

**POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013 read with the (Companies Management and Administration) Rules, 2014, each as amended.]

NOTICE is hereby given that pursuant to Section 108, 110 of the Companies Act, 2013 (“the Act”), read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), the Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, 9/2023 dated September 25, 2023 and latest being General Circular No.09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, of the Act, rules, regulations, circular and notification (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the resolutions as set out hereunder are proposed for approval of the Members of Innovators Façade Systems Limited (“the Company” or “IFSL”) as Special and Ordinary Resolutions, by way of Postal Ballot only through remote e-voting i.e. voting through electronic means (“Remote e-Voting”):

- 1) Re-appointment of Mr. Subhash Chand Gupta (DIN: 08649898) as a Non-Executive Independent Director of the Company with effect from 15<sup>th</sup> January, 2025.(Special Resolution)
- 2) Approval of material Related Party Transaction(s) between the Company with Innovators Contracting Works Private Limited (ICWPL) [identified as an associates of the wholly owned subsidiary company named Innovators Engineering Works Private Limited] u/s. 188 of the Companies Act, 2013 and rules made thereunder.(Ordinary Resolution)
- 3) Approval of material Related Party Transaction(s) between the Company with Innovators Building Products Private Limited (IBPPL) u/s. 188 of the Companies Act, 2013 and rules made thereunder. (Ordinary Resolution)
- 4) Approval of material Related Party Transaction(s) between the company with Cleantech Engineering Private Limited (CEPL) u/s. 188 of the Companies Act, 2013 and rules made thereunder. (Ordinary Resolution)

The Explanatory Statement pertaining to the said resolutions setting out the material facts and related particulars is annexed hereto.



In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations (iii) the SS-2 and (iv) MCA Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically.

For this purpose, the Company has engaged the services of MUFG Intime India Pvt. Ltd (Formerly known as Link Intime India Pvt. Ltd. ("RTA")) as the agency to provide Remote e-Voting facility. The instructions for Remote e-Voting forms part of this Postal Ballot Notice.

The Postal Ballot Notice will also be placed on the website of the Company ([www.innovators.in](http://www.innovators.in)) and on the website of RTA ([www.in.mpms.mufg.com](http://www.in.mpms.mufg.com))

The Postal Ballot Notice is being sent only by electronic mode, to those Members whose email addresses are registered with the Company/ Depositories/RTA, in accordance with the aforesaid MCA and SEBI Circular. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot process.

The communication of the assent or dissent of the Members would take place only through the Remote e-Voting system. Eligible Member, whose e-mail address is not registered with the Company/Depositories/RTA, are requested to follow the process provided in the Notes to receive this Postal Ballot Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than 05:00 p.m. (IST) on **Monday, 31<sup>st</sup> March, 2025**. Remote e-Voting will be blocked by RTA immediately thereafter and will not be allowed beyond the said date and time.

The Company has appointed Ms. Priti Nikhil Jajodia of Jajodia & Associates, Practicing Company Secretary (ACS: 36944 & COP No. 19900), as Scrutinizer as authorized by the Board at its meeting held on **27<sup>th</sup> February, 2025**, for conducting the Postal Ballot through Remote e-Voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company, or any person authorized by the Chairman. The results of the voting conducted through Postal Ballot (through the Remote e-Voting process) along with the Scrutinizer's Report will be announced by the Chairman or such person as authorized, within 2 working days from the conclusion



of e-voting. The same will be displayed on the website of the Company: [www.innovators.in](http://www.innovators.in) the website of RTA: [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com) and also shall be communicated to BSE Limited ("BSE"), where the Company's equity shares are listed and be made available on their respective websites. The Company will also display the results of the Postal Ballot at its Registered Office.

## SPECIAL BUSINESS:

### 1. To Re-appointment Mr. Subhash Chand Gupta (DIN: 08649898) as a Non-Executive Independent Director of the Company with effect from 15<sup>th</sup> January, 2025:

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 Sections 149, 152, and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the re-appointment of Mr. Subhash Chand Gupta (DIN: 08649898), who was appointed as an Independent Director on 16<sup>th</sup> January, 2020, and who holds office up to 15<sup>th</sup> January, 2025, and has submitted a declaration confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for the second term of five years commencing from 15<sup>th</sup> January, 2025 up to 15<sup>th</sup> January, 2030, be and is hereby approved.

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary of the Company, be and are hereby authorized severally to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."



