



Innovators

Facade Systems Limited

(formerly known as innovators facade systems pvt. ltd.)

Dept of Corporate Services (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Scrip Code: 541353

Dear Sir(s),

Sub: Outcome of the 19th Annual General Meeting (AGM) of the Company

With reference to the above, please note that the 19th Annual General Meeting (AGM) of the Company was held on Friday, 28th September 2018 commenced at 10.30 A.M and concluded 12:00 Noon at GCC Hotel & Club, Phase – I, Gaurav Sankalp, Off Mira Bhayandar Road, Mira Road – (East), Thane – 401107 and the business mentioned in the Notice dated 25th August, 2018 were transacted.

In this regard please find enclosed the following:

1. Summary of proceedings as required under Regulation 30, Para A of Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure - I**.
2. Annual Report for the financial year 2017-18 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

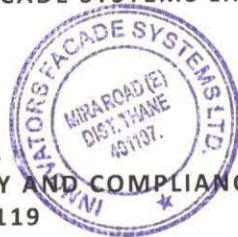
The above said information/documents related to the 19th Annual General Meeting ('AGM') is available on the company's www.innovators.in.

Please take the same on records and acknowledge the receipt.

Thanking You,
Yours Faithfully,

FOR INNOVATORS FACADE SYSTEMS LIMITED

RADHIKA TIBREWALA
COMPANY SECRETARY AND COMPLIANCE OFFICER
Membership No.A48119



Date: 28th September 2018
Place: Thane

Encl: a/a

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

1. Chairman:

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

2. Quorum:

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

3. Chairman's Statement:

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

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

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

4. Auditors Report:

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

5. Consideration of Agenda Items and decision thereon:

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



The image shows a handwritten signature in blue ink that reads "Radheshyam Sharma". To the right of the signature is a circular blue ink stamp. The stamp contains the text "INNOVATORS FACADE SYSTEMS LIMITED" around the perimeter and "MIRA BHAYANDAR ROAD, MIRA ROAD - (EAST), THANE - 401107" in the center. There is also a small star symbol at the bottom of the stamp.



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

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

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

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

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

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

Please take the same on records.

Thanking You,

Yours Faithfully,

FOR INNOVATORS FACADE SYSTEMS LIMITED



RADHIKA TIBREWALA
COMPANY SECRETARY AND COMPLIANCE OFFICER
Membership No.A48119



Date: 28th September 2018
Place: Thane



INNOVATORS FACADE SYSTEMS LIMITED



ANNUAL REPORT 2017-18

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CORPORATE INFORMATION

BOARD OF DIRECTORS

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

REGISTERED OFFICE

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

BANKERS

ORIENTAL BANK OF COMMERCE

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

INDIAN BANK

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

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Radhika Vimal Tibrewala

CHIEF FINANCIAL OFFICER

Mrs. Priti Raman Sharma

FACTORY

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

REGISTRAR & TRANSFER AGENT

LINK INTIME INDIA PRIVATE LIMITED

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

AUDITORS

S G C O & Co. LLP

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

OTHER INFORMATION

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

NOTICE OF 19TH ANNUAL GENERAL MEETING

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

ORDINARY BUSINESS:

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

SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

By order of the Board

Date: August 25, 2018

Place: Thane

Sd/-

Radhika Tibrewala
Company Secretary

Registered Office:

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

NOTES TO NOTICE

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form MGT-11 is sent herewith.

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

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

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

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

13. Voting through electronic means

- In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 19th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Link Intime India Private Limited (LIPL).
- The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- The remote e-voting period commences on Tuesday, 25th September, 2018 (9:00 am) and ends on Thursday, 27th September, 2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date of Friday, 21st September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- The process and manner for remote e-voting are as under:
 1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
 2. Click on "Login" tab, available under 'Shareholders' section.
 3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
 4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
 5. Your Password details are given below:

If you are using e-Voting system of LIPL:
<https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	<p>Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

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

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

• **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

• **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel :022 - 49186000.

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

14. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, 21st September, 2018.
15. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. Friday, 21st September, 2018, may obtain the login ID and password by sending a request at enotices@linkintime.co.in or cs@innovators.in. However, if you are already registered with LIPL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on LIPL: <https://instavote.linkintime.co.in>
16. Ms. Priti Jajodia, Practicing Company Secretary (COP No: 19900), has been appointed as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
17. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

18. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
19. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.innovators.in and on the website of LIPL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
20. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 1.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No. 3

To approve appointment of Mr. Phoolshankar Shrimali (DIN: 03549729) as an Independent Director

The Board of Directors of the Company at its meeting held on February 16, 2018 appointed Mr. Phoolshankar Shrimali pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act") and the Articles of Association of the Company, as Additional Independent Director of the Company with effect from February 16, 2018.

In terms of the provisions of Section 161(1) of the Act, Mr. Phoolshankar Shrimali would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Phoolshankar Shrimali for the office of Director of the Company. Mr. Phoolshankar Shrimali is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter-alia stipulates the criteria of independence should a company propose to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of a Company and he shall not be included in the total number of directors for retirement by rotation.

Mr. Phoolshankar Shrimali has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Phoolshankar Shrimali fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the Management.

Brief Profile of Mr. Phoolshankar Shrimali:

Mr. Phoolshankar Shrimali is a Bachelor of Commerce and Master of Business Administration (Executives) from Mohanlal Sukhadia University, Udaipur. He is on the Board of Directors of Pinak Export Private Limited and possesses a vast experience in field of accountancy and taxation, project management and leadership skills.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Phoolshankar Shrimali as an Independent Director is now being placed before the members in the 19th Annual General Meeting for their approval.

A copy of the draft letter of appointment for Independent Director, setting out the terms and conditions of appointment of Mr. Phoolshankar Shrimali is open for inspection at the Registered Office of the Company on all working days (Monday to Friday) during normal business hours without payment of any fees by the Members.

Mr. Phoolshankar Shrimali is not related to any other Director and Key Managerial Personnel of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Phoolshankar Shrimali and his relatives, are in any way, concerned or interested in the said resolution.

Item No. 4

To approve appointment of Mr. Sunil Deshpande (DIN: 08065585) as an Independent Director

The Board of Directors of the Company at its meeting held on February 16, 2018 appointed Mr. Sunil Deshpande pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act") and the Articles of Association of the Company, as Additional Independent Director of the Company with effect from February 16, 2018.

In terms of the provisions of Section 161(1) of the Act, Mr. Sunil Deshpande would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Sunil Deshpande for the office of Director of the Company.

Mr. Sunil Deshpande is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter-alia stipulates the criteria of independence should a company propose to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of a Company and he shall not

be included in the total number of directors for retirement by rotation.

Mr. Sunil Deshpande has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Sunil Deshpande fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the Management.

Brief Profile of Mr. Sunil Deshpande:

Mr. Sunil Deshpande is a Bachelor of Science from Govindram Seksaria College, Belgaum. He has a vast experience in field of accountancy and taxation.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Sunil Deshpande as an Independent Director is now being placed before the members in the 19th Annual General Meeting for their approval.

A copy of the draft letter of appointment for Independent Director, setting out the terms and conditions of appointment of Mr. Sunil Deshpande is open for inspection at the Registered Office of the Company on all working days (Monday to Friday) during normal business hours without payment of any fees by the Members.

Mr. Sunil Deshpande is not related to any other Director and Key Managerial Personnel of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Sunil Deshpande and his relatives, are in any way, concerned or interested in the said resolution.

Item No. 5

To approve appointment of Mrs. Poonam Bhati (DIN: 08081236) as an Independent Director

The Board of Directors of the Company at its meeting held on March 09, 2018 appointed Mrs. Poonam Bhati pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act") and the Articles of Association of the Company, as Additional Independent Director of the Company with effect from March 09, 2018.

In terms of the provisions of Section 161(1) of the Act, Mrs. Poonam Bhati would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mrs. Poonam Bhati for the office of Director of the Company.

Mrs. Poonam Bhati is not disqualified from being appointed as Director in terms of Section 164 of the

Act and has given his consent to act as a Director.

Section 149 of the Act inter-alia stipulates the criteria of independence should a company propose to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of a Company and he shall not be included in the total number of directors for retirement by rotation.

Mrs. Poonam Bhati has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mrs. Poonam Bhati fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations and she is independent of the Management.

Brief Profile of Mrs. Poonam Bhati:

Mrs. Poonam Bhati holds a degree of Bachelors in Arts from University of Rajasthan. She has a vast experience in field of administration and possess leadership skills.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Poonam Bhati as an Independent Director is now being placed before the members in the 19th Annual General Meeting for their approval.

A copy of the draft letter of appointment for Independent Director, setting out the terms and conditions of appointment of Mrs. Poonam Bhati is open for inspection at the Registered Office of the Company on all working days (Monday to Friday) during normal business hours without payment of any fees by the Members.

