SCHEME OF REDUCTION OF SHARE CAPITAL

BETWEEN

INNOCORP LIMITED

(CIN: L99999TG1994PLC018364)

AND

ITS SHAREHOLDERS AND CREDITORS

(Under Section 66 and 52 and other applicable provisions of the Companies Act, 2013, read with National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016)

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1. PREAMBLE

This Scheme of Reduction of Share Capital ("**Scheme**") is presented pursuant to the provisions of Sections 66 and 52 and other applicable provisions, if any, of the Companies Act, 2013, read with the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016. The Scheme provides for the reduction of (i) the fully paid-up equity share capital of Innocorp Limited ("**Company**") to the extent of 75% (Seventy Five percent); and (ii) the balance standing to the credit of the Securities Premium Account of the Company in full, and utilizing the aggregate amount of such reduction towards writing off the accumulated losses appearing in the books of account of the Company, with a view to rationalising the capital structure, restoring the net worth of the Company and presenting a true and fair financial position of the Company, together with matters incidental and consequential thereto.

2. DEFINITIONS

In this Scheme, unless the context otherwise requires, the following terms shall have the meanings ascribed to them below:

2.1 **'Accumulated Losses'** shall mean the debit balance in the retained earnings (including debit balance of the statement of profit and loss) as appearing in the audited financial statements of the Company as at 31.03.2026, amounting to Rs.12,44,96,978/- (Rupees Twelve Crore Forty Four Lakh Ninety Six Thousand Nine Hundred and Seventy Eight only);

2.2 **'Act' or 'the Act'** means the Companies Act, 2013 as notified, and ordinances, rules and regulations made thereunder and shall include any statutory modification, re-enactment or amendments thereof, from time to time;

2.3 **'Applicable Law(s)' or 'Law(s)'** means any statute, notification, bye laws, rules, regulations, guidelines, or common law, policy, code, directives, ordinance, schemes, notices, instruments, decrees, orders or instructions enacted or issued or sanctioned by any Appropriate Authority including any modification or re-enactment thereof for the time being in force;

2.4 **'Appropriate Authority'** means any governmental, statutory, regulatory, departmental or public body or authority of the relevant jurisdictions, including (without limitation) if applicable, the Hon'ble National Company Law Tribunal, the Registrar of Companies, the Regional Director, Ministry of Corporate Affairs, BSE Ltd, Securities and Exchange Board of India and other regulatory authorities;

2.5 **'Board' or 'Board of Directors'** means the Board of Directors of the Company and shall include a committee of directors or any person authorized by the Board or such committee of directors duly constituted and authorized for the purposes of matters pertaining or relating to this Scheme;

2.6 **'Company'** means Innocorp Limited, a company originally incorporated under the provisions of the Companies Act, 1956, bearing CIN: L99999TG1994PLC018364, having its registered office situated at 8-2-269/C/100, Sagar Society, Behind SBI Kohinoor Branch, Road No.2, Banjara Hills, Hyderabad, Telangana – 500034, and having its equity shares listed and traded on BSE;

2.7 **'BSE'** shall mean the stock exchange, BSE Limited;

2.8 **'Effective Date'** means the date on which the certified copy of the Order of the Hon'ble NCLT confirming the reduction of share capital of the Company as set out in this Scheme, together with the minute approved by the Tribunal, is filed with the ROC and the ROC issues a certificate of registration thereof, such date of issuance of the certificate of registration being the date on which the reduction of share capital shall take effect. Any reference in this Scheme to "**coming into effect of the Scheme**", "**effectiveness of the Scheme**", "upon this Scheme becoming effective" or similar expressions shall be construed to mean the Effective Date;

2.9 **'Equity Shares'** means fully paid-up equity shares of face value of Rs.10/- (Rupees Ten only) each issued by the Company;

2.10 **'Income-tax Act, 1961'** or **'IT Act'** means the Income-tax Act, 1961, as may be amended or supplemented from time to time, including any statutory modifications, re-enactments or replacement thereof together with all applicable rules, regulations, by-laws, orders, ordinances, directions, notifications, policies, clarifications and the like issued thereunder;

2.11 **'National Company Law Tribunal' or 'NCLT'** or '**Tribunal'** means the Hon'ble National Company Law Tribunal, Bench at Hyderabad, having jurisdiction over the Company;

