

PROCEEDING OF THE 19th ANNUAL GENERAL MEETING OF THE INNOVATORS FACADE SYSTEMS LIMITED HELD ON FRIDAY, 28TH SEPTEMBER 2018 COMMENCED AT 10:30 A.M. CONCLUDED AT 12:00 NOON AT GCC HOTEL & CLUB, PHASE - I, GAURAV SANKALP, OFF MIRA BHAYANDAR ROAD, MIRA ROAD - (EAST), THANE - 401107.

1. Chairman:

Mr. Radheshyam Sharma took the chair and then the meeting commenced under his Chairmanship.

2. Quorum:

After ascertaining the quorum required for the meeting was present, the Chairman called the meeting duly constituted and ordered to proceed.

3. Chairman's Statement:

The Chairman extended a warm welcome to the shareholders, members of the Board of Directors and other invitees present at the 19th Annual General Meeting of the Company. He then stated that the Register of Directors and Key Managerial Personnel and their Shareholding u/s 170 of the Companies Act, 2013 and other records and documents mentioned in the notice of the Annual General Meeting and explanatory statement u/s 102 of the Companies Act, 2013 were available for inspection by the shareholders during the continuation of the meeting.

With the consent of the shareholders present, the Chairman took the Notice convening the 19th Annual General Meeting, Explanatory Statement u/s 102 of the Companies Act, 2013 and the Annual Report for the financial year ended 31st March 2018, having already been circulated to the members, as read.

The chairman than give a brief view about the financial performance of the Company, Economic and Industrial Overview and future prospectus of the Company.

4. Auditors Report:

The Company Secretary read out the report of the Statutory Auditors SGCO & Co. LLP, Chartered Accountants having firm registration no.112081W/W100184 to the Shareholders of the Company for the financial year ended 31st March 2018.

5. Consideration of Agenda Items and decision thereon:

The Company Secretary informed the shareholders that the Company has provided e-voting facility to the shareholders in terms of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



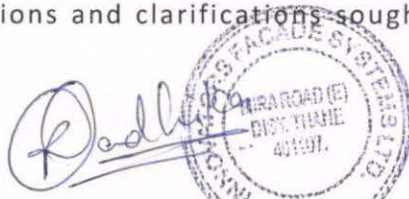
she stated that as per the applicable provisions of the Companies Act, 2013 and Rules made thereunder, the Company had provided remote e-voting facility to its shareholders to exercise their vote through e-voting platform of Link Intime India Private Limited. The process of e-voting started on Tuesday, 25th September 2018, at 09:00 a.m. which was open for 3 days and the same was concluded on Thursday 27th September 2018, at 05 :00 p.m. she drew attention of the members that at the end of discussion on the resolutions on which voting is to be held members and proxies, who are present at the meeting but have not cast their votes by availing the remote e-voting facility, can exercise their vote by use of Ballot Paper, which were distributed to the members and proxies present at the meeting. She further stated that after discussion on the agenda items as set out in the Notice of the 19th Annual General Meeting, the Scrutinizer will conduct the Ballot Paper voting process and consequently, normal practice by voting of show of hands was not considered.

She further informed the shareholders that the Board of Director of the Company had appointed Mrs. Priti Jajodia, Practising Company Secretary, as scrutinizer to Scrutinize the e-voting and poll process in fair and transparent manner.

The following items as set out in the Notice convening the AGM were transacted at the meeting:

Sr. No.	Particulars	Resolution required (Ordinary/Special)
1.	Adoption of the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31 st March 2018, the Reports of the Board of Directors and Auditors thereon.	Ordinary
2.	Appointment of a Director in place of Mr. Shivchand Sharma (DIN: 00298265), who retires by rotation and, being eligible, offer himself for reappointment.	Ordinary
3.	Appointment of Mr. Phoolshankar Shrimali (DIN: 03549729) as an Independent Director	Ordinary
4.	Appointment of Mr. Sunil Deshpande (DIN: 08065585) an an Independent Director	Ordinary
5.	Appointment of Mrs. Poonam Bhati (DIN: 08081236) as an Independent Director	Ordinary
6.	Appointment of M/s. Y R Doshi & Co., Cost Accountants, Mumbai (FRN : 000003) as Cost Auditors for financial year 2018-19	Ordinary

The Company Secretary then invited the Shareholders to give their comments and seek any clarification about the affairs of the Company and the agenda item of the meeting. The shareholders complimented the management about the good performance, initiatives undertaken and sought some clarifications mainly on operation of the Company, new initiatives, future plans etc. The Managing Director answered all the questions and clarifications sought by the shareholders to their complete satisfaction.