**2. To approve material Related Party Transaction(s) between the Company with Innovators Contracting Works Private Limited (ICWPL) [identified as an associate of the wholly owned subsidiary company named Innovators Engineering Works Private Limited] u/s. 188 of the Companies Act, 2013 and rules made thereunder:**

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 sec 188 of the Companies Act 2013, section 2(76), and other applicable provisions of the Companies Act, 2013 ('the Act,) read with the Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force], applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/ or permission(s), as may be required and based on the recommendation of the Audit committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include the Audit committee or any other committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for the Material Related Party Transaction(s)/ Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory statement annexed herewith, of the Company with Innovators Contracting Works Private Limited ('ICWPL'), an Associate of Innovators Engineering Works Private Limited, the Wholly Owned Subsidiary (WOS) of the Company and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and ICWPL, for an aggregate value of not exceeding ₹. 90 crore during the financial year 2025-26, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is/are carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking



necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respects.”

**3. To approve material Related Party Transaction(s) between the Company with Innovators Building Products Private Limited (IBPPL) u/s. 188 of the Companies Act, 2013 and rules made thereunder:**

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 sec 188 of the Companies Act 2013, section 2(76), and other applicable provisions of the Companies Act, 2013 ('the Act,) read with the rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force], applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/ or permission(s), as may be required and based on the recommendation of the Audit committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as the “Board”, which term shall be deemed to include the Audit committee or any other committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for the Material Related Party Transaction(s)/ Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory statement annexed herewith, of the Company with Innovators Building Products Private Limited ('IBPPL'), a 'Related Party' falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, on such terms and conditions as may be mutually agreed between the Company and IBPPL, for an aggregate



value of not exceeding ₹. 5 crore during the financial year 2025-26, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is/are carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respects.”

4. **To approve material Related Party Transaction(s) between the Company with Cleantech Engineering Private Limited (CEPL) u/s. 188 of the Companies Act, 2013 and rules made thereunder:**

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 sec 188 of the Companies Act 2013, section 2(76), and other applicable provisions of the Companies Act, 2013 ('the Act,) read with the Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force], applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/ or permission(s), as may be required and based on the recommendation of the Audit committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as the “Board”, which term shall be deemed to include the Audit committee or any other committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) for the Material Related Party Transaction(s)/ Contract(s)



/ Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory statement annexed herewith, of the Company with Cleantech Engineering Private Limited ('CEPL'), a 'Related Party' falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1) (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, on such terms and conditions as may be mutually agreed between the Company and CEPL, for an aggregate value of not exceeding ₹. 25 crore during the financial year 2025-26, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is/are carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respects.”



## NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the rules setting out the material facts and reasons for the proposed resolutions of the Postal Ballot Notice is appended herein below for your consideration.
2. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide Remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 17 hereunder.
3. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / Depositories as at close of business hours on **Friday, 21<sup>st</sup> February, 2025** (i.e. Cut-off date), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date and will be sent to those member who will register their e-mail address in accordance with the process outlined in this Notice. For Members who have not registered their e-mail IDs, are requested to approach the concerned depository/ depository participant to update their email addresses.
4. As per the MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through Remote e-Voting only. The Company has engaged the services of RTA to provide Remote e-Voting facility to its members.
5. A copy of the Postal Ballot Notice is available on the website of the Company at [www.innovators.in](http://www.innovators.in) , website of the stock exchanges, i.e. BSE Limited and on the website of our e-Voting agency i.e. RTA e-Voting website at [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com)
6. All documents referred to in the Postal Ballot Notice will also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the voting period. Members seeking to inspect such





documents can send an e-mail to [investors@innovators.in](mailto:investors@innovators.in) from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID.

7. After sending the Notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Marathi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company's website: [www.innovators.in](http://www.innovators.in)
8. The voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members **as on close of business hours on Friday, 21<sup>st</sup> February, 2025**, i.e. the Cut-off date. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of Remote e-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the Remote e-Voting process. Any person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only. A Member cannot exercise his vote by proxy on Postal Ballot.
9. Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Postal Ballot Notice.
10. The Remote e-Voting will commence on **Saturday, 01<sup>st</sup> March, 2025**, at 09:00 a.m. IST and will end on **Monday, 31<sup>st</sup> March, 2025** at 5:00 p.m. IST. Remote e-Voting will be blocked by RTA immediately thereafter and will not be allowed beyond the said date and time.
11. Members are requested to cast their vote through the Remote e-Voting process not later than 5:00 p.m. IST on Monday, 31<sup>st</sup> March, 2025, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. Once the votes on the Resolutions are casted by the Members, the Members shall not be allowed to change these subsequently.
12. The Company has appointed Ms. Priti Nikhil Jajodia of Jajodia & Associates, Practicing Company Secretary (ACS: 36944 & COP No. 19900), as Scrutinizer, to scrutinize the Postal Ballot through Remote e-Voting process in a fair and transparent manner. She has communicated her willingness for such appointment and will be available for the same.