2.12 **'Order'** means the final order passed by the Hon'ble NCLT confirming the reduction of share capital of the Company as set out in this Scheme and approving the form of minute;

2.13 **'Registrar of Companies' or 'ROC'** means the Registrar of Companies, at Hyderabad, Telangana;

2.14 **'Regional Director' or 'RD'** means the Regional Director, South-East Region, at Hyderabad, Telangana;

2.15 **'Rules'** means the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016, as amended from time to time;

2.16 **'Rs.' or 'Rupee(s)' or 'INR'** means Indian Rupee, the lawful currency of the Republic of India;

2.17 **'Scheme' or 'this Scheme' or 'the Scheme'** means this Scheme of Reduction of Share Capital between the Company and its shareholders and Creditors in its present form or with such alterations(s) / modification(s) as may be approved, imposed or directed by NCLT;

2.18 **"SEBI' means** Securities and Exchange Board of India;

2.19 **'SEBI LODR Regulations'** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;

2.20 **'Securities Premium Account'** means the Securities Premium Account of the Company, standing at Rs.6,47,05,000/- (Rupees Six Crore Forty Seven Lakh and Five Thousand only) as per the audited financial statements of the Company as at 31.03.2026, which is proposed to be fully utilised pursuant to this Scheme;

2.21 'Record Date' means the date to be fixed by the Board of Directors of the Company, after the Scheme becoming effective, for the purpose of determining the equity shareholders whose shareholding shall be taken into account for giving effect to the reduction of share capital and the consequent adjustment of their shareholding in the records of the depositories and/or for issuance of share certificates representing the reduced share capital in accordance with this Scheme.

All terms and expressions which are used in this Scheme but not defined herein shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, Securities Contract (Regulation) Act, 1956, Securities and Exchange Board of India Act, 1992, Depositories Act, 1996, SEBI LODR Regulations, or other Applicable Laws, rules, regulations, bye-laws, as the case may be, including any statutory amendment, modification or re-enactment thereof, from time to time.

3. DETAILS OF THE COMPANY

3.1 Innocorp Limited was originally incorporated as '**Innovations International Exim Limited**' on 21.09.1994, in the erstwhile State of Andhra Pradesh (now State of Telangana), under the Companies Act, 1956, vide Certificate of Incorporation issued by the Registrar of Companies, Andhra Pradesh, bearing number 01-18364 of 1994-95. The Company got its equity shares listed on the BSE on 14.08.1996 holding ISIN INE214B01017. The name of the Company was subsequently changed to '**Innosoft Technologies Limited**' and thereafter, vide a fresh certificate of incorporation dated 16.03.2006, issued by the ROC, the name of the Company was changed to its present name, '**Innocorp Limited**'.

3.2 The Company's registered office is situated at 8-2-269/C/100, Sagar Society, Behind SBI Kohinoor Branch, Road No.2, Banjara Hills, Hyderabad, Telangana – 500034. The present Corporate Identification Number of the Company is L99999TG1994PLC018364.

3.3 The Company has one type of share, viz., 'Equity Shares' of face value of Rs.10/- (Rupees Ten only) each. The Equity Shares of the Company are listed and traded on BSE.

3.4 The present main objects of the Company are:

i To carry on the business of export, import, distribute, all types of plastics in their raw form or finished for industrial, domestic and other applications.

ii To carry on the business of develop, import, export, distribute and assemble all kinds of computer hardware, software, peripherals, computer aided stenotype machines, electronic, fascimile systems, and all kinds of electronic and electric household and industrial appliances, toys and all kinds of furniture.

iii To carry on the business of distribution, import, export, develop and leather textile garments, health care products, chemicals, building materials and interior decorative products of all kinds of description.

iv To carry on the business of promoters, organizers, consultants, engineers, contractors, technology transfer agents collaborators in India or abroad independently or in association with any other person, govt. or any other agencies whether incorporated or not for any business of the Company.

v To protect, establish, run in any part of India or abroad, schools, colleges, training centers counseling centers, educational institutions, polytechnic colleges. engineering, medical, para medical, MCA colleges, general education, scientific, commercial or any other type of educational be imparted to the students, orally, online, offline computer based, on such terms and conditions as may be laid by the Company from time to time. To carry on the business of educational consultants for students appearing for local, national and international universities in all areas of education, carry on franchisee/affiliation centers for foreign universities.