The block contains a handwritten signature in blue ink, which appears to be 'Priti Jajodia'. To the right of the signature is a circular official stamp. The stamp contains the text 'REGISTRAR OF COMPANIES' around the perimeter, 'MUMBAI' at the bottom, and 'DIST. TIRUNE' in the center. There is also a date '2018' visible within the stamp.

The Chairman then concluded the meeting with the vote of thanks. The Chairman informed that the result will be announced within permitted time on receipt of Scrutinizer's report.

Please take the same on records.

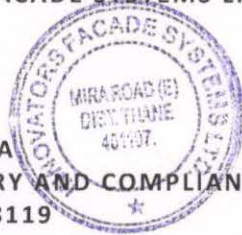
Thanking You,

Yours Faithfully,

FOR INNOVATORS FACADE SYSTEMS LIMITED



RADHIKA TIBREWALA
COMPANY SECRETARY AND COMPLIANCE OFFICER
Membership No.A48119



Date: 28th September 2018
Place: Thane



INNOVATORS FACADE SYSTEMS LIMITED



ANNUAL REPORT 2017-18

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Shri. Radheshyam Sharma	Managing Director
Smt. Anjana Sharma	Whole Time Director
Shri. Phoolshankar Shrimali	Additional (Independent) Director
Shri. Sunil Deshpande	Additional (Independent) Director
Smt. Poonam Bhati	Additional (Independent) Director
Shri. Shivchand Sharma	Director

REGISTERED OFFICE

204, B-65, Sector No. 1, Shanti Nagar,
Mira Road – (East), Mumbai – 401107

BANKERS

ORIENTAL BANK OF COMMERCE

Large Corporate Branch, 14th Floor,
F Block, Maker Towers, Cuffe Parade,
Mumbai – 400 005

INDIAN BANK

Mid Corporate Branch, 386, Block No. 1,
Veer Savarkar Marg, Opp. Siddhivinayak
Temple, Prabhadevi, Mumbai – 400 025

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Radhika Vimal Tibrewala

CHIEF FINANCIAL OFFICER

Mrs. Priti Raman Sharma

FACTORY

Survey No. 404/B, Kudus-Chinchghar
Village, Chinchghar-Bilavali Road,
Post-Kudus, Taluka-Wada,
Dist-Palghar - 421312

REGISTRAR & TRANSFER AGENT

LINK INTIME INDIA PRIVATE LIMITED

C 101, 1st Floor, 247 Park, L.B.S Marg,
Vikhroli - (West), Mumbai – 400083

AUDITORS

S G C O & Co. LLP

Chartered Accountants
4 A, Kaledonia - HDIL, 2nd Floor,
Sahar Road, Near Andheri
Station, Andheri (E), Mumbai-400 069

OTHER INFORMATION

LISTED AT BSE (SME PLATFORM)
WEBSITE www.innovators.in
ISIN INE870Z01015
SCRIP CODE 541353

NOTICE OF 19TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE NINETEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF INNOVATORS FAÇADE SYSTEMS LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 28, 2018 AT 10.30 A.M. AT GCC HOTEL & CLUB, PHASE – I, GAURAV SANKALP, OFF MIRA BHAYANDAR ROAD, MIRA ROAD – (EAST), THANE - 401107 TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018, the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Shivchand Sharma (DIN:00298265) who retires by rotation and, being eligible, offers himself for re-appointment;

SPECIAL BUSINESS:

3. Appointment of Mr. Phoolshankar Shrimali (DIN: 03549729) as an Independent Director

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

"RESOLVED THAT Mr. Phoolshankar Shrimali (DIN: 03549729), who was appointed by the Board of Directors as an Additional Director of the Company effective 16th February, 2018, who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Phoolshankar Shrimali (DIN: 03549729), who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, who shall not be liable to retire by rotation, for a term of five years commencing 16th February, 2018."