13. The Scrutinizer will submit her report to the Chairman, or any person authorized by the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the Remote E-voting process will be announced by the Chairman, or such person as authorized, within 2 working days from the conclusion of the e-voting. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.
14. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.innovators.in](http://www.innovators.in) and on the website of RTA [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com) immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchange, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
15. The Resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on Monday, 31<sup>st</sup> March, 2025, i.e. the last date specified for receipt of votes through the Remote e-Voting process.
16. Process for those members whose e-mail ids are not registered with the Depositories/the Company/RTA for procuring user id and password and registration of e-mail ids for e-voting for the resolution set out in this Postal Ballot Notice:

#### 17. REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access e-Voting facility.*

Login method for Individual shareholders holding securities in demat mode is given below:

#### **Individual Shareholders holding securities in demat mode with NSDL**

#### **METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility**

**Shareholders who have registered for NSDL IDeAS facility:**



- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

#### **Shareholders who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL**

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **Individual Shareholders holding securities in demat mode with CDSL**

#### **METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility**

#### **Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password



- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- a) To register, visit URL:  
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/>  
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration/>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.



## Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

### Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

**A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

**B. PAN:**

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:**

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

*\*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- ❖ Set the password of your choice  
(The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

### Shareholders who have registered for INSTAVOTE facility:

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code



- D. Click "Submit"
  
- d) Cast your vote electronically:
  - A. After successful login, you will be able to see the "Notification for e-voting".
  - B. Select 'View' icon.
  - C. E-voting page will appear.
  - D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
  - E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.  
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

## Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

### STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

### STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section
- c) Map the Investor with the following details:
  - A. 'Investor ID' –
    - i.NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e.*, *IN00000012345678*
    - ii.CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - B. 'Investor's Name' - Enter Investor's Name as updated with DP.
  - C. 'Investor PAN' - Enter your 10-digit PAN.
  - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

*\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".



### STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **“Votes Entry”** tab under the Menu section.
- c) Enter the **“Event No.”** for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under **“On-going Events”**.
- d) Enter **“16-digit Demat Account No.”** for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e. Favour / Against, click on 'Submit'.  
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

**OR**

#### METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the **“Notification for e-voting”**.
- c) Select **“View”** icon for **“Company’s Name / Event number”**.
- d) E-voting page will appear.
- e) Download sample vote file from **“Download Sample Vote File”** tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **“Upload Vote File”** option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### Helpdesk:

**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.



## Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
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 : 022 - 4886 7000
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 toll free no. 1800 22 55 33

## Forgot Password:

### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

### User ID:

*NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.*

*CDSL demat account – User ID is 16 Digit Beneficiary ID.*

*Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.*

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"





- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**By Order of the Board of Directors**

**INNOVATORS FAÇADE SYSTEMS LIMITED**

**SD/-**

**VEDASHRI CHAUDHARI**

**COMPANY SECRETARY & COMPLIANCE OFFICER**

**Mem. No. A55742**

**Date: 27<sup>th</sup> February, 2025**

**Place: Thane**



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the businesses mentioned under Resolution no. 1 to 4 of the accompanying Notice.

### Item No. 1

Re-appointment of Mr. Subhash Chand Gupta (DIN: 08649898) as a Non-Executive Independent Director of the Company with effect from 15<sup>th</sup> January, 2025.

Mr. Subhash Chand Gupta was appointed as a Non-Executive Independent Director on 21<sup>st</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2020, for a period of 5 years, effective from 16<sup>th</sup> January, 2020, until 15<sup>th</sup> January, 2025. He is eligible for re-appointment for a second term of 5 years, starting from 15<sup>th</sup> January, 2025, until 15<sup>th</sup> January, 2030.

Following the performance evaluation of Mr. Subhash Chand Gupta and considering the significant contributions made by his during his tenure as an Independent Director, as well as the belief that his continued association would be beneficial to the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), recommended the re-appointment of Mr. Subhash Chand Gupta as a Non-Executive Independent Director of the Company for a second term of five years, from 15<sup>th</sup> January, 2025, until 15<sup>th</sup> January, 2030, subject to the approval of the Members. Mr. Subhash Chand Gupta abstained from discussion and voting on the matter concerning his appointment during the meetings of NRC as well as the Board of Directors.