vi To carry on the business engineering contractors, undertaking and executing contract works of construction of buildings, residential, commercial, or industrial or road, bridges and other super structures and installation of all types of structures, foundation including piling on behalf of various organization, contractors, engineers, architects, surveyors, designers, decorators and of government, government undertakings, local bodies in any part of India or of the world or otherwise assist or take part in construction, maintenance, development, working, control, and management thereof.

vii To generate, accumulate, transmit, distribute, purchase, sell and supply electricity power or any other energy from conventional/non-conventional energy sources or commercial basis and to construction, lay down, establish, operate and maintain power/energy generating stations, including buildings, structures, works, machinery, equipments, cables and to undertake or carry on the business of managing, owing, controlling, erecting, commissioning, operating, running, leasing or transferring to third person(s), power plants, and plants based on conventional or non-conventional energy sources, solar energy plants, wind energy plants, mechanical, electrical, hydel, civil engineering works and similar projects.

viii To Conceive, plan, survey, design, study and evaluate all steps, process, techniques and methods for setting up of all types of infrastructure projects, facilities or establish, own, operate, mange, control and administer, Lease, transfer, all infrastructure projects, facilities or works including works including industrial/agriculture parks, gardens, roads, bridges, f1yovers, highways, roadways, structures and facilities. rail-roads, railways stations, platforms railways yards, rail tracks including gauge conversions thereof, railway electrification, tramways, buildings, wens, water-curses, dams, canals, reservoirs, urban and rural water supply systems, sewerage and underground drainage systems, airstrips, airports, seaports, berths, jetties, quays, docks and marine structures of all types, rapid transport and telecommunication systems of all types. transportation systems, irrigation projects, water-ways, water supply schemes including distribution systems, chemical plants, fertilizer plants, distillery plants, LPG handling equipments of various types, pumping stations, light rail transport systems of cities, mass housing projects industrial plants of all types, industrial and technology parks and civil projects, environmental based projects and equipments, gas pipeline projects and other pipeline projects, oil exploration projects and equipments, gas projects, airports facilities. electronics hardware technology park complexes, schools, libraries, garages, hospitals, health centers, community centers, hotels holiday designers, consultants, constructors, builders, developers, architects, engineers, storage services, erectors, installers, commissioning agents, management consultants, and to act and carry on the business as manufactures, suppliers, dealers, distributors of all types of plants, machinery, equipments, tools, raw-materials, intermediaries and other related products and consumables with aforesaid activities, industries and projects.

ix 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, hope wrapping, leno bags, LD polythene bags, non-woven cloth bags, non-woven shopping bags, hope bags, PP woven sack, HD paper bags, jumbo bags and duplex bags.

3.5 During the last three financial years, there has been no change in the name, main objects, or registered office of the Company. Further, there has been no material change in the capital structure or management of the Company that would have a bearing on the proposed reduction of share capital under this Scheme.

3.6 The authorized, issued, subscribed and paid-up share capital of the Company as on 31.03.2026, is as under:

Particulars	**Amount in Rs.**
Authorised Share Capital	
1,20,00,000 (One Crore and Twenty Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each.	12,00,00,000
Total	12,00,00,000
Issued, Subscribed & Fully Paid-up Capital	
79,41,400 (Seventy Nine Lakh Forty One Thousand and Four Hundred) Equity Shares of Rs.10/- (Rupees Ten only) each.	7,94,14,000
Total	**7,94,14,000**

Subsequent to 31.03.2026, and till the date of approval of this Scheme by the Board of Directors of the Company, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Company.

4. RATIONALE AND PURPOSE OF THE SCHEME

4.1 The position of profits/(losses), accumulated losses and net worth of the Company over the last six financial years is set out below:

(Rs. in Lakhs)

Financial Year	Profit / (Loss)	Accumulated Losses	Net Worth
2020-21	53.85	(1,544.95)	(72.61)
2021-22	(17.49)	(1,562.43)	(90.09)
2022-23	385.40	(1,177.03)	295.31
2023-24	(26.11)	(1,203.14)	269.20
2024-25	(37.64)	(1,240.78)	231.56
2025-26	(04.19)	(1244.97)	227.37

4.2 Over the years, the Company has incurred substantial business losses due to adverse commercial and market conditions, resulting in a significant erosion of its net worth. Consequently, the Company's Balance Sheet presently reflects major accumulated losses, resulting in a reduced net worth and an imbalance between the paid-up share capital and the underlying financial position of the Company.