Mrs. Poonam Bhati is not related to any other Director and Key Managerial Personnel of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

None of the Directors, Key Managerial Personnel and their relatives, except Mrs. Poonam Bhati and his relatives, are in any way, concerned or interested in the said resolution.

Item no. 6:

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with Companies (Cost Records and Audit) Rules, 2014, the Board of Directors of the Company, on recommendation of the Audit Committee, has approved the appointment of M/s Y R Doshi & Co. (FRN 000003) as Cost Auditors to conduct the audit of cost records of the Company for the financial year ending on 31st March, 2019 at a remuneration of Rs. 30,000/- (Thirty Thousand) plus applicable taxes and reimbursement of out of pocket expenses, if any. The remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company. Accordingly, consent of Members is sought for passing an Ordinary Resolution for

ratification of remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2019 in terms of section 148 of the Companies Act, 2013. The Board of Directors recommends the appointment of Cost Auditors as set out at item no. 6 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relative(s) is, in any way, concerned or interested, financially or otherwise, in the said resolution

By order of the Board

Date: August 25, 2018

Place: Thane

Sd/-
Radhika Tibrewala
Company Secretary

Registered Office:

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

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

Information regarding appointment and re-appointment of Director

The details of director's appointment or re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India is as below:

Particulars	Mr. Shivchand Sharma	Mr. Phoolshankar Shrimali	Mr. Sunil Dashpande	Mrs. Pooam Bhati
DIN	00298265	03549729	08065585	08081236
Date of Birth	07-03-1947	16-09-1966	30-08-1953	15-12-1969
Date of Appointment on current position	08-01-2018	16-02-2018	16-02-2018	09-03-2018
Nationality	Indian	Indian	Indian	Indian
Qualifications	Grade 9	B. Com & MBA	B.Sc	B.A
Expertise in specific Functional Areas	Business Administration & Project Management	Accountancy, Taxation & Project management	Accountancy and Taxation	Business Administration
List of other Companies in which directorship is held as on 31st March, 2018	Parth Facade Solutions Private Limited	Pinak Texport Private Limited	NIL	NIL
Chairman/Member of Committee of other Company	NIL	NIL	NIL	NIL
No. of Shares held in the company	9,00,000	NIL	NIL	NIL

DIRECTORS REPORT

To,
The Members,

Your Directors have pleasure in presenting Nineteenth Annual Report on the operations of the Company together with the Audited Financial Statements for the financial year ended 31st March, 2018.

1. FINANCIAL STATEMENTS & RESULTS:

I. FINANCIAL RESULTS:

The Company's performance for the year ended 31st March, 2018 as compared to the previous financial year, is summarized below:

Particulars	Standalone		Consolidated	
	FY 2017-18	FY 2016-17	FY 2017-18	FY 2016-17
Revenue from Operations	15,417.46	10,023.51	15,417.46	10,023.51
Other Income	100.98	212.45	100.98	212.45
Total Revenue	15,518.44	10,235.96	15,518.44	10,235.96
EBITDA	2,262.44	1,150.14	2,260.85	1,147.68
Finance Cost	871.53	618.84	871.53	618.84
Depreciation	220.88	238.71	220.88	238.71
Profit Before Tax	1,170.02	292.59	1,168.44	290.00
Tax Expense	377.13	248.40	376.54	248.40
Profit After Tax	792.89	44.19	791.90	41.60

II. OPERATIONS:

The Company is engaged in the business of designing, engineering, fabrication, supply and installation of façade systems. There has been no change in the business of the Company during the financial year ended 31st March, 2018.

- The highlights of the Company's performance on standalone basis are as under:
Revenue from Operation in FY18 has increased to Rs. 15,417.46 lakhs from Rs. 10,023.51 lakhs in FY17. EBITDA for Current financial year is Rs. 2,262.44 lakhs (i.e. 14.67 % of Revenue from Operations) as compared to Rs. 1,150.14 lakhs (i.e. 11.47 % of Revenue from Operations) in previous financial year. Profit Before Tax has increased to Rs. 1,170.02 lakhs in FY18 as compared to Rs. 238.71 lakhs in FY17. Profit After Tax has increased to Rs. 792.89 lakhs in FY18 as against Rs. 44.19 lakhs in FY17.
- The highlights of the Company's performance on consolidated basis are as under:
Consolidated Profit After Tax has increased to Rs. 791.90 lakhs in FY18 as against Rs. 41.60 lakhs in FY17.

2. DIVIDEND:

In order to conserve the resources of company the directors are not recommending any dividend for the FY 2017-18.

3. AMOUNT TRANSFERRED TO RESERVES:

The Board hasn't recommended any amount to be transferred to the reserves for the financial year under review.

4. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

There is no unpaid/unclaimed dividend amount lying with the Company, therefore the provisions of Section 125 of the Companies Act, 2013 do not apply.

5. EXTRACT OF ANNUAL RETURN:

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31st March 2018 made under the provisions of Section 92(3) of the Act is attached as "Annexure I" which forms part of this Report.

6. DETAILS OF SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES:

The details of the subsidiaries, joint ventures or associate companies are as mentioned below:

Sr. No.	Name of the Company	Subsidiary/Joint Venture /Associate
1.	M/s. Kapindra Multitrade Private Limited	Subsidiary Company

Further, a statement containing the salient features of the financial statement of subsidiary Company in the prescribed format AOC-1 is appended as "Annexure II" to the Board's report. The statement also provides the details of performance, financial positions of the subsidiary.

7. MATERIAL CHANGES AND COMMITMENTS:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year of the Company i.e. 31st March, 2018 to which these financial statements relate and the date of this report.

8. DETAILS OF INITIAL PUBLIC OFFER (IPO):

After the Balance Sheet date, the company has issued 56,60,800 equity shares of Rs. 10/- each at an issue price of Rs. 72/- each aggregating to Rs. 40.76 crores. The equity shares of the company are listed on BSE SME Stock Exchange with effect from 24th May, 2018.

9. DISCLOSURE OF INTERNAL FINANCIAL CONTROLS:

Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations are in place and has been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

10. PARTICULAR OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

All related party transactions/contracts/arrangements that were entered into by the Company during the financial year under review were on an arm's length basis and in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013. There are no material significant related party transactions made by the company with promoters, directors, KMP and senior management personnel which may have a potential conflict with the interest of the company at large. Also, there are no material transaction with any related party that are required to be disclosed under form AOC-2. The Policy on dealing with Related Party Transactions may be accessed on the Company's website at the link: <http://innovators.in/investors-corner/>

11. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES:

Particulars of loans given, investments made, guarantees given and securities provided as covered under the provisions of Section 186 of the Companies Act, 2013 if any, have been disclosed in the notes to the standalone financial statements forming part of the Annual Report.

12. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

13. DETAILS OF CHANGE IN COMPOSITION OF DIRECTORS OR KEY MANAGERIAL PERSONNEL:

During the financial year following changes were recorded in the composition of Board of Directors of the Company:

NAME OF THE DIRECTORS	POSITION	NATURE OF CHANGE	DATE OF EVENT
Mr. Shivchand Sharma (DIN : 00298265)	Director	Appointment	08/01/2018
Mr. Phoolshankar Shrimali (DIN : 03549729)	Additional, Non-executive Director	Appointment	16/02/2018
Mr. Sunil Deshpande (DIN : 08065585)	Additional, Non-executive Director	Appointment	16/02/2018
Mr. Radheshyam Sharma (DIN:00340865)	Managing Director	Change in Designation	17/02/2018
Mrs. Anjana Sharma (DIN:00360233)	Whole-Time Director	Change in Designation	17/02/2018
Ms. Poonam bhati (DIN : 08081236)	Additional, Non-executive Director	Appointment	09/03/2018

Further, pursuant to the provisions of Section 203 of the Companies Act, 2013 and Rules framed thereunder, following were appointed as Key Managerial Personnel (KMP) of the Company.

NAME OF KMP	DESIGNATION	DATE OF EVEN
Mr. Radheshyam Sharma (DIN:00340865)	Managing Director	17/02/2018
Mrs. Anjana Sharma (DIN:00360233)	Whole-Time Director	17/02/2018
Mrs. Priti Raman Sharma	Chief Financial Officer	16/02/2018
Ms.Radhika Vimal Tibrewala	Company Secretary	09/03/2018

MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The constitution of the Board of Directors is in accordance with Section 149 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Shivchand Sharma (DIN: 00298265) is liable to retire by rotation at the ensuing Annual General Meeting of the Company and being eligible has offered himself for re-appointment.

Necessary resolution for his re-appointment is included in the Notice of 19th AGM for seeking approval of Members. The Directors recommend his re-appointment for your approval.

A brief resume and particulars relating to him is given separately as an annexure to the AGM Notice.