The profile and specific areas of expertise of Mr. Subhash Chand Gupta are provided as an Annexure to this Notice.

Mr. Subhash Chand Gupta has provided a declaration to the Board, stating that he continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). He also affirmed that he is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent for such re-appointment. In the opinion of the Board, Mr. Subhash Chand Gupta is a person of integrity, possesses the relevant expertise/experience, and fulfils the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director,



and he is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Mr. Subhash Chand Gupta has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Furthermore, a declaration has been received from Mr. Subhash Chand Gupta that he has not been debarred from holding the office of a Director by virtue of any order passed by SEBI or any other such authority. Mr. Subhash Chand Gupta has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Considering his experience, the Board deems it desirable and in the interest of the Company to continue Mr. Subhash Chand Gupta on the Board and accordingly recommends the re-appointment of Mr. Subhash Chand Gupta as an Independent Director for a second term of 5 years, as proposed in Resolution no. 1 for approval by the Members as a Special Resolution.

Except for Mr. Subhash Chand Gupta and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

## Item No. 2

Details of the proposed RPTs of the Company with Innovators Contracting Works Private Limited ('ICWPL'), identified as associates of wholly owned subsidiary Company named Innovators Engineering Works Private Limited, including the information required to be disclosed as part of the Explanatory Statement pursuant to sec 188 of the Companies Act, 2013 and other applicable provisions if any, are as follows:

Sr. No.	Description	Details of proposed RPTs between the Company and ICWPL
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs:	
a.	Name of the Related Party and its relationship with the	ICWPL is a private associate company of IEWPL, the WOS of the Company and consequently, a related party of the Company.

	Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	The Company avails sub-contracting services for production and installation of façade & other façade related products of the company at a price negotiated between the Company & ICWPL. Also the company supplies the products of Clean room panel and fire doors to ICWPL at a price negotiated between the Company & ICWPL. The rent for the adjoining land area along with structure at Wada Factory taken on Lease in terms of Lease Deed entered between the parties. The rent for office premises in Delhi North region of the Company taken on lease.
b.	Type, material terms, tenure, monetary value and particulars of the proposed RPTs	The Company has proposed to undertake RPTs with ICWPL. The RPTs involve purchase & sale of goods / raw materials and availing of services including rent of leased premises during FY 2025-26 for an estimated total value not exceeding ₹ 90 crore.
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	41.83 %
2.	Justification for the proposed RPTs	<p>One of the important objectives of the Company is to meet the business requirements and use the expertise of manufacturing and installation of system façade &amp; project execution.</p> <p>In light of above and other commercial factors, aforementioned transactions are undertaken, which will help both the companies to smoothen business operations and also ensure a consistent flow of desired quality and quantity of materials for smooth project execution &amp; uninterrupted operations.</p>



3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.	
a.	Details of the source of funds in connection with the proposed transaction	Not applicable
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness - Cost of funds and - Tenure	Not applicable
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not applicable
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The pricing mechanism followed for proposed RPTs shall be based on Arm's Length Principle as applicable.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship	None, except Mr. Rohit Sharma and Mrs. Koshangi Sharma, the relatives of the Chairman & Managing Director Mr. Radheshyam Sharma, are interested as Directors & Shareholders of the ICWPL.



6.	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
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None of the other Directors, KMPs and/ or their respective relatives except disclosed above is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 2 of the Notice.

### Item No.3

Details of the proposed RPTs of the Company with Innovators Building Products Private Limited ('IBPPL'), including the information required to be disclosed as a part of the Explanatory Statement pursuant to sec 188 of the Companies Act, 2013 and other applicable provisions if any, are as follows:

Sr. No.	Description	Details of proposed RPTs between the Company and IBPPL.
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs:	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	IBPPL is a private company and a related party falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.  The Company supplies the products of window and other allied products at a price negotiated between the Company and IBPPL. Also the Company has taken on rent thee adjoining land along with structure situated at Wada factory in terms of lease agreement entered into between the Company & IBPPL
b.	Type, material terms, tenure, monetary value and particulars of the proposed RPTs	The Company has proposed to undertake RPTs with IBPPL. The RPTs involve purchase & sale of goods / raw materials and availing of services