4.3 Although the Company continues to carry on its business operations, the continued existence of accumulated losses has adversely impacted the presentation of its financial statements and has constrained the Company's financial flexibility. The reduced net worth has also affected the Company's ability to raise capital from existing and prospective investors, financial institutions and other lenders on commercially acceptable terms.

4.4 Accordingly, the Board of Directors has considered it appropriate to undertake the proposed capital restructuring with the objective of rationalizing the capital structure of the Company by setting off the accumulated losses against the paid-up equity share capital and the Securities Premium Account.

4.5 The proposed restructuring would enable the Balance Sheet to more accurately reflect the Company's true financial position and provide a stronger foundation for its future business operations and growth initiatives.

4.6 The Scheme is expected to strengthen the Company's financial profile by restoring its net worth, rationalizing its capital structure and improving its ability to access equity and debt capital, thereby supporting its future growth and business expansion. The Scheme does not involve any outflow of funds, compromise or arrangement with creditors, or reduction of creditors' rights, and is undertaken solely to achieve a more efficient capital structure.

5. BENEFITS ARISING OUT OF THE SCHEME

5.1 The proposed restructuring is expected to provide, inter alia, the following benefits:

a) Eliminate the accumulated losses appearing in the books of account of the Company and restore the Balance Sheet to reflect its true and fair financial position;

b) Improve the quality and composition of the Company's net worth by eliminating the accumulated losses and enhancing its financial profile and capital-raising capabilities;

c) Create a balanced and efficient capital structure that is aligned with the present financial position and operational requirements of the Company;

d) Substantially improve the Company's credibility and financial standing with banks, financial institutions, investors, suppliers, customers and other stakeholders;

e) Enable the Company to access capital markets and raise additional funds by way of equity issuances, including preferential allotments, rights issues, qualified institutional placements or any other permissible mode, as well as debt financing from banks, financial institutions and other lenders on commercially viable terms, thereby supporting future expansion plans, operational growth and business development, which is presently constrained due to the erosion of its net worth.

5.2 The Board of Directors is of the considered opinion that the proposed Scheme is fair, reasonable, and commercially prudent and in the best interests of the Company and all its stakeholders. The Scheme merely seeks to reorganize the capital structure of the Company without affecting its business operations, assets, liabilities or the rights of any creditor, and therefore represents the most appropriate and efficient mechanism for restoring the Company’s financial health and facilitating its future growth.

5.3 The Scheme shall be implemented subject to the approval of the requisite majority of the shareholders and the sanction and confirmation of the Hon’ble National Company Law Tribunal, and such other authorities as may be applicable.

6. ARTICLE IN THE ARTICLES OF ASSOCIATION

By virtue of Article 58 of the Articles of Association of the Company, the Company is authorised to reduce its share capital in any manner, subject to any incident authorised and consent required by law, by passing a Special Resolution.

7. REDUCTION OF CAPITAL

7.1 As at 31.03.2026, the Company has accumulated losses amounting to Rs.12,44,96,978/- (Rupees Twelve Crore Forty Four Lakh Ninety Six Thousand Nine Hundred and Seventy Eight only), reflecting as a debit balance in retained earnings under '**Other Equity**', in the audited financial statements of the Company.

7.2 Therefore, the Company proposes to reduce (i) its paid up equity share capital to the extent of 75% constituting Rs.5,95,60,500/- (Rupees Five Crores Ninety Five Lakhs Sixty Thousand and Five Hundred only) comprising 59,56,050 (Fifty Nine Lakhs Fifty Six Thousand and Fifty) fully paid up equity shares of Rs.10/- (Rupees Ten only) each; and (ii) the entire amount of Rs.6,47,05,000/- (Rupees Six Crores Forty-Seven Lakh and Five Thousand only) standing to the credit of the Securities Premium Account, and utilize the aggregate amount of reduction of Rs.12,42,65,500/- (Rupees Twelve Crore Forty Two Lakhs Sixty Five Thousand and Five Hundred only) towards setting off the accumulated losses of the Company.

