

**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 20 and 22 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)** Appointment of Mrs. Gayatri Narendra Sharma (DIN: 07780778) as a Non-Executive Non-Independent Director of the Company with effect from 27<sup>th</sup> January, 2026. (Special Resolution)
- 2)** Approval of modifications of aggregate limit of the material Related Party Transaction(s) between the Company and 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 the material Related Party Transaction(s) between the Company and Parth Façade Solutions Private Limited (PFSPL) 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 Private Limited [Formerly known as Link Intime India Private Limited. (“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 (<https://instavote.linkintime.co.in>)

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 **Friday, 27<sup>th</sup> February, 2026**. 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> January, 2026**, 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: <https://instavote.linkintime.co.in> 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. Appointment Mrs. Gayatri Narendra Sharma (DIN:07780778) as a Non-Executive Non-Independent Director of the Company with effect from 27<sup>th</sup> January, 2026:**

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 Section 149, 152 Section 161(1) of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, along with all other applicable provisions, sections, and rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), and the applicable Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any thereunder, the consent of the Members of the Company be and is hereby accorded to appoint Mrs. Gayatri Narendra Sharma (DIN:07780778) as Non-Executive Non-Independent Director, who was appointed as an Additional Non-Executive Non-Independent Director of the Company by the Board on the recommendation of Nomination and Remuneration Committee with effect from 27<sup>th</sup> January, 2026 and who shall be liable to retire by rotation, in accordance with the provisions of Companies Act, 2013.

**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 modification of aggregate limit of the material Related Party Transaction(s) between the Company and 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 section 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 modification of aggregate limit of 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, to value not exceeding ₹. 120 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 the material Related Party Transaction(s) between the Company and Parth Façade Solutions Private Limited (PF SPL) 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 section 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 Parth Façade Solutions Private Limited ('PF SPL'), 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 PF SPL, for an aggregate value of not exceeding ₹. 25 crore during the financial year 2026-27, 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, 23<sup>rd</sup> January, 2026** (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 <https://instavote.linkintime.co.in>
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, 23<sup>rd</sup> January, 2026**, 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 **Thursday, 29<sup>th</sup> January, 2026**, at 09:00 a.m. IST and will end on **Friday, 27<sup>th</sup> February, 2026** 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 **Friday, 27<sup>th</sup> February, 2026**, 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 <https://instavote.linkintime.co.in> 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 i.e. BSE Limited, 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 **Friday, 27<sup>th</sup> February, 2026**, 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 Master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 - NSDL OTP based login**



- a) Visit URL: <https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) 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.
- 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 - NSDL IDeAS facility**

### **Shareholders registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Enter IDeAS User ID, Password, Verification Code & Click on “Log-in”
- c) Post 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.

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

- a) To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile No, Verification Code & Click on “Submit”.
- c) Enter the last 4 digit of your bank account/ generate OTP
- d) Post successful registration, user will be provided with Login ID and Password.
- e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



## **METHOD 3 – NSDL e-voting Website.**

- a) Visit URL: <https://www.evoting.nsd.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- d) 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.

- 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.

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

#### **METHOD 1 – CDSL e-voting page**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit 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) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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 – CDSL Easi/ Easiest facility**

##### **Shareholders registered for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or visit URL [www.cdslindia.com](http://www.cdslindia.com). click on “Login” and select “My Easi New (Token)”
- b) Enter Existing username, password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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

##### **Shareholders not registered for CDSL Easi/ Easiest facility:**

- a) To register, visit URL:  
<https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/> /  
<https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).



### 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.

- Login to DP website
- After Successful login, user shall navigate through “e-voting” option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- After successful authentication, click on “MUFG InTime” or “e-voting 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 and vote on InstaVote as under:

#### STEP 1: LOGIN/SIGNUP on InstaVote

##### Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & Click on “Login” under “SHARE HOLDER” tab.
- Enter details as under:
  - User ID: Enter User ID
  - Password: Enter existing Password
  - Enter image Verification (CAPTCHA) Code
  - Click “Submit”

(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No. + Folio no, registered with the Company

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

- Visit URL: <https://instavote.linkintime.co.in> & Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with details as under:
  - User ID: Enter User ID
  - 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.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No. + Folio no, registered with the Company



3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. 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 'point 4' above.
  - Shareholders Holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
  - Shareholders Holding shares in physical form but have not recorded "point 3" and "point 4", shall provide their folio number in "point 4" 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).  
Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

### **STEP 2 – Steps to cast vote for resolution through Instavote**

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. 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.