14. SHARE CAPITAL:

The details of Share capital of the Company are as under:

Particulars	As at 31 st March 2018		As at 31 st March 2017	
	Number of Shares	Amount (In Rs.)	Number of Shares	Amount (In Rs.)
(a) Authorised Capital:				
Equity Shares of Rs. 10/- each	2,10,00,000	210,000,000	1,10,00,000	110,000,000
(b) Issued, Subscribed				
Paidup Capital:				
Equity Shares of Rs. 10/- each	13,20,70,08	13,20,70,080	1,02,85,750	102,857,500

NOTE:

During the year, the Company has increased authorised share capital from Rs. 11,00,00,000 (divided into 1,10,00,000 equity shares of face value of Rs.10/- each) to Rs.17,00,00,000 (divided into 1,70,00,000 equity shares of the face value of Rs.10/- each) and further to Rs.21,00,00,000 (divided into 2,10,00,000 equity shares of the face value of Rs.10/- each) vide resolution passed in the extraordinary general meeting of the Company held on 29th January, 2018 and 21st February, 2018 respectively.

During the year, the Company has allotted 13,89,000 equity shares of Rs.10/- each at a premium of Rs.62/- per share under private placement by conversion of their unsecured loan into equity vide resolution passed in the meeting of board of directors of the Company held on 24th February, 2018. Also, the Company has allotted 15,32,258 equity shares of Rs.10/- each at a premium of Rs.52/- per share by way of private placement vide resolution passed in the meeting of board of directors of the Company held on 7th March, 2018.

15. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES:**I. BOARD OF DIRECTORS:**

The composition of the Board as on 31st March, 2018 is in conformity with the provisions of the Companies Act, 2013 and Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations").

The Board of Directors met 18 times during the financial year under review. on 05th May, 2017, 28th June, 2017, 08th August, 2017, 04th September, 2017, 27th October, 2017, 07th November, 2017, 04th January, 2018, 08th January, 2018, 02nd February, 2018, 16th February, 2018, 20th February, 2018, 24th February, 2018, 01st March, 2018, 07th March, 2018, 09th March, 2018, 14th March, 2018, 19th March, 2018 and 21st March, 2018.

COMPOSITION OF THE BOARD:

The Company has a very balanced and diverse Board of Directors, which primarily takes care of the business needs and stakeholders' interest. The Non-executive Directors including Independent Directors on the Board are experienced, competent and highly renowned persons from their respective fields of expertise. They take active part at the Board and Committee Meetings by providing valuable guidance to the Management on various aspects of business, policy direction, governance, compliance etc. and play pivotal role on strategic issues, which enhances the transparency and add value in the decision making process of the Board of Directors.

CATEGORY OF THE DIRECTORS	NUMBER OF DIRECTORS
Executive	1
Executive Woman Director	1
Non-executive	
a) Non-executive Non Independent Director	1
b) Non-executive Independent Director	3
Total	6

Except Mr. Shivchand Sharma who is the father of Mr. Radheshyam Sharma and Mr. Radheshyam Sharma is the husband of Mrs. Anjana Radheshyam Sharma, no other Director is related directly or indirectly to any other Directors of the Company.

II. AUDIT COMMITTEE:

The Board of Directors at their meeting held on 09th March, 2018 have constituted Audit Committee under Section 177(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 read with Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015.

The Audit Committee met once during the financial year under review on 21st March, 2018.

COMPOSITION OF THE AUDIT COMMITTEE:

Composition of Audit Committee is as follows:

SR NO.	NAME	CATEGORY	DESIGNATION
1.	Phoolshankar Murlidhar Shrimali	Non-Executive Independent Director	Chairman
2	Sunil Krishnarao Deshpande	Non-Executive Independent Director	Member
3	Poonam Bhati	Non-Executive Independent Director	Member
4	Radheshyam Sharma	Managing Director	Member

The Members of the Audit Committee are financially literate and have requisite accounting and financial management expertise.

III. NOMINATION AND REMUNERATION COMMITTEE:

The Board of Directors at their meeting held on 09th March, 2018 have constituted the Nomination and Remuneration Committee in Compliance with the provision of Section 178 of the Companies Act, 2013 read with Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015. During the financial year 2017-18, no committee meetings were held.

Composition of Nomination and Remuneration Committee is as follows:

SR NO.	NAME	CATEGORY	DESIGNATION
1.	Phoolshankar Murlidhar Shrimali	Non-Executive Independent Director	Chairman
2	Sunil Krishnarao Deshpande	Non-Executive Independent Director	Member
3	Poonam Bhati	Non-Executive Independent Director	Member
4	Shivchand Sharma	Non-Executive Non - Independent Director	Member

The Company has Nomination and Remuneration policy, which provides the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees in accordance with the provisions of Section 178 of the Companies Act, 2013. The Nomination and Remuneration Policy of the Company is hosted on the Company's Website at:
<http://innovators.in/investors-corner/>

IV. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Board of Directors at their meeting held on 09th March, 2018 have constituted the Stakeholders Relationship Committee in Compliance with the provision of Section 178 of the Companies Act, 2013 read with Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company Secretary acts as the Secretary of the Stakeholders' Relationship Committee. During the financial year 2017-18, no committee meetings were held.

COMPOSITION OF THE STAKEHOLDER RELATIONSHIP COMMITTEE:

Composition of Stakeholder Relationship Committee is as follows:

SR NO.	NAME	CATEGORY	DESIGNATION
1.	Phoolshankar Murlidhar Shrimali	Non-Executive Independent Director	Chairman
2	Sunil Krishnarao Deshpande	Non-Executive Independent Director	Member
3	Poonam Bhati	Non-Executive Independent Director	Member
4	Radheshyam Sharma	Managing Director	Member

V. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Board of Directors at their meeting held on 09th March, 2018 have constituted the Corporate Social Responsibility (CSR) Committee in Compliance with the provision of Section 135 of the Companies Act, 2013 read with applicable Rules. Further, during the year under review, the provisions of Companies Act, 2013 relating to CSR were not applicable to the company.

COMPOSITION OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

Composition of Corporate Social Responsibility Committee is as follows:

SR NO.	NAME	CATEGORY	DESIGNATION
1.	Radheshyam Sharma	Managing Director	Chairman
2.	Anjana Sharma	Whole Time Director	Member
3.	Shivchand Sharma	Non-Executive Non -Independent Director	Member
4	Phoolshankar Murlidhar Shrimali	Non-Executive independent Director	Member

The said Committee has been entrusted with the responsibility of formulating and recommending to the Board, Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities. The CSR policy of the Company is available on the Company's web-site and can be accessed in the link provided herein <http://innovators.in/investors-corner/>

VI. DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

The Company has received and taken on record the declarations received from the Independent Directors of the Company in accordance with the Section 149(6) of the Companies Act, 2013 confirming their independence and pursuant to Regulation 25 of the Listing Regulations.

16. VIGIL MECHANISM POLICY:

The Board of Directors of the Company has, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 established Vigil Mechanism Policy-Whistle Blower Policy for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and/or reports, etc.

The employees of the Company have the right to report their concern or grievance to the Chairman of the Audit Committee. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The Whistle Blower Policy is hosted on the Company's website at: <http://innovators.in/investors-corner/>

17. RISK MANAGEMENT POLICY:

Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty. The Board has adopted a Risk Management Policy for all its business divisions and corporate functions and the same have embraced in the decision making to ease the risk involved. Key business risks and their mitigation are considered in day-to-day working of the Company and also in the annual/strategic business plans and management reviews.

18. ANNUAL EVALUATION OF DIRECTORS, COMMITTEE AND BOARD:

Nomination and Remuneration Committee of the Board has formulated a Performance Evaluation Framework under which evaluation of the performance of Board as a whole, its committees and the individual directors was carried out. The Board subsequently evaluated performance of the Board, the Committees and Independent Directors; without participation of the concerned Director. The Nomination and Remuneration Committee has approved the Policy relating to evaluation of every director's performance. Accordingly, evaluation of all directors was carried out.

19. DETAILS WITH RESPECT TO THE PROGRAMME FOR FAMILIARISATION OF INDEPENDENT DIRECTORS:

The familiarization programme aims to provide Independent Directors with the industry scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant developments so as to enable them to take well informed decisions in a timely manner. The familiarization programme also seeks to update the Directors on the roles, responsibilities, rights and duties under the Act and other statutes.

The details of programme for familiarisation of Independent Directors are put up on the website of the Company at the link: <http://innovators.in/investors-corner/>

20. PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company will be provided on request. In terms of Section 136 of the Act, the Reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars mentioned in Section 197 (12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, which is available for inspection by the members at the Registered Office of the Company during business hour on working days of the Company up to the date of the ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the Company Secretary in advance.

21. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report for the year under review, as required pursuant to the provisions of Schedule V of the SEBI Regulations forms part of this Annual Report.

22. AUDITORS AND REPORTS:

The matters related to Auditors and their Reports are as under:

a. STATUTORY AUDITORS:

At the Annual General Meeting of the Company, M/s. S G C O & Co LLP, Chartered Accountants, Mumbai (Firm Registration Number 112081W/W100184), were appointed as statutory auditors of the Company for a term of five years [i.e., till the conclusion of Annual General Meeting to be held in FY 2021-2022].

Section 139 of the Act has been amended vide the Companies (Amendment) Act, 2017 by the Ministry of Corporate Affairs on May 7, 2018 and has done away with the requirement of seeking ratification of Members for appointment of Auditors at every AGM. Accordingly, no Resolution is being proposed for ratification of appointment of Statutory Auditors at the ensuing AGM. Under Sections 139 and 141 of the Act and Rules framed thereunder confirmed that they are not disqualified from continuing as Statutory Auditors of the Company and furnished a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India as required under Regulation 33 of the Listing Regulations.

b. OBSERVATIONS OF STATUTORY AUDITORS ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH 2018:

The auditor's report for the financial year ended 31st March, 2018 does not contain any qualification, reservation or adverse remark and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

c. FRAUD REPORTING:

During the year under review, there were no instances of fraud falling within the purview of Section 143 (12) of the Companies Act, 2013 and rules made thereunder, by officers or employees reported by the Statutory Auditors of the Company during the course of the audit conducted.

d. SECRETARIAL AUDIT REPORT FOR THE YEAR ENDED 31st MARCH 2018:

The company does not falls under the criteria mentioned in the provisions of Secretarial Audit under section 204 and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Hence, the company is not required to get secretarial audit done for the financial year 2017-18.

23. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are as mentioned below:

a) Conservation of Energy:

Steps taken for conservation	The Company lays great emphasis on saving consumption of energy. Achieving reductions in energy consumption is an ongoing exercise in the Company. Effective measures have been taken to minimize the loss of energy, where ever possible.
Steps taken for utilizing alternate sources of energy	
Capital investment on energy conservation equipment's	

b) Technology Absorption:

Efforts made towards technology absorption	Considering the nature of activities of the Company, there is no requirement with regard to technology absorption.
Benefits derived like product improvement, cost reduction, product development or import substitution	

In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

Details of technology imported	Nil
Year of import	Not Applicable
Whether the technology has been fully absorbed	Not Applicable
If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not Applicable
Expenditure incurred on Research and Development	Nil

c) Foreign Exchange Earnings and Outgo: (Amount in Rs.)

Particulars	FY 2017-18	FY 2016-17
Actual Foreign Exchange earnings	-	-
Actual Foreign Exchange outgo	-	-

24. DEPOSITS:

The Company has not accepted any deposit or unsecured loans from the public within the meaning of Section 73 of the Companies Act, 2013 read with The Companies (Acceptance of deposit by Companies) Rules, 2014.

25. PREVENTION OF INSIDER TRADING:

The Company has adopted a code of conduct for prevention of insider trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Directors and the designated employees have confirmed compliance with the Code.

26. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to provide a safe and conducive work environment to its employees. Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

27. DIRECTORS RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statements in terms of Section 134(5) of the Companies Act, 2013:

- i) That in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- ii) That such accounting policies selected and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit of the Company for that period;
- iii) That proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) That they have prepared the annual accounts on a going concern basis;
- v) That proper internal financial controls have been laid down and that such controls are adequate and are operating effectively.
- vi) That proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

28. GENERAL:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- I. Issue of equity shares with differential rights as to dividend, voting or otherwise.
- II. There is no change in the nature of the business of the company
- III. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.

IV. Neither the Managing Director nor the Whole either the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.

29. ACKNOWLEDGEMENT:

Your Directors take this opportunity to express their grateful appreciation for the excellent assistance and co-operation received from all our Clients, Financial Institutions, Bankers, Business Associates and the Government and other regulatory authorities and thanks all stakeholders for their valuable sustained support and encouragement towards the conduct of the proficient operation of the Company. Your Directors would like to place on record their gratitude to all the employees who have continued their support during the year.

Date : 25th August, 2018

For and on behalf of the Board

Place : Thane

Regd. Office:

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

Sd/-

(Radheshyam Sharma)
Managing Director
DIN: 00340865

Sd/-

(Anjana Sharma)
Director
DIN: 00360233

MANAGEMENT DISCUSSION AND ANALYSIS

1. INDUSTRIAL STRUCTURE AND DEVELOPMENT

Global Facade market was estimated USD 180 billion in the year 2016. Rising real estate developments along with the introduction of advanced materials with higher strength and visually appealing texture are some of the major reason behind the huge development of the market. Facades are those parts of the buildings which comprises both appealing looks and performances. Facades help in temperature management of the buildings owing to which these are popular among the builders and contractors.

The global facades market is expected to reach USD 337.8 billion by 2025, according to a new report by Grand View Research, Inc. It is expected that the façade market will grow rapidly during the foreseen period due to the development of advanced materials with capacities they offer security as well as a visually attractive texture.

At present, the industry is dominated by classic designs with a rigid and elegant appearance and touch, however, it is expected that modern facades with advanced and light materials will show significant growth in the coming years. Advantages such as resistance to adverse weather conditions and detections of unwanted intruders are some of the main causes of the important growth of modern facades during the forecast period.

Indian façade and fenestration industry is directly linked to the construction and real-estate industry's performance. The Indian window and door (all material) market was around Rs.10,000 crore in the year 2012 and Rs.13,000 crore in year 2013-14. As per report by Ken Research, Indian doors and window market is expected to reach over Rs.15,000 crore by FY-2020. The total size of the market of facades in India is estimated at around 80 million square meters per year with the majority share of Glass followed by Stone (granite and marble abundantly available locally and relatively cheaper as well), followed by aluminum composite panels (ACP) and then around 5 percent with new generation materials such as HPL, fibro-cement boards and natural woods such as IPE.

The façade cladding industry in India is undergoing many changes in terms of functionality and performance parameters. Adhering to the strictest parameters of energy and quality and the growth of technological innovations has allowed architects and designers to express their inclinations and ideologies in distinctive and individual ways, much more easily than ever.

2. PERFORMANCE

Your Company has grown exponentially during the current financial year. The key performance indicators for current financial year and previous financial year are as below :

(Rs. In Lakhs)

Particulars	Standalone		Consolidated	
	FY 2017-18	FY 2016-17	FY 2017-18	FY 2016-17
Revenue from Operations	15,417.46	10,023.51	15,417.46	10,023.51
Other Income	100.98	212.45	100.98	212.45
Total Revenue	15,518.44	10,235.96	15,518.44	10,235.96
EBITDA	2,262.44	1,150.14	2,260.85	1,147.68
Finance Cost	871.53	618.84	871.53	618.84
Depreciation	220.88	238.71	220.88	238.71
Profit Before Tax	1,170.02	292.59	1,168.44	290.00
Tax Expense	377.13	248.40	376.54	248.40
Profit After Tax	792.89	44.19	791.90	41.60

Standalone Financial Performance

Revenue from Operation in FY18 has increased to Rs. 15,417.46 lakhs from Rs. 10,023.51 lakhs in FY17. EBITDA for Current financial year is Rs. 2,262.44 lakhs (i.e. 14.67 % of Revenue from Operations) as compared to Rs. 1,150.14 lakhs (i.e. 11.47 % of Revenue from Operations) in previous financial year. Profit Before Tax has increased to Rs. 1,170.02 lakhs in FY18 as compared to Rs. 238.71 lakhs in FY17. Profit After Tax has increased to Rs. 792.89 lakhs in FY18 as against Rs. 44.19 lakhs in FY17.

Consolidated Financial Performance

Consolidated Profit After Tax has increased to Rs. 791.90 lakhs in FY18 as against Rs. 41.60 lakhs in FY17.

3. FUTURE OUTLOOK AND OPPORTUNITIES

The key factor that is expected to boost the façade industry is the need to reduce heating and air conditioning costs and achieve energy efficiency. It is expected that this trend towards cost reduction will generate sustainable products during the forecast period.

The popularity of green buildings requires high transparency glass that allows the passage of light and maintains resistance to heat. It is expected that the forecast period will witness the application of high performance facades, energy saving and solar control that contribute to greater economic benefits and eco-sustainability. This has led to the demand for triple-glazed facades compared to double-glazed structures.

We believe that construction sector shall observe a rapid growth in the coming years on account of changing lifestyle and growth in housing finance facilities. Further we believe that the infrastructure sector in India should also undergo major changes due to government plans and consumer demand. We intend to capitalize on such growth opportunities by supplying products to large construction contractors and sufficing their requirement. We believe that we are well positioned to cater to demand of such sector with our product ranges and competitive pricing structure.