7.3 Consequently, with effect from the effective date, the existing issued, subscribed and fully paid up equity share capital of the Company shall stand reduced from Rs.7,94,14,000/- (Rupees Seven Crore Ninety Four Lakhs and Fourteen Thousand only) comprising 79,41,400 (Seventy Nine Lakh Forty One Thousand and Four Hundred) fully paid-up equity shares of Rs.10/- (Rupees Ten only) each to Rs.1,98,53,500/- (Rupees One Crore Ninety Eight Lakhs Fifty Three Thousand and Five Hundred only) comprising 19,85,350 (Nineteen Lakh Eighty Five Thousand Three Hundred and Fifty) fully paid-up equity shares of Rs.10/- (Rupees Ten only) each, by cancelling and extinguishing 59,56,050 (Fifty Nine Lakh Fifty Six Thousand and Fifty) fully paid-up equity shares of Rs.10/- (Rupees Ten only) each, aggregating Rs.5,95,60,500/- (Rupees Five Crore Ninety Five Lakhs Sixty Thousand and Five Hundred only), and the entire amount standing to the credit of the Securities Premium Account of Rs.6,47,05,000/- (Rupees Six Crores Forty-Seven Lakh and Five Thousand only) shall stand reduced in full, and the aggregate amount of such reduction of Rs.12,42,65,500/- (Rupees Twelve

Crore Forty Two Lakhs Sixty Five Thousand and Five Hundred only) shall be utilized towards writing off the accumulated losses of the Company.

7.4 **Accounting Treatment:** Upon the Scheme becoming effective, (i) an amount of Rs.5,95,60,500/- (Rupees Five Crore Ninety Five Lakhs Sixty Thousand and Five Hundred only) shall be reduced from the Paid-up Equity Share Capital Account, and (ii) an amount of Rs.6,47,05,000/- (Rupees Six Crore Forty Seven Lakh and Five Thousand only) shall be reduced from the Securities Premium Account, of the Company. The aggregate amount of Rs.12,42,65,500/- (Rupees Twelve Crore Forty Two Lakhs Sixty Five Thousand and Five Hundred only) so reduced from the Equity Share Capital Account and the Securities Premium Account shall be applied to write off and extinguish the debit balance of accumulated losses appearing on the liabilities side of the balance sheet of the Company to that extent.

7.5 **Pro-rata Basis**: Upon the Scheme becoming effective, 59,56,050 (Fifty Nine Lakh Fifty Six Thousand and Fifty) fully paid-up Equity Shares of Rs.10/- (Rupees Ten only) each shall be cancelled and extinguished on a proportionate basis in accordance with the shareholding of the equity shareholders of the Company whose names appear in the register of members maintained by the Company and/or its Registrar and Share Transfer Agent as on the Record Date. It is hereby clarified that such reduction shall be effected in a manner such that each equity shareholder shall hold Equity Shares in the same proportion as held prior to the reduction, subject to the provisions of this Scheme.

Example: *For every 4 (Four) fully paid-up Equity Shares of Rs.10/- (Rupees Ten only) each held by a shareholder as on the Record Date, such shareholder shall, in lieu thereof, be entitled to hold 1 (One) fully paid-up Equity Share of Rs.10/- (Rupees Ten only) each, pursuant to this Scheme.*

7.6 Upon the Scheme becoming effective, each equity shareholder of the Company whose name appears in the register of members maintained by the Company and/or its Registrar and Share Transfer Agent as on the Record Date shall be entitled to Equity Shares representing the reduced share capital, aggregating 19,85,350 (Nineteen Lakh Eighty Five Thousand Three Hundred and Fifty) fully paid-up equity shares of Rs.10/- (Rupees Ten only) each, in proportion to their respective shareholding, subject to such adjustments as may be required on account of fractional entitlements arising pursuant to the implementation of this Scheme.

7.7 **Cancellation of Shares**: In respect of Equity Shares held in physical form, the existing share certificates shall, if so required by the Company, be surrendered by the shareholders for cancellation. Notwithstanding the foregoing, from the date of issuance of new share certificates by the Company, the existing share certificates shall be deemed to have been cancelled, extinguished and rendered invalid, without any further act or deed. The Company may, at its discretion, issue and dispatch new share certificates in lieu of the existing share certificates without requiring their prior surrender. In respect of Equity Shares held in dematerialized form, the reduction in shareholding shall be effected through the depositories by making appropriate adjustments in the accounts of the shareholders, in accordance with applicable procedures.