**NOTE:** Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

**Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

### **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:
  1. ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
  2. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  3. ‘Investor PAN’ - Enter your 10-digit PAN.
  4. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

**NOTE:** 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.

- D. 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 – Steps to cast vote for Resolutions through Instavote

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.”
- 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). After selecting the desired option i.e. Favour/Against, Click on “Submit”.
- f) 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.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

## **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).

**NOTE:** Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at registered email address.

### **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.



- Further Click on **“forgot password?”**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on **“SUBMIT”**.

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
- Further Click on **“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.

**General Instructions - Shareholders**

- ❖ 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/-**

**Nitin Kore**

**Company Secretary & Compliance Officer**

**Mem. No. A37732**

**Date: 27<sup>th</sup> January, 2026**

**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 3 of the accompanying Notice.

.....

**Item No. 1**

**APPOINTMENT OF MRS. GAYATRI NARENDRA SHARMA (DIN: 07780778) AS A NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mrs. Gayatri Narendra Sharma (DIN: 07780778), as an Additional, Non-Executive, Non-Independent Director pursuant to Section 161 of the Companies Act, 2013 with effect from 27<sup>th</sup> January, 2026.

Pursuant to the provisions of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), the aforesaid appointment requires approval of the Shareholders at the next general meeting or within a period of 3 (three) months from the date of appointment, whichever is earlier.

Therefore, approval of the Shareholders is sought for the appointment of Mrs. Gayatri Narendra Sharma as a Non- Executive, Non-Independent Director of the Company, liable to retire by rotation, through Postal Ballot involving e-voting process.

The Company has received a declaration from Mrs. Gayatri Narendra Sharma confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and that no order of Securities and Exchange Board of India (SEBI) or any other such authority has been passed against her debarring her from accessing the capital markets and restraining her from holding the position of a Director in any listed company.

A brief profile / resume of Mrs. Gayatri Narendra Sharma as required in terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards – 2 on “General Meetings” (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is provided as an “**annexure-1**” in this Notice.

Mrs. Gayatri Narendra Sharma is spouse of Mr. Narendra Sharma, North Regional Head of the Company.

None of the other Directors or Key Managerial Personnel or their relatives are in any way, whether financially or otherwise, concerned or interested in the Resolution as set out in Item No. 1.



The Board, therefore, recommends the **Special Resolution** set forth in **Item No. 1** for approval of the Shareholders.

**Item No. 2**

Details of the proposed modification of aggregate limit in RPTs of the Company and 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, and pursuant to the SEBI Master Circular dated November 11, 2024 are as follows:

The Company had obtained members approval by postal ballot through remote e-voting process on 31<sup>st</sup> March, 2025 for ongoing RPTs with ICWPL for 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. Now, the Company is seeking Members approval for modification of above limits for an estimated total value not exceeding ₹. 120 crores for FY 2025-26.

The management has provided the Audit Committee with all the relevant details of this proposed RPT's including material terms, basis of pricing, details of modification of limits and other details as required under applicable laws. Accordingly, Audit Committee at its meeting held on 23<sup>rd</sup> January, 2026, have reviewed all necessary information, and granted approval for modification of maximum limits of RPT's between the Company and ICWPL for FY 2025-26.

Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs:

Sr. No.	Description	Details
1	A summary of information provided by the Management to the Audit Committee	
a	Type, material terms and particulars of contracts or arrangement	The Company avails sub-contracting services for production and installation of façade & other façade related products, undertakes purchase & sale of raw materials / semi-finished goods for further process, at a price negotiated between the Company & ICWPL. Also, the company



		supplies the products of Clean-room panel and fire rated 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.
b	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	ICWPL is a Private Limited Company, and a related party of the Company falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.
c	Tenure of the transaction	FY 2025-26
d	Value of Transaction	Not exceeding ₹ 120 Crore.
e	Percentage of annual consolidated turnover of the Company considering FY 2025 as the immediately preceding financial year	54.21 %
f	If RPT involves a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided	Not Applicable
2	Justification for the transaction	<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</p>



		for smooth project execution & uninterrupted operations.
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity 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	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	Not Applicable
5	Name of the Director or Key Managerial Personnel (KMP) who is related, if any and nature of 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.