4. RISK AND CONCERNS

The exercise for evaluating the potential risks for the organization is closely monitored by the management. All the identified risks have been classified with respect to their seriousness and probabilities of such risks getting materialized have also been ascertained. In formulating corporate strategies, these risks are duly considered and counter measures are adopted.

Façade industry is capital intensive industry in nature with gestation period that varies from project to project. Due to high dependency of the industry on the real estate sector, there are certain inherent risks in both the internal as well as external environment. Company monitors the external environment & manages the internal environment to mitigate the risks faced by the company.

5. INTERNAL CONTROL SYSTEM & ADEQUACY

System of Internal Controls adopted by management team ensures that all the assets are safeguarded from the loss, damage or disposition. Also, the Audit Committee monitors financial statement to ensure that the transactions are adequately authorized and recorded, and that they are reported correctly.

Management Team available especially for the Company's designing, production and installation activities is highly skilled and experienced, that at every stage from availability of quality of raw materials till the outcome of production, they provide their expertise to such an extent that the Company's products have achieved their due importance in the market and consistently maintained superior quality.

6. HUMAN RESOURCE MANAGEMENT

Your company gives utmost importance to Human Resource. It considers Human Resource as Human Capital and believes in development of Human Resource. Over the years, your company has developed an environment, which fosters excellence in performance by empowering its people, who are always on continuous improvement path with an ultimate aim to add value to their intellectual and knowledge resources. The key focus is to attract, retain and develop talent as a resource through rewards mechanism, performance evaluation and harmonious & constructive working climate. During the year 2017-18, the Company had 191 permanent employees on the payroll.

7. CAUTIONARY STATEMENT

Statement in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, changes in government regulations, tax regimes, economic developments within India and globally and other incidental factors.

Annexure I
FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1)
of the Company (Management & Administration) Rules, 2014.

(I) REGISTRATION & OTHER DETAILS:

i	CIN	U45200MH1999PLC120229
ii	Registration Date	08-06-1999
iii	Name of the Company	Innovators Facade Systems Limited
iv	Category/Sub-category of the Company	Company Limited by Shares / Indian Non-Government Company
v	Address of the Registered office & contact details	204, B-65, Sector No. 1, Shanti Nagar, Mira Nagar (East), Thane 401107 Tel: +91 (22) 28112521, 28100752 Fax: +91 (22) 28131919 E-mail: cs@innovators.in Website:www.innovators.in
vi	Whether listed company	Yes (w.e.f 24th MAY, 2018)
vii	Name , Address & contact details of Registrar & Transfer Agent, if any.	Link Intime India Private Limited C-101, 247 Park, L.B.S Marg, Vikhroli - (West), Mumbai - 400083. Tel: +91 (22) 4918600 Fax: +91 (22) 48196060

(II) PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sl No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Specialized Construction Activities - Demolition and site preparation	431	100%

(III) PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARE HELD	APPLICABLE SECTION
1	Kapindra Multi Trade Private Limited	U51909MH2006PTC16637	Subsidiary Company	100	2(87)(ii)

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian	-	-	-	-	-	-	-	-	-
a) Individual/HUF	-	60,00,000	60,00,000	58.33	-	65,14,524	65,14,524	49.33	-9.01
b) Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	-	42,85,750	42,85,750	41.67	-	51,60,226	51,60,226	39.07	-2.59
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB-TOTAL: (A) (1)	-	1,02,85,750	1,02,85,750	100.00	-	1,16,74,750	1,16,74,750	88.40	-11.60
(2) Foreign									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
Sub Total	-	-	-	-	-	-	-	-	-
SUB-TOTAL: (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	-	1,02,85,750	1,02,85,750	100.00	-	1,16,74,750	1,16,74,750	88.40	-11.60
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB-TOTAL: (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non Institutions									
a) Bodies corporates	-	-	-	-	-	4,03,226	4,03,226	3.05	3.05
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	-	-	-	-	-	-	-	-	-
ii) Individuals shareholder holding nominal share capital in excess of Rs. 1 lakhs	-	-	-	-	-	11,29,032	11,29,032	8.55	8.55
c) Others (specify)	-	-	-	-	-	-	-	-	-
SUB-TOTAL: (B)(2):	-	-	-	-	-	15,32,258	15,32,258	11.60	11.60
Total Public Shareholding (B) = (B)(1)+(B)(2)	-	-	-	-	-	15,32,258	15,32,258	11.60	11.60
C. Shares held by Custodian for GDRs & ADRs									
	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	1,02,85,750	1,02,85,750	100.00	-	1,32,07,008	1,32,07,008	100.00	-

(ii) SHARE HOLDING OF PROMOTERS (INCLUDING PROMOTER GROUP)

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	M/s. Jolly Multitrade Pvt Ltd	42,85,750	41.66	-	45,41,022	34.38	-	-7.28
2	Mr. Radheshyam Sharma	21,00,000	20.42	-	23,80,209	18.02	-	-2.40
3	Mrs. Anjana Sharma	6,00,000	5.83	-	8,34,315	6.32	-	0.49
4	Mr. Shivchand Sharma	9,00,000	8.75	-	9,00,000	6.81	-	-1.94
5	Mrs. Draupadi Sharma	1,80,000	1.75	-	1,80,000	1.36	-	-0.39
6	Mr. Ramam Sharma	18,00,000	17.50	-	18,00,000	13.63	-	-3.87
7	Mr. Rohit Sharma	3,00,000	2.92	-	3,00,000	2.27	-	-0.65
8	Ms. Vedika Sharma	1,20,000	1.17	-	1,20,000	0.91	-	-0.26
9	M/s. Innovators Façade Solutions (Mumbai) Pvt Ltd	-	-	-	6,19,204	4.69	-	4.69
	Total	1,02,85,750	100.00	-	1,16,74,750	88.39	-	-11.61

(iii) CHANGE IN PROMOTERS' & PROMOTERS' GROUP SHAREHOLDING

Sl No.	Name	Share holding at the beginning of the Year		Change in Shareholding*		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	Increase	decrease	No of shares	% of total shares of the company*
1	M/s. Jolly Multitrade Pvt Ltd	42,85,750	41.66	2,55,272	-	45,41,022	34.38
2	Mr. Radheshyam Sharma	21,00,000	20.42	2,80,209	-	23,80,209	18.02
3	Mrs. Anjana Sharma	6,00,000	5.83	2,34,315	-	8,34,315	6.32
4	M/s. Innovators Façade Solutions (Mumbai) Pvt Ltd	-	-	6,19,204	-	6,19,204	4.69

* Change in shareholding in the promoter & promoter group is due to allotment of 13,89,000 equity shares by conversion of unsecured loans on 24th February, 2018. Further, the company has allotted 15,92,258 equity shares for cash to non promoter group through private placement on 7th March, 2018.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sl. No.	Shareholders' Name	Increase or Decrease/ Reasons	No. of Shares	% of total shares of the company	Cumulative share holding during the year	
					No. of shares	% of total shares of the Company
1	Vijay Kedia					
A	At the beginning of the year		0	0	0	0
B	Changes during the year					
	Date: 07th March, 2018	Private Placement	1129032	8.55	1129032	8.55
C	At the end of the year		1129032	8.55	1129032	8.55
2	M/s. Pantomath Fund Managers LLP					
A	At the beginning of the year		0	0	0	0
B	Changes during the year					
	Date: 07th March, 2018	Private Placement	241936	1.83	241936	1.83
C	At the end of the year		241936	1.83	241936	1.83

(35)

3	PANTOMATH SABRIMALA AIF PANTOMATH SABRIMALA SME GROWTH FUND SERIES I					
A	At the beginning of the year		0	0	0	0
B	Changes during the year					
	Date: 07th March, 2018	Private Placement	161290	1.22	161290	1.22
C	At the end of the year		161290	1.22	161290	1.22

(v) Shareholding of Directors & KMP

Sl. No	For Each of the Directors & KMP	Shareholding at the beginning of the year		Change in Shareholding		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	Increase	decrease	No. of shares	% of total shares of the company
1	Mr. Radeshvam Sharma	21,00,000	20.42	2,80,209		23,80,209	18.02
2	Mrs. Anjana Sharma	6,00,000	5.83	2,34,315		8,34,315	6.32
3	Mr. Shivchand Sharma	9,00,000	8.75	-		9,00,000	6.81
4							