7.8 **Fractional Shares/Entitlement**: In the event any fractional entitlements arise pursuant to the implementation of this Scheme, the Company shall not issue fractional shares but shall aggregate all such fractional entitlements and consolidate them into whole Equity Shares. The aggregate number of Equity Shares so arising shall be allotted to a trustee nominated by the Board of Directors of the Company, who shall hold such shares in trust for the benefit of the shareholders entitled to such fractional entitlements. The trustee shall, within a period of 90 (ninety) days from the Record Date, sell the same in the market and distribute the net sale proceeds (after deduction of applicable taxes and expenses, if any) to the concerned shareholders in proportion to their respective fractional entitlements. Any unclaimed amounts shall be transferred to the Investor Education and Protection Fund within 120 (one hundred and twenty) days from the expiry of the period prescribed for payment, in accordance with applicable law, and the Company shall file the necessary reports with BSE confirming compliance with the aforesaid requirements.

7.10 The indicative shareholding pre and post reduction of the equity share capital and the securities premium account of the Company shall be reflected in the books of account of the Company as on the Effective Date, in the manner set out below:

Particulars	Pre Reduction	Amount Utilised	Post Reduction
Paid-up Equity Share Capital.	7,94,14,000	5,95,60,500	1,98,53,500
No. of fully paid-up Equity Shares of Rs.10/- each.	79,41,400	59,56,050	19,85,350
Securities Premium Account.	6,47,05,000	6,47,05,000	0
Accumulated Losses.	-12,44,96,978	12,42,65,500	-2,31,478

8. PRE AND POST SHAREHOLDING PATTERN

The reduction of share capital pursuant to this Scheme is being effected on a proportionate basis and, accordingly, shall not result in any change in the shareholding pattern of the Company.

Category	Particulars	Pre - Reduction		Post - Reduction	
		No. of Shares	% to total	No. of Shares	% to total
(A)	Promoters & Promoter Group	23,55,838	29.67%	5,88,960	29.67%
(B)	Public	55,85,562	70.33%	13,96,391	70.33%
	Total	**79,41,400**	**100.00%**	**19,85,350**	**100.00%**

9. CORPORATE ACTIONS AND OTHER PROVISIONS

9.1 The Company shall fix the Record Date within 90 days from the Effective Date.

9.2 Notwithstanding the reduction of share capital pursuant to this Scheme, the Equity Shares of the Company shall continue to be listed and admitted to trading on BSE, and there shall be no change in the listing or trading status. The Company shall comply with all applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

9.3 Upon the Scheme becoming effective, the Company shall take all necessary steps and comply with all procedural requirements, including filing of requisite applications, confirmations and undertakings, as may be required by BSE and other regulatory authorities for the purpose of giving effect to this Scheme and for the continuation of listing and trading of its Equity Shares.

9.4 The implementation of this Scheme shall not result in any change in the management or control of the Company or in the shareholding of the promoters.

9.5 The Company does not have any partly paid-up shares, outstanding convertible instruments, warrants or debentures, and there are no securities pending for allotment as on the date of this Scheme.

9.6 The Company has not accepted any deposits under Sections 73 to 76 or any other applicable provisions of the Act and the rules made thereunder.

9.7 No investigations or proceedings are pending against the Company under the Act.

9.8 The proposed reduction of share capital does not involve any pay-out to shareholders and does not result in extinguishment, diminution or compromise of any liability or obligation of the Company. The rights of creditors are not affected, and no creditor shall be prejudiced by the implementation of this Scheme.

9.9 This Scheme does not involve any transfer or vesting of any assets or liabilities of the Company.

9.10 This Scheme does not alter, vary or affect the payment of any statutory dues or any other liabilities or obligations of the Company, all of which shall continue to be discharged in the ordinary course of business.

9.11 The reduction of share capital pursuant to this Scheme shall not adversely affect the interests of the directors, key managerial personnel, employees, shareholders or creditors of the Company and is in the overall interest of the Company and its stakeholders.

9.12 This Scheme shall not adversely affect the ordinary operations of the Company or its ability to meet its obligations in the ordinary course of business.

