

## Annexure- II

### Innovators Façade Systems Limited – 20<sup>th</sup> Annual General Meeting (AGM) Voting Results

Day and Date of Annual General Meeting (AGM)	Wednesday, 25 <sup>th</sup> September 2019
Total number of Shareholder as on cut-off date i.e 18 <sup>th</sup> September 2019	935
Total No. shareholders present in meeting either in person or through proxy: Promoter and Promoter Group: Public:	07 00
No. shareholders attended the meeting through Video Conferencing: Promoter and Promoter Group: Public:	None of the Shareholders attended the meeting through Video Conferencing



**Resolution No. 2: Appointment a Director in place of Mr. Shivchand Sharma (DIN: 00298265), who retires by rotation and, being eligible, seeks re-appointment:**

Resolution required:					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3)= [(2/1)*100]	No. of votes- in Favour (4)	No. of votes- Against (5)	% of votes in favour on votes polled (6)= [(4/2)*100]	% of votes against on votes polled (7)= [(5/2)*100]
Promoter and Promoter group	E-voting	11674750	11674750	100	11674750	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>11674750</b>	<b>11674750</b>	<b>100</b>	<b>11674750</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Institutions	E-voting	62400	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>62400</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-voting	7130658	4800	0.07	0	4800	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>7130658</b>	<b>4800</b>	<b>0.07</b>	<b>0</b>	<b>4800</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>18867808</b>	<b>11679550</b>	<b>61.90</b>	<b>11674750</b>	<b>4800</b>	<b>99.96</b>	<b>0.04</b>

*D. Cor.*



**Resolution No. 1: Received, considered, approved and adopted the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019, the Reports of the Board of Directors and Auditors thereon;**

Resolution required:					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3)= [(2/1)*100]	No. of votes- in Favour (4)	No. of votes- Against (5)	% of votes in favour on votes polled (6)= [(4/2)*100]	% of votes against on votes polled (7)= [(5/2)*100]
Promoter and Promoter group	E-voting	11674750	11674750	100	11674750	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>11674750</b>	<b>11674750</b>	<b>100</b>	<b>11674750</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-voting	62400	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>62400</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-voting	7130658	4800	0.07	0	4800	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>7130658</b>	<b>4800</b>	<b>0.07</b>	<b>0</b>	<b>4800</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>18867808</b>	<b>11679550</b>	<b>61.90</b>	<b>11674750</b>	<b>4800</b>	<b>99.96</b>	<b>0.04</b>



**Resolution No. 3: Ratification of Remuneration to Cost Auditor**

Resolution required:					Ordinary			
Whether promoter/promoter group are interested in the agenda /resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3)= [(2/1)*100]	No. of votes- in Favour (4)	No. of votes- Against (5)	% of votes in favour on votes polled (6)= [(4/2)*100]	% of votes against on votes polled (7)= [(5/2)*100]
<b>Promoter and Promoter group</b>	E-voting	11674750	11674750	100	11674750	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>11674750</b>	<b>11674750</b>	<b>100</b>	<b>11674750</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public-Institutions</b>	E-voting	62400	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>62400</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public- Non Institutions</b>	E-voting	7130658	4800	0.07	0	4800	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>7130658</b>	<b>4800</b>	<b>0.07</b>	<b>0</b>	<b>4800</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>18867808</b>	<b>11679550</b>	<b>61.90</b>	<b>11674750</b>	<b>4800</b>	<b>99.96</b>	<b>0.04</b>

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**COMBINED SCRUTINIZERS' REPORT**  
**ON**  
**REMOTE E-VOTING AND POLL**  
**CONDUCTED AT THE 20<sup>TH</sup> ANNUAL GENERAL MEETING OF**  
**INNOVATORS FACADE SYSTEMS LIMITED**  
**HELD ON 25<sup>TH</sup> SEPTEMBER 2019**

# JAJODIA AND ASSOCIATES

OFFICE NO. 30, LAXMI NIWAS, 2ND PANJRAPOLE LANE, C.P. TANK, MUMBAI - 400 004.  
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## Report of the Scrutinizers

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) and 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

Of 20<sup>th</sup> Annual General Meeting of the Equity Shareholders of Innovators Facade Systems Limited held on Wednesday, 25<sup>th</sup> September, 2019 AT 11.00 A.M. at 204, B-65, Sector no. 1, Shanti Nagar, Mira Road (East), Thane 401 107

Dear Sir,

I, Priti Jajodia of Jajodia and Associates, Practicing Company Secretaries, Mumbai appointed as Scrutinizer for the purpose of Scrutinizing both remote e-voting and Physical Voting by Ballot papers under the provisions of Section 108 of the Companies Act, 2013 read with rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and voting by use of ballot at the venue of the Annual General Meeting on the resolutions contained in the Notice calling the 20<sup>th</sup> Annual General Meeting of the Innovators Facade Systems Limited (CIN: U45200MH1999PLC120229) ("the Company") held on, Wednesday, 25<sup>th</sup> September, 2019 at 11.00 a.m. at 204, B-65, Sector no. 1, Shanti Nagar, Mira Road (East), Thane 401 107 submit my report as under:

- a) The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to remote E-Voting and voting by using ballots by the shareholders on the resolutions proposed in the Notice calling the 20<sup>th</sup> Annual General Meeting of the Company is the responsibility of the management. Our responsibility as scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner, and render a consolidated scrutinizer's report on the voting to the chairman on the resolutions based on the reports generated from the electronic voting system by the **Link Intime India Private Limited (LIPL)** for voting by use of ballots at the meeting.
- b) The remote e-voting concluded on 24<sup>th</sup> September, 2019 at 5.00 p.m.
- c) At the 20<sup>th</sup> Annual General Meeting of the Company held on 25<sup>th</sup> September 2019, the Chairman at the end of the discussions on the resolution(s) announced the voting by use of ballots to facilitate the members present in the meeting who could not participate in the remote e-voting to record their votes.
- d) We have issued scrutinizer's report separately on the remote e-voting and voting by use of ballots at the meeting and I hereby submit a consolidated scrutinizer's report pursuant to rule 20 (4) (xii) on the resolutions contained in the Notice of the 20<sup>th</sup> Annual General Meeting.



- e) There were no votes casted by poll in the Annual General meeting of the Company and therefore the requirement of unblocked of Ballot Box was not required to be carried out on 25<sup>th</sup> September, 2019 (after the conclusion of the meeting) and same is being 2 witnesses, namely Mr. Nishant Bajaj and Ms. Richa Patel Both of them are not in the employment of the Company.



Mr. Nishant Bajaj



Ms. Richa Patel

- f) The Consolidated result of the votes cast by Remote E-voting and by poll is provided as under:

**A. RESOLUTION NO. 1- ORDINARY RESOLUTION:**

To receive, consider, approve and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019, the Reports of the Board of Directors and Auditors thereon.

**(I) Voted in favour of the resolution:**

Particulars of Voting	Number of members voted	Number of votes cast by them	% total number of valid votes cast
Remote E-voting	09	11674750	99.96
Voting by poll at the AGM Venue	00	0	0
<b>Total</b>	<b>09</b>	<b>11674750</b>	<b>99.96</b>

**(II) Voted against the resolution:**

Particulars of Voting	Number of members voted	Number of votes cast by them	% total number of valid votes cast
Remote E-voting	01	4800	0.04
Voting by poll at the AGM Venue	00	0	0
<b>Total</b>	<b>01</b>	<b>4800</b>	<b>0.04</b>





(I) Invalid Votes:

Particulars of Voting	Number of members voted	Number of votes cast by them	% total number of Invalid votes cast
Remote E-voting	00	00	00
Voting by poll at the AGM Venue	00	00	00
Total	00	00	00

**B. RESOLUTION NO. 2: ORDINARY RESOLUTION**

To appoint a Director in place of Mr. Shivchand Sharma (DIN: 00298265), who retires by rotation and, being eligible, seeks re-appointment.

(I) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% total number of valid votes cast
Remote E-voting	09	11674750	99.96
Voting by poll at the AGM Venue	00	0	0
Total	09	11674750	99.96

(II) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% total number of valid votes cast
Remote E-voting	01	4800	0.04
Voting by poll at the AGM Venue	00	0	0
Total	01	4800	0.04

(III) Invalid Votes:

Particulars of Voting	Number of members voted	Number of votes cast by them	% total number of Invalid votes cast
Remote E-voting	00	00	00
Voting by poll at the AGM Venue	00	00	00
Total	00	00	00





**C.RESOLUTION NO. 3: ORDINARY RESOLUTION****Ratification of Remuneration to Cost Auditor****(I) Voted in favour of the resolution:**

Particulars of Voting	Number of members voted	Number of votes cast by them	% total number of valid votes cast
Remote E-voting	09	11674750	99.96
Voting by poll at the AGM Venue	00	0	0
<b>Total</b>	<b>09</b>	<b>11674750</b>	<b>99.96</b>

**(II) Voted against the resolution:**

Particulars of Voting	Number of members voted	Number of votes cast by them	% total number of valid votes cast
Remote E-voting	01	4800	0.04
Voting by poll at the AGM Venue	00	0	0
<b>Total</b>	<b>01</b>	<b>4800</b>	<b>0.04</b>

**(III) Invalid Votes:**

Particulars of Voting	Number of members voted	Number of votes cast by them	% total number of Invalid votes cast
Remote E-voting	00	00	00
Voting by poll at the AGM Venue	00	00	00
<b>Total</b>	<b>00</b>	<b>00</b>	<b>00</b>

Based on the foregoing, the Resolution No.(s) 1 to 3 as stated in the Notice dated 20<sup>th</sup> August 2019 of the Annual General Meeting held on 25<sup>th</sup> September 2019 shall be deemed to be passed with the requisite majority.



All the relevant records of Voting in under my safe custody until the Chairman considers, approves and signs the same shall be handed over thereafter to the Chairman or the Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,

For Jajodia and Associates



Priti Nikhil Jajodia  
Practicing Company Secretary  
M. No.: 36944  
COP No.: 19900



Place: Mumbai

Date: 25<sup>th</sup> September 2019

Countersigned By:

For innovators facade systems limited



Nitin Vinayak Kore  
Company Secretary

Place: Mumbai

Date: 25<sup>th</sup> September, 2019