V) INDEBTEDNESS				
Indebtedness of the Company including interest outstanding/accrued but not due for payment				
Indebtness at the beginning of the financial year	Secured Loans	Unsecured	Deposits	Total
	excluding deposits	Loans		Indebtedness
i) Principal Amount	32,94,75,921	29,58,53,566		62,53,29,487
ii) Interest due but not paid	-			
iii) Interest accrued but not due	-			
Total (i+ii+iii)	32,94,75,921	29,58,53,566		62,53,29,487
Change in Indebtedness during the financial year				
Additions	3,35,82,633	-		3,35,82,633
Reduction	-	12,16,38,754		12,16,38,754
Net Change	3,35,82,633	(12,16,38,754)		(8,80,56,121)
Indebtedness at the end of the financial year				
i) Principal Amount	36,30,58,554	17,42,14,812		53,72,73,366
ii) Interest due but not paid	-			
iii) Interest accrued but not due	-			
Total (i+ii+iii)	36,30,58,554	17,42,14,812		53,72,73,366

(VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl.No	Particulars of Remuneration	MD	WTD	Manager	Total Amount
1	Gross salary	37,00,000.00	17,50,000.00	-	54,50,000.00
	(a) Salary as per provisions contained in section 17 of the Income Tax. 1961.				
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961				
2	Stock option	-			
3	Sweat Equity	-			
4	Commission				
	as % of profit				
5	Others, please specify				
	Total (A)	37,00,000.00	17,50,000.00	-	54,50,000.00
	Ceiling as per the Act				

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Shivchand Sharma	Phoolshankar Shrimall	Sunil Deshpande	Poonam Bhatl	Total Amount
1	Independent Directors	-	-	-	-	-
	(a) Fee for attending board committee meetings	-	-	-	-	-
	(b) Commission	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	Other Non Executive Directors	-	-	-	-	-
	(a) Fee for attending	-	-	-	-	-
	(b) Commission	-	-	-	-	-
	(c) Others, please specify.	-	-	-	-	-
	Total (2)	-	-	-	-	-
3	Other Executive Directors	-	-	-	-	-
	Total (3)	-	-	-	-	-
	Total (B)=(1+2+3)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act.	-	-	-	-	-

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	CS	CFO	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17 of the Income Tax Act, 1961.		28,500.00	2,10,000.00	
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961		-	-	
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961		-	-	
2	Stock Option		-	-	
3	Sweat Equity		-	-	
4	Commission as % of profit		-	-	
5	Others, please specify		-	-	
	Total		28,500.00	2,10,000.00	

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Annexure II
FORM NO. AOC-I

Statement containing salient features of the financial statement of subsidiaries/ associate companies/joint ventures

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs)

1.	Sl. No.	1
2.	Name of the subsidiary	Kapindra Multi Trade Private Limited
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as of Holding Company
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiary	(In Rupees)
5.	Share capital	38,31,800
6.	Reserves & surplus	18,17,73,757
7.	Total assets	3,06,51,830
8.	Total Liabilities	10,87,273
9.	Investments	15,60,41,000
10.	Turnover	Nil
11.	Profit/Loss before taxation	(1,58,698)
12.	Provision for taxation /Deferred Tax	Nil
13.	Profit/Loss after taxation	(1,58,698)
14.	Proposed Dividend	-
15.	% of shareholding	100%

1. Names of subsidiaries which are yet to commence operations- NIL

2. Names of subsidiaries which have been liquidated or sold during the year- NIL

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:

Name of Associates	-
1. Latest audited Balance Sheet Date	-
2. Shares of Associate/Joint Ventures held by the company on the year end	-
No.	-
Amount of Investment in Associates/Joint Venture	-
Extend of Holding %	-
3. Description of how there is significant influence	-
4. Reason why the associate/joint venture is not consolidated	-
5. Networth attributable to Shareholding as per latest audited Balance Sheet	-
6. Profit / Loss for the year	-
i. Considered in Consolidation	-
i. Not Considered in Consolidation	-

1. Names of associates or joint ventures which are yet to commence operations NIL
2. Names of associates or joint ventures which have been liquidated or sold during the year - NIL

For and on behalf of the board

Date: August 25, 2018

Place: Thane

Registered Office:

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

Sd/-
(Radheshyam Sharma)
Managing Director
DIN: 00340865

Sd/-
(AnjanaSharma)
Whole Time Director
DIN: 00360233

INDEPENDENT AUDITOR'S REPORT

To the Members of Innovators Façade Systems Limited,

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Innovators Façade Systems Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall

presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure "A" statement on the matters specified in the paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer our separate report in Annexure "B";
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note No. 30 (ii) to the standalone financial statements;
 - (ii) As informed to us by the management, the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S G C O & Co. LLP

Chartered Accountants

Firm's Registration No. 112081W/W100184

Suresh Murarka

Partner

Mem. No. 44739

Place : Mumbai

Date : 25th August, 2018

Annexure "A" to the Independent Auditors Report

The Annexure referred to in Paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" in our Independent Auditor's Report to the members of the Company for the year ended 31st March, 2018.

As required by the Companies (Auditors Report) Order, 2016 and according to the information and explanations given to us during the course of the audit and on the basis of such checks of the books and records as were considered appropriate we report that:

- (i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) The Fixed Assets have been physically verified by the management in accordance with a phased programme of verification, which in our opinion is reasonable, considering the size and the nature of its assets. Pursuant to the program certain fixed assets has been verified during the year. The frequency of verification is reasonable and no material discrepancies have been noticed on such physical verification.
- c) According to the information and explanations given to us and on the basis of our examination of records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The inventories have been physically verified by the management during the year at reasonable intervals. The procedures of physical verification of the inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business. No material discrepancies were noticed on physical verification as compared to book records which have been properly dealt with in the books of accounts.
- (iii) During the year, the Company has not granted any loans to the parties covered in the register maintained under Section 189 of the Act. Hence paragraph 3 (iii) (a), (b) and (c) of the said Order are not applicable to the Company.
- (iv) a) In our opinion and according to the information and explanation given to us, since the Company has not granted any loan, the provisions of Section 185 of the Companies Act, 2013 are not applicable.
- b) With regards to investments in Securities made by the company, the company has complied with the provisions of Section 186 of the Companies Act, 2013. Further the company has not granted any loan or given any guarantee or provided any security to any other body corporate under Section 186 of the Act.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has prescribed the maintenance of cost record under Section 148(1) of the Act. We have not reviewed the cost records maintained by the Company but based on the information submitted by the Company we are of the view that such accounts and records have been made and duly maintained.

- (vii) a) Accordingly to the records of the Company, the undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and services tax, duty of Customs, duty of Excise, Value Added Tax, Cess and other statutory dues wherever applicable have regularly been deposited with the appropriate authorities. According to the information and explanations given to us, there are no undisputed amounts payable except Service tax amounting to Rs.12,34,990/- and VAT amounting to Rs.3,33,831/- which have remained outstanding as at 31st March, 2018 for a period more than six months from the date they became payable.
- b) According to the records of the Company Income Tax, Sales Tax, Service Tax, Goods and services tax, Duty of Customs, Duty of Excise and Value Added Tax which have not been deposited on account of any dispute with the relevant authorities are given below:

Name of Statute	Amount (Rs. in lakhs)	Period to which amount relates	Forum where dispute is pending
Sales Tax	9,72,591/-	F.Y.2011-12	Sr. Joint Commissioner (West Bengal Sales Tax)

- (viii) As per the information and explanations given by the management, the Company has not defaulted in repayment of its dues to banks and financial institutions and has not issued debentures.
- (ix) The company did not raise money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the order is not applicable.
- (x) According to the information & explanations given to us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examinations of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197, read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable.
- (xiii) According to the information and explanation given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with provisions of section 177 and 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, during the year the Company has made private placement of equity shares in compliance with section 42 of the Companies Act and rules framed thereunder and also, the amount raised have been used for the purposes for which the funds were raised. The company, however, has not made any preferential allotment or private placement of fully or partly convertible debentures during the year.
- (xv) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with the directors or persons connected with him. Accordingly, paragraph 3 (xv) of the Order is not applicable.
- (xvi) In our opinion and according to the information and explanation given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For S G C O & Co. LLP
Chartered Accountants
Firm's Registration No. 112081W/W100184

Suresh Murarka
Partner
Mem. No. 44739

Place : Mumbai
Date : 25th August, 2018

Annexure "B" to the Independent Auditor's Report of even date on the Standalone financial statements of Innovators Façade Systems Limited for the year ended 31st March 2018.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Innovators Façade Systems Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S G C O & Co. LLP

Chartered Accountants

Firm's Reg. No. 112081W/W100184

Suresh Murarka

Partner

Mem. No. 44739

Place : Mumbai

Date : 25th August, 2018

Innovators Façade Systems Limited
Balance Sheet as at March 31, 2018

(Amount in Rs.)