10. APPLICATION / PETITION TO NCLT

The Company shall make the necessary application/petition under Section 66 and 52 and other applicable provisions, if any, of the Act, read with the Rules, to the Hon'ble NCLT for confirmation of the reduction of share capital of the Company in the manner set out in this Scheme. The Company shall take all such steps as may be necessary or expedient in connection with the said application/petition and obtaining such approvals, consents, confirmations or directions as may be required from the Hon'ble NCLT and/or any other statutory or regulatory authority.

11. MODIFICATIONS / AMENDMENTS TO THE SCHEME

11.1 The Company, acting through its Board, shall be entitled to make and/or consent to any modifications or amendments to this Scheme, or to any conditions or limitations that may be imposed by the Hon'ble NCLT, SEBI, BSE or any other statutory or regulatory authority, or which may otherwise be considered necessary, desirable or appropriate for the purpose of giving effect to this Scheme.

11.2 The Board shall be entitled to take all such steps and do all such acts, deeds, matters and things as may be necessary, desirable or expedient to resolve any doubts, difficulties or questions arising in connection with or for the implementation of this Scheme.

11.3 The Company, through its Board, shall be at liberty to withdraw this Scheme at any time prior to the Effective Date, if any condition or modification imposed by the Hon'ble NCLT or any other statutory or regulatory authority is not acceptable to the Company.

12. CONDITIONALITY OF THE SCHEME

The Scheme is and shall be conditional upon and subject to the following:

12.1 The Scheme being approved by the shareholders of the Company by way of a special resolution passed in accordance with Section 66 and 52 and other applicable provisions, if any, of the Companies Act, 2013;

12.2 The reduction of share capital of the Company as contemplated under this Scheme being confirmed by the Hon'ble NCLT under Section 66 and 52 of the Act and the rules made thereunder; and

12.3 The certified copy of the Order of the Hon'ble NCLT confirming the reduction of capital of the Company and the minute approved by the Tribunal being filed with the ROC, and the ROC issuing a certificate of registration thereof.

13. EFFECT OF NON-RECEIPT OF APPROVALS / SANCTIONS

In the event that any of the approvals, confirmations or filings required for giving effect to this Scheme are not obtained or completed, or are denied, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto or any rights and/or liabilities that may have arisen or accrued pursuant thereto, which shall be governed and preserved or worked out in accordance with this Scheme or as may otherwise arise in law.

14. SEVERABILITY

If any provision of this Scheme is held to be invalid, illegal or unenforceable by any court, tribunal or authority of competent jurisdiction, such provision shall be severed from the remainder of this Scheme and the remaining provisions shall continue to be valid and operative. The Board shall be entitled to make such modifications to this Scheme, including deletion of any such invalid or unworkable provision, as may be necessary to give effect to this Scheme, subject to the approval of the NCLT or any other competent authority, where required. Notwithstanding the above, if such modification is not feasible or would materially alter the Scheme, the Company shall be entitled to withdraw this Scheme in accordance with the provisions of this Scheme.

15. FORM OF MINUTE UNDER SECTION 66(5) OF THE ACT

The form of minute proposed to be registered under Section 66(5) of the Act, is as follows:

"The Capital of M/s. Innocorp Limited is henceforth Rs.1,98,53,500/- (Rupees One Crore Ninety Eight Lakh Fifty Three Thousand and Five Hundred only) comprising 19,85,350 (Nineteen Lakh Eighty Five Thousand Three Hundred and Fifty) fully paid-up Equity Shares of Rs.10/- (Rupees Ten only) each, reduced from Rs.7,94,14,000/- (Rupees Seven Crore Ninety Four Lakhs and Fourteen Thousand only) comprising 79,41,400 (Seventy Nine Lakh Forty One Thousand and Four Hundred) fully paid-up equity shares of Rs.10/- (Rupees Ten only) each. At the date of registration of this minute, 19,85,350 (Nineteen Lakh Eighty Five Thousand Three Hundred and Fifty) fully paid-up Equity Shares of Rs.10/- (Rupees Ten only) each have been issued and are deemed to be fully paid up, and the remaining 59,56,050 (Fifty Nine Lakh Fifty Six Thousand and Fifty) shares are unissued."

FOR INNOCORP LIMITED

Sd/-

LAKSHMI VVV GARAPATI
MANAGING DIRECTOR
DIN: 00209436

Date: 04.07.2026
Place: Hyderabad