4. Appointment of Mr. Sunil Deshpande (DIN: 08065585) as an Independent Director

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

"RESOLVED THAT Mr. Sunil Deshpande (DIN: 08065585), who was appointed by the Board of Directors as an Additional Director of the Company effective 16th February, 2018, who holds office

up to the date of this Annual General Meeting of the Company, in terms of Section 161 of the Companies Act, 2013 ("Act") and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Sunil Deshpande (DIN: 08065585), who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, who shall not be liable to retire by rotation, for a term of five years commencing 16th February, 2018."

5. Appointment of Mrs. Poonam Bhati (DIN: 08081236) as an Independent Director

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

"RESOLVED THAT Mrs. Poonam Bhati (DIN: 08081236), who was appointed by the Board of Directors as an Additional Director of the Company effective 09th March, 2018, who holds office up to the date of this Annual General Meeting of the Company, in terms of Section 161 of the Companies Act, 2013 ("Act") and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mrs. Poonam Bhati (DIN: 08081236), who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, who shall not be liable to retire by rotation, for a term of five years commencing 09th March, 2018."

6. Appointment of M/s. Y.R. Doshi & Co., Cost Accountants, Mumbai (FRN: 000003) as Cost Auditors for financial year 2018-19.

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 provision of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Y.R. Doshi & Co.,

Cost Accountants, Mumbai (FRN: 000003) being the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019, be paid the remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses, if any and that the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board

Date: August 25, 2018

Place: Thane

Sd/-

Radhika Tibrewala
Company Secretary

Registered Office:

204, B-65, Sector No.1, Shanti Nagar,
Mira Road – (East), Thane – 401107.

NOTES TO NOTICE

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ON HIS 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 less than 48 hours before the commencement of the meeting. A Proxy form MGT-11 is sent herewith.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (herein after referred to as "the Act", in respect of item 3, 4, 5 & 6 is annexed hereto. As required in terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, relevant information in respect of the Directors seeking appointment and re-appointment at the AGM is annexed hereto.
3. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 22nd September, 2018 to Friday, 28th September 2018 (both days inclusive) for annual closing for the financial year 2017-18.

4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent M/s. Link Intime India Private Limited.
5. Queries on financial statements and operations of the Company, if any, may be sent to the Company Secretary seven days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.
6. All transfer deeds, requests for change of address, bank particulars /mandates /ECS mandates, PAN should be lodged with Company's Registrar and Share Transfer Agent M/s. Link Intime India Private Limited, on or before Wednesday, 19th September, 2018. The above details in respect of the shares held in electronic form should be sent to the respective Depository Participants by the members well in time.
7. Members are also requested to note that the Company has entered into Tri-partite Agreement with NSDL and CDSL towards Dematerialization of shares. Members are requested to send all their requests towards Dematerialization to their respective Dp's.
8. Members are requested to advise immediately about any change of address:
 - a) To their Depository Participants (DPs) in respect of their electronic share accounts.
 - b) To the Company's Registrar & Share Transfer Agents M/s. Link Intime India Private Limited in respect of their physical share folios if, any.
9. The Annual Report of the Company circulated to the members of the Company will be made available on the Company's website at www.innovators.in.
10. As a measure of economy, copies of the Annual Report will not be circulated at the Annual General Meeting. Members/Proxies should bring their copy of Annual Report and also the attendance slip duly filled in for attending the meeting.
11. Electronic copy of the Notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with the Attendance slip and Proxy form is being sent to all the members whose email IDs are registered with the Company/Depository participants(s) for communication purpose unless any member has requested for a hard copy of the same. For the members who have not registered their email address, physical copies of the notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with the Attendance slip and proxy form is being sent in the permitted mode.
12. To support the "Green Initiative", Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.