Particulars	Note Nos	As at March 31, 2018	As at March 31, 2017
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	13,20,70,080	10,28,57,500
Reserves and surplus	3	55,10,89,731	30,92,19,901
		<u>68,31,59,811</u>	<u>41,20,77,401</u>
Non-current liabilities			
Long-term borrowings	4	19,03,42,329	29,91,65,599
Long-term provisions	5	65,42,214	58,43,559
		<u>19,68,84,543</u>	<u>30,50,09,158</u>
Current liabilities			
Short-term borrowings	6	33,80,10,044	31,07,06,691
Trade payables	7		
- Due to Micro, Small and Medium Enterprises		12,32,860	8,25,340
- Due to Other than Micro, Small and Medium Enterprises		23,41,12,862	20,70,65,730
Other current liabilities	8	17,37,84,071	13,34,41,949
Short-term provisions	9	1,91,46,052	1,35,346
		<u>76,62,85,889</u>	<u>65,21,75,056</u>
		<u>1,64,63,30,244</u>	<u>1,36,92,61,615</u>
ASSETS			
Non-current assets			
Fixed assets			
- Tangible assets	10	13,17,22,227	14,66,01,857
Non-current investments	11	38,31,600	38,31,600
Deferred tax assets (Net)	12	51,72,130	34,49,384
Long-term loans and advances	13	2,30,70,583	1,82,55,291
Other non-current assets	14	2,34,45,641	1,75,31,058
		<u>18,72,42,182</u>	<u>18,96,69,190</u>
Current assets			
Inventories	15	34,62,04,874	34,25,25,400
Trade receivables	16	65,23,30,622	37,29,17,447
Unbilled revenue	17	15,60,88,047	23,88,57,754
Cash and cash equivalents	18	10,58,07,714	8,48,18,319
Short-term loans and advances	19	4,16,87,990	2,63,91,144
Other current assets	20	15,69,68,816	11,40,82,361
		<u>1,45,90,88,062</u>	<u>1,17,95,92,425</u>
		<u>1,64,63,30,244</u>	<u>1,36,92,61,615</u>

Significant Accounting Policies

1

See accompanying notes to the financial statements

1 to 37

In terms of our report of even date

For and on behalf of the Board of Directors of
Innovators Façade Systems Limited

For S G C O & Co. LLP

Chartered Accountants

Firm Registration No. 112081W/W100184

Suresh Murarka

Partner

Membership No. 44739

Radheshyam Sharma

Managing Director

DIN: 00340865

Anjana Sharma

Whole Time Director

DIN: 00360233

Priti Sharma

Chief Financial Officer

Radhika Tibrewala

Company Secretary

Mem No. A48119

Place: Mumbai

Date: 25th August, 2018

Innovators Façade Systems Limited
Statement of Profit and Loss for the year ended March 31, 2018

(Amount in Rs.)

Particulars	Note Nos.	Year Ended March 31, 2018	Year Ended March 31, 2017
REVENUE			
Revenue from operations	21	1,54,17,45,926	1,00,23,51,136
Other income	22	1,00,98,384	2,12,44,508
		<u>1,55,18,44,310</u>	<u>1,02,35,95,644</u>
EXPENSES			
Cost of contracts	23	61,78,58,289	52,41,03,723
Purchase of stock in trade	24	51,98,41,396	21,88,13,099
Employee benefits expense	25	12,61,13,792	10,43,95,571
Finance costs	26	8,71,53,249	6,18,84,326
Depreciation	10	2,20,88,490	2,38,70,506
Other expenses	27	6,17,86,729	6,12,68,926
		<u>1,43,48,41,945</u>	<u>99,43,36,151</u>
Profit before tax		11,70,02,365	2,92,59,493
Less: Tax Expenses			
Current tax		4,24,00,000	1,08,30,000
Deferred tax liability / (asset)	12	(17,22,746)	(18,13,074)
Tax of earlier years		(29,63,695)	1,58,23,234
Profit for the year		<u>7,92,88,806</u>	<u>44,19,333</u>
Earnings per equity share:			
(Face value of Rs. 10/- each)	28		
- Basic (Rs.)		7.54	0.43
- Diluted (Rs.)		7.54	0.43

Significant Accounting Policies

1

See accompanying notes to the financial statements 1 to 37

In terms of our report of even date
For S G C O & Co. LLP
Chartered Accountants
Firm Registration No. 112081W/W100184

For and on behalf of the Board of Directors
Innovators Façade Systems Limited

Suresh Murarka
Partner
Membership No. 44739

Radheshyam Sharma
Managing Director
DIN: 00340865

Anjana Sharma
Whole Time Director
DIN: 00360233

Priti Sharma
Chief Financial Officer

Radhika Tibrewala
Company Secretary
Mem No. A48119

Place: Mumbai
Date: 25th August, 2018

Innovators Façade Systems Limited
Cash Flow Statement for the year ended March 31, 2018

(Amount In Rs.)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
A. Cash Flow from Operating Activities		
Net Profit before Tax	11,70,02,365	2,92,59,493
Adjustments for:		
Depreciation on fixed assets	2,20,88,490	2,38,70,506
Liabilities no longer required written back	-	(83,49,969)
Finance Costs	8,71,53,249	6,18,84,326
Profit on Sale of Asset	(1,17,050)	-
Interest income	(54,60,821)	(58,77,867)
Operating Profit before Working Capital changes	22,06,66,234	10,07,86,490
Adjustments for:		
(Increase) / Decrease in Inventories	(36,79,474)	(23,23,66,631)
(Increase) / Decrease in trade receivables	(19,66,43,468)	13,48,07,926
(Increase) / Decrease in short term loans and advances	(1,52,96,846)	(48,55,263)
(Increase) / Decrease in Long term loans given & advances	(33,76,004)	-
(Increase) / Decrease in Other current & Non-current assets	(4,70,11,856)	(98,82,660)
Increase / (Decrease) in trade payables	2,74,54,652	2,89,15,786
Increase / (Decrease) in other current liabilities	4,63,86,053	6,25,58,772
Increase / (Decrease) in provisions	7,18,227	11,10,174
CASH GENERATED FROM OPERATIONS	2,92,17,518	8,10,74,594
Income tax Paid	(2,18,84,461)	1,80,42,443
Net Cash inflow from/ (outflow) from Operating activities	73,33,056	9,91,17,037
B. Cash Flow from Investing Activities		
Purchase of fixed assets	(74,41,810)	(2,28,67,073)
Sale of Fixed Assets	3,50,000	-
(Increase) / Decrease in Fixed Deposits	(5,97,35,587)	86,93,291
Interest received	54,60,821	58,77,867
Net Cash inflow from/ (outflow) from Investing activities	(6,13,66,576)	(82,95,916)
C. Cash Flow from Financing Activities		
Proceeds from borrowings	92,29,757	27,15,292
Finance Cost	(8,71,53,249)	(6,18,84,325)
Proceeds from share capital (including Securities Premium)	9,50,00,000	-
Net Cash inflow from/ (outflow) from Financing activities	1,70,76,507	(5,91,69,032)
Net Increase / (decrease) In cash and cash equivalents (A+B+C)	(3,69,57,010)	3,16,52,088
Add: Opening Cash and Bank Balances		
Cash and Cash Equivalents		
Cash in hand	25,692	2,63,888
Bank balances	26,94,991	2,15,319
Fixed Deposits (original maturity period upto 3 months)	7,26,49,267	4,32,38,655
	7,53,69,950	4,37,17,862
Closing Cash and Bank Balances		
Cash and Cash Equivalents		
Cash in hand	5,12,753	25,692
Bank balances	76,66,305	26,94,991
Fixed Deposits (original maturity period upto 3 months)	3,02,33,882	7,26,49,267
	3,84,12,940	7,53,69,950

Note :

1. Cash Flow Statement have been prepared on Indirect Method as prescribed under Accounting Standard -3 on Cash Flow Statements.
 2. Previous Year figures have been re-grouped and or re-arranged wherever considered necessary.
-

In terms of our report of even date

For S G C O & Co. LLP
Chartered Accountants
Firm Registration No. 112081W/W100184

For and on behalf of the Board of Directors of
Innovators Façade Systems Limited

Suresh Murarka
Partner
Membership No. 44739

Radheshyam Sharma
Managing Director
DIN: 00340865

Anjana Sharma
Whole Time Director
DIN: 00360233

Place: Mumbai
Date: 25th August, 2018

Priti Sharma
Chief Financial Officer

Radhika Tibrewala
Company Secretary
Mem No. A48119

Innovators Facade Systems Limited

Accompanying notes to the financial statements for the year ended March 31, 2018

Note 1 : Significant Accounting Policies:

A Corporate Information:

Innovators Facade Systems Limited ("the Company") is a company domiciled in India and incorporated on 8th June, 1999 under the provisions of Companies Act, 1956. The Company is mainly engaged in the Business of design, engineering, fabrication, supply and installation of facade systems.