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 and Parth Façade Solutions Private Limited ('PF SPL'), including the information required to be disclosed in the Explanatory Statement pursuant to sec 188 of the Companies Act, 2013 and other applicable provisions if any, and pursuant to the SEBI Master Circular dated November 11, 2024 are as follows:

The Company is having ongoing RPT's arrangements with PF SPL in FY 2025-26, however, since the transaction value was not material, no shareholders' approval was necessary. Now, approval of the Members is being sought for Material RPTs for FY 2026-27 based on the anticipated value of transactions.

The management has provided the Audit Committee with all the relevant details of this proposed RPT's including material terms, basis of pricing and other details as required under applicable laws. Accordingly, Audit Committee at its meeting held on 23<sup>rd</sup> January, 2026, have reviewed all necessary information, and granted approval of RPT's between the Company and PF SPL for FY 2026-27.

Sr. No.	Description	Details
1	A summary of information provided by the Management to the Audit Committee	
a	Type, material terms and particulars of contracts or arrangement	The Company proposed to avails sub-contracting services including labour contracting services for production and installation of façade & other



		façade related products at a price negotiated between the Company & PFSPL.
b	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	PFSPL is a Private Limited Company, and a related party of the Company falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.
c	Tenure of the transaction	While there are ongoing arrangements with PFSPL in FY 2025-26, no shareholders' approval was necessary as the transactions were not material.  Approval of the Members is being sought for Material RPTs for FY 2026-27 based on the anticipated value of transactions.
d	Value of Transaction	Not exceeding ₹ 25 Crores
e	Percentage of annual consolidated turnover of the Company considering FY 2025 as the immediately preceding financial year	11.29 %
f	If RPT involves a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided	Not Applicable
2	Justification for the transaction	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 transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity 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	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	Not Applicable
5	Name of the Director or Key Managerial Personnel (KMP) who is related, if any and nature of relationship	None, except Mrs. Priti Sharma, CFO of the Company is a Director and Shareholder of PFSP and Mr. Shivchand Sharma who is relative of Chairman & Managing Director, Mr. Radheshyam Sharma and Whole Time Director, Mr. Raman Sharma are interested as directors of PFSP.



		Mrs. Anjana Sharma, a relative of Chairman & Managing Director Mr. Radheshyam Sharma is a shareholder of PFSP.
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.

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

**SD/-**

**Nitin Kore**

**Company Secretary & Compliance Officer**

**Mem.No.A37732**

**Date: 27<sup>th</sup> January, 2026**

**Place: Thane**



**ANNEXURE-1 TO THE NOTICE**

**Details of Director seeking 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>	Mrs. Gayatri Narendra Sharma
<b>DIN</b>	07780778
<b>Date of Birth</b>	14/12/1981
<b>Age</b>	44 years
<b>Nationality</b>	Indian
<b>Qualification</b>	Bachelor of Commerce and Diploma in IT.
<b>Terms and conditions of appointment or reappointment.</b>	Non-executive Non independent Director, Liable to retire by rotation
<b>Details of remuneration to be paid</b>	Mrs. Gayatri Sharma shall not receive any remuneration or sitting fees from the company.
<b>Brief Profile and Nature of Expertise in specific functional areas/skills and cabalities</b>	Mrs. Gayatri Narendra Sharma is a graduate with Bachelor of Commerce and Diploma in IT. She has experience of more than 15 years in business administration and Project Co-Ordination.
<b>Remuneration last drawn</b>	Last Remuneration drawn as a Director: NIL
<b>Date of First Appointment on the Board</b>	27 <sup>th</sup> January, 2026
<b>Shareholding in the Company</b>	NIL
<b>Relationship with other manager and other Key Directors, Personnel of the Company</b>	Mrs. Gayatri Narendra Sharma is spouse of Mr. Narendra Sharma, North Regional Head of the Company.
<b>The number of Meeting of the Board attended as on the date of notice</b>	Not Applicable
<b>Other Directorships, membership/Chairmanship of Committee of the other Boards</b>	Directorship: 1 Chairperson of Committee :0 Member of Committees :0
<b>Listed Entities from which the Director has resigned in the past 3 years</b>	Nil