company by the Board of Directors as per Section 161(1) of the Act, at their meeting held on 02nd day of September, 2021 and who holds office only upto the date of the ensuing Annual General Meeting, who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act and the Company hereby approves the appointment of Mr. Alapati Venkata Narasimha Rao as Non-Executive Independent Director for a term of 5 (Five) consecutive years with effect from 02nd day of September, 2021, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act of proposing the candidature of 02nd day of September, 2021 for the office of Director, be and is hereby appointed as a independent Director of the Company, whose office shall not be liable to retire by rotation."

11. AMENDMENT OF MAIN OBJECTS OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**.

"RESOLVED THAT Pursuant to the provisions of Section 13 and other applicable provisions if any, read with rules of the Companies Act, 2013 Clause III (A) of the Memorandum of Association of the Company pertaining to the Main Objects be and is hereby amended by inserting following sub-clauses 9 after existing sub-clause 8":

Clause 9

"To carry on in India or else where the business of manufacturing including production and processing, buying, selling, dealing, importing, exporting, trading of Pearls and Precious Stones, Basic Non Ferrous Metal Products, Non-Manufactured Precious Metal Trading, Wooden products trading, Tiles & Flooring Materials Trading, Nuts Trading, Grains Cereals & Legumes Trading Coal and Firewood trading and all types of packaging materials including but not restricted to Corrugated Box, Export Quality Box, Carton Box, Corrugated Shipping Box, Cardboard Box, Printed Box, Corrugated Sheets, Corrugated Panel Board Boxes, Large Corrugated Panel Board, Wooden Box, Wooden Crates, Wood Pallets, Plywood Box, Wooden Planks, Heavy Machine Packaging Cases, Thermocol Box, Thermocol Moulding Boxes, EPS Thermocol Blocks, Fish Thermocol Boxes, Ice Thermocol Boxes, Customized Fancy Boxes, Cylindrical Boxes, Mango Boxes, Air Bubble Film Rolls, MS Straps, Corrugated Roll, Kraft Paper, Paper Bags, Paper Tubes, BOPP Tape, Stretch Films, HDPE Wrapping, Leno Bags, LD Polythene Bags, Non Woven Cloth Bags, Non Woven Shopping Bags, HDPE Bags, PP Woven sack, HD Paper Bags, Jumbo Bags and Duplex Bags".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all the necessary steps, do all such acts, deeds, matters and things, accept any amendments as may be directed and to make, execute, apply, initial and sign, file all such applications, writings, instruments papers, documents, deeds, forms, as may be necessary on behalf of the Company or as the Board of Directors of the Company may in its absolute discretion deem necessary or desirable and delegate the said authority to any Committee or person(s) as they may deem fit in their discretion for the purpose of giving effect to this resolution without being required to seek any further consent or approval of the members or otherwise, with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution"

**By order of the Board
For INNOCORP LIMITED**

**Sd/-
PRASAD VSS GARAPATI
CHAIRMAN & WHOLE TIME DIRECTOR
DIN:- 00209436**

Place: Hyderabad
Date : 02.09.2021

NOTES:

1. An Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of special business of the Company is appended and forms part of the Notice.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the company. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting
4. The Register of members and share transfer books of Company shall remain closed from Thursday 23rd September 2021 to Wednesday 29th September 2021 (both days inclusive) for the purpose of ensuing 27th AGM to be held on Wednesday 29th September 2021.
5. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market for transaction of transfer, transmission/transposition and deletion of name of deceased holder. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agents of the Company i.e., XL Softech Systems Ltd.3, Sagar Society, Road No: 2 Banjara Hills, Hyderabad, Telengana - 500034
6. Members are requested to notify any change in their addresses to the Company immediately.
7. Members desirous of obtaining any information on the Annual Accounts of the Company are requested to write to the Company at least 7 working days before the date of the meeting to enable the Company for compilation of the required information.
8. Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their holdings in electronic form and also in respect of their physical share folios, if any to M/s. XL Softech Systems Ltd.3, Sagar Society, Road No: 2 Banjara Hills, Hyderabad, Telengana - 500034.
9. Voting through electronic means
 - ◆ In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Service (India) Limited (CDSL):
 - ◆ Commencement of e - voting: From 10.00 A.M. on Sunday, 26th September 2021 to 05.00 P.M. on Tuesday, 28th September 2021.
 - ◆ E-voting shall not be allowed beyond 05.00 P.M. on 28th September 2021. During the e-voting period, shareholders of the Company, holding shares either in physical form, may cast their vote electronically.
 - ◆ The members of the Company, holding shares either in physical form or in dematerialized form, as on, 22nd September 2021, being the cutoff date, may cast their vote (for or against) electronically.
 - ◆ The login ID and password for e-voting along with process, manner and instructions for e-voting is being attached in the Annual Report.

- ◆ The Company has appointed Mr. Jineshwar Kumar Sankhala, Practicing Company Secretary, Hyderabad as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
- 10. The facility for voting through poll shall be made available at the meeting and the members attending the meeting who have not already cast their vote electronically through e-voting shall be able to exercise their voting right at the Meeting.
- 11. The members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- 12. Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015, brief profile of the Directors proposed to be appointed, re-appointed, is annexed to this notice.
- 13. The Proxy Form and the Attendance slip are enclosed with this notice.

**By order of the Board
For INNOCORP LIMITED**

**Sd/-
PRASAD VSS GARAPATI
CHAIRMAN & WHOLE TIME DIRECTOR
DIN:- 00209436**

Place: Hyderabad
Date : 02.09.2021