		including rent during FY 2025-26 for an estimated total value not exceeding ₹ 5 crore.
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	2.32 %
2.	Justification for the proposed RPTs	<p>One of the important objectives of the Company is to meet the business requirements and use the expertise of manufacturing and installation of system façade &amp; project execution.</p> <p>In light of above and other commercial factors, aforementioned transactions are undertaken, which will help both the companies to smoothen business operations and also ensure a consistent flow of desired quality and quantity of materials for smooth project execution &amp; uninterrupted operations.</p>
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.	
a.	Details of the source of funds in connection with the proposed transaction	Not applicable
b.	<p>Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:</p> <ul style="list-style-type: none"> <li>- Nature of indebtedness</li> <li>- Cost of funds and</li> <li>- Tenure</li> </ul>	Not applicable
c.	Applicable terms, including covenants, tenure, interest rate	Not applicable



	and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The pricing mechanism followed for proposed RPTs shall be based on Arm's Length Principle as applicable.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship	None, except Mr. Rohit Sharma and Ms. Vedika Sharma, the relatives of the Chairman & Managing Director Mr. Radheshyam Sharma, are interested as Directors & Shareholders of the IBPPL.
6.	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the other Directors, KMPs and/ or their respective relatives except disclosed above is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 3 of the Notice.





## Item No. 4

Details of the proposed RPTs of the Company with Cleantech Engineering Private Limited ('CEPL'), including the information required to be disclosed as a part of the Explanatory Statement pursuant to sec 188 of the Companies Act, 2013 and other applicable provisions if any, are as follows:

Sr. No.	Description	Details of proposed RPTs between the Company and CEPL
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs:	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	CEPL is a private company and a related party falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations. The company supplies the products of Clean room panel and fire doors to CEPL at a price negotiated between the Company & CEPL.
b.	Type, material terms, tenure, monetary value and particulars of the proposed RPTs	The Company has proposed to undertake RPTs with CEPL. The RPTs involve purchase & sale of goods / raw materials and availing of services during FY 2025-26 for an estimated total value not exceeding ₹ 25 crore.
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	11.62 %
2.	Justification for the proposed RPTs	One of the important objectives of the Company is to meet the business requirements and use the expertise of manufacturing and installation of system façade & project execution. In light of above and other commercial factors, aforementioned transactions are undertaken, which will help both the companies to smoothen

		business operations and also ensure a consistent flow of desired quality and quantity of materials for smooth project execution & uninterrupted operations.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.	
a.	Details of the source of funds in connection with the proposed transaction	Not applicable
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness - Cost of funds and - Tenure	Not applicable
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not applicable
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The pricing mechanism followed for proposed RPTs shall be based on Arm's Length Principle as applicable.
5.	Name of the Director or Key Managerial Personnel ('KMP')	None, except Mrs. Anjana Sharma, Rohit Sharma and Mrs. Koshangi Sharma, the relatives of the



	who is related, if any and the nature of their relationship	Chairman & Managing Director Mr. Radheshyam Sharma, are interested as Directors & Shareholders of the CEPL.
6.	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the other Directors, KMPs and/ or their respective relatives except disclosed above is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 4 of the Notice.

**By Order of the Board of Directors of  
INNOVATORS FAÇADE SYSTEMS LIMITED**

**SD/-**

**VEDASHRI CHAUDHARI**

**COMPANY SECRETARY & COMPLIANCE OFFICER**

**Mem.No.A55742**

**Date: 27<sup>th</sup> February, 2025**

**Place: Thane**



**ANNEXURE TO THE NOTICE**

**Details of Director seeking re-appointment**

Disclosures, as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are as under:

<b>Name of the Director</b>	Mr. Subhash Chand Gupta
<b>DIN</b>	08649898
<b>Designation</b>	Independent Director
<b>Date of Birth</b>	14/12/1965
<b>Age</b>	59 Years
<b>Date of Appointment on current position</b>	15 <sup>th</sup> January, 2025
<b>Nationality</b>	Indian
<b>Qualifications</b>	B. Tech in Civil Engineering
<b>Expertise in specific Functional Areas</b>	30 years of experience in Civil Engineering and Construction
<b>Directorships held in other public companies (excluding foreign companies and Section 8 companies)</b>	NIL
<b>Memberships/ Chairmanships of committees of other public companies (Audit Committee and Stakeholders' Relationship Committee considered)</b>	NIL
<b>Chairman/Member of Committee of other Company</b>	NIL
<b>Shareholding of non-executive directors</b>	NIL
<b>Disclosure of relationships between directors inter-se</b>	NIL
<b>Remuneration last drawn (including sitting fees, if any) for the financial year 2023-24</b>	NIL