B Basis of Accounting:

The Financial Statements have been prepared under the historical cost convention, on an accrual basis of accounting and in accordance with the Generally Accepted Accounting Principles in India and comply with the Accounting Standards specified under section 133 of the Companies Act, 2013 read with Rules 7 of the Companies (Accounts) Rule, 2014.

C Use of Estimates:

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the financial statements and the reported amounts of revenues and expenses during the reporting period. Difference between actual results and estimates are recognized in the periods in which the results are known/ materialize.

D Revenue Recognition:

- i) Revenue from fixed price construction contracts is recognized on the percentage of completion method, measured in proportion of the percentage of cost incurred-to-date to the total estimated contract cost.
- ii) Revenue in respect of sales is recognised on the basis of actual execution of work contracts or as and when work contracts is certified.
- iii) Unbilled Revenue is the part of work executed but not billed on the last day of financial year end due to contractual obligation.
- iv) Interest income is recognized on time proportion basis.

E Fixed Assets:

Fixed Assets are stated at actual cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

F Depreciation & Amortisation:

Depreciation on Fixed Assets has been provided on 'Written Down Value Method' based on the useful life of the assets and in the manner prescribed in the Schedule II of the Companies Act, 2013.

G Investments:

Investments that are intended to be held for more than a year, from the date of acquisition, are classified as long term investment and are carried at cost less any provision for diminution in value other than temporary. Investments other than long term investments being current investments are

Innovators Facade Systems Limited

Accompanying notes to the financial statements for the year ended March 31, 2018

valued at cost or fair value whichever is lower.

H Inventories:

- i) Raw Material are valued at lower of Cost or net realisable value and Stores & Spares are valued at cost.
- ii) Work in Progress and Finished Goods are valued at lower of cost or net realisable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition.

I Foreign Currency Transactions:

- i) The transactions in foreign currencies are stated at the rate of exchange prevailing on the date of transactions.
- ii) The difference on account of fluctuation in the rate of exchange prevailing on the date of transaction and the date of realization is charged to the Statement of Profit and Loss.
- iii) Differences on translations of Current Assets and Current Liabilities remaining unsettled at the year-end are recognized in the Statement of Profit and Loss.
- iv) The premium in respect of forward exchange contract is amortised over the life of the contract. The net gain or loss on account of any exchange difference, cancellation or renewal of such forward exchange contracts is recognised in the Statement of Profit & Loss.

J Accounting for Taxes of Income:

Current Taxes

Provision for current income-tax is recognized in accordance with the provisions of Indian Income-tax Act, 1961 and is made after taking credit for tax allowances, exemptions and disallowances.

Deferred Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantially enacted at the balance sheet date. Deferred tax Assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred Tax Assets are reviewed as at each Balance Sheet date.

Minimum Alternative Tax

Minimum Alternative Tax (MAT) credit is recognised as an assets in accordance with the recommendation contained in the Guidance note issued by the Institute of Chartered Accountants of India. The said assets is created by way of credit to the Statement of Profit and Loss and shown as MAT credit entitlement. The Company review the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

Innovators Facade Systems Limited

Accompanying notes to the financial statements for the year ended March 31, 2018

K Employee Benefits:

- i) Company's contribution to Provident Fund and other Funds for the year is accounted on accrual basis and charged to the Statement of Profit & Loss for the year.
- ii) Retirement benefits in the form of Gratuity are considered as defined benefit obligations and are provided on the basis of the actuarial valuation, using the projected unit credit method as at the date of the Balance Sheet.

L Provisions and Contingent Liabilities:

- i) Provisions are recognized in terms of Accounting Standard 29- "Provisions, Contingent Liabilities and Contingent Assets when there is a present legal or statutory obligation as a result of past events where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.
- ii) Contingent Liabilities are recognized only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or where reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.
- iii) Contingent Liabilities are disclosed by way of notes.

M Impairment of Assets:

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

N Miscellaneous Expenditure:

IPO Expenses are written off against Securities Premium Account. Preliminary expenses are amortised in the year in which they are incurred.

Innovators Façade Systems Limited
Accompanying notes to the financial statements for the year ended March 31, 2018

(Amount in Rs.)

Note 2 : Share capital

a. Details of authorised, issued, subscribed and paid up share capital

Particulars	As at March 31, 2018	As at March 31, 2017
Authorised capital		
2,10,00,000 (P.Y. 1,10,00,000) Equity shares of Rs. 10/- each	21,00,00,000	11,00,00,000
	21,00,00,000	11,00,00,000
Issued, subscribed and paid up capital		
1,32,07,008 (P.Y. 1,02,85,750) Equity shares of Rs. 10/- each	13,20,70,080	10,28,57,500
	13,20,70,080	10,28,57,500

b. Terms & conditions

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. During the year, the Company has increased authorised share capital from Rs. 11,00,00,000 (divided into 1,10,00,000 equity shares of face value of Rs.10/- each) to Rs.17,00,00,000 (divided into 1,70,00,000 equity shares of the face value of Rs.10/- each) and further to Rs.21,00,00,000 (divided into 2,10,00,000 equity shares of the face value of Rs.10/- each) vide resolution passed in the extra-ordinary general meeting of the Company held on 29th January, 2018 and 21st February, 2018 respectively.

d. During the year, the Company has allotted 13,89,000 equity shares of Rs.10/- each at a premium of Rs.62/- per share under private placement by conversion of their unsecured loan into equity vide resolution passed in the meeting of board of directors of the Company held on 24th February, 2018.

e. Also, the Company has allotted 15,32,258 equity shares of Rs.10/- each at a premium of Rs.52/- per share by way of private placement vide resolution passed in the meeting of board of directors of the Company held on 7th March, 2018.

f. Post Balance Sheet Event

Post Balance Sheet date, the Company has issued 56,60,800 equity shares of face value of Rs.10/- each at a premium of Rs.62/- per share total issue size amounting to Rs. 40.76 Crores, through Initial Public Offer (IPO) vide their members approval in the Extra-Ordinary General Meeting of the Company held on 17th February, 2018, pursuant to Section 62(1)(c) and all other applicable provision of Companies Act, 2013, Companies (Prospectus and Allotment of the Securities) Rules, 2014 and in accordance with the provisions of Chapter X(B) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, which was fully subscribed. Consequently, the equity shares of the company has got listed on the SME platform of BSE Limited w.e.f. 24th May, 2018.

Innovators Façade Systems Limited

Accompanying notes to the financial statements for the year ended March 31, 2018

(Amount in Rs.)

g. Shareholders having more than 5% shareholding

Name of Shareholder	As at March 31, 2018		As at March 31, 2017	
	No of Equity shares held	Percentage	No of Equity shares held	Percentage
Jolly Multitrade Private Limited	45,41,022	34.38%	42,85,750	41.67%
Mr.Radheshyam Shivchand Sharma	23,80,209	18.02%	21,00,000	20.42%
Mr.Raman Shivchand Sharma	18,00,000	13.63%	18,00,000	17.50%
Mr.Vijay Kedia	11,29,032	8.55%	-	-
Mr.Shivchand Sharma	9,00,000	6.81%	9,00,000	8.75%
Mrs.Anjana Radheshyam Sharma	8,34,315	6.32%	6,00,000	5.83%

h. Reconciliation of number of shares

Particulars	As at March 31, 2018		As at March 31, 2017	
	Equity Shares		Equity Shares	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the year	1,02,85,750	10,28,57,500	1,02,85,750	10,28,57,500
Add: Shares issued during the period	29,21,258	2,92,12,580	-	-
Shares outstanding at the end of the period	1,32,07,008	13,20,70,080	1,02,85,750	10,28,57,500

Note 3 : Reserves and surplus

Particulars	As at March 31, 2018	As at March 31, 2017
a. Securities premium account		
Opening balance	14,00,43,750	14,00,43,750
Add : Received during the year	16,57,95,433	-
Less: IPO Expenses written off	32,14,409	-
Closing balance	30,26,24,774	14,00,43,750
b. Surplus in the statement of Profit and loss		
Opening balance	16,91,76,151	16,47,56,818
Add : Profit for the year	7,92,88,806	44,19,333
Closing balance	24,84,64,957	16,91,76,151
Total	55,10,89,731	30,92,19,901

Innovators Façade Systems Limited

Accompanying notes to the financial statements for the year ended March 31, 2018

(Amount in Rs.)

Note 4 : Long-term borrowings

Particulars	As at March 31, 2018	As at March 31, 2017
SECURED		
From banks		
Term loans		
- Term Loan - II	-	50,28,079
- Term Loan - III	1,85,66,263	2,64,59,974
	1,85,66,263	3,14,88,053
Less: Current maturities of long term debt	71,42,857	1,13,07,857
	1,14,23,405	2,01,80,196
Vehicle loans	64,82,247	88,07,293
Less: Current maturities of long term debt	17,78,135	23,11,104
	47,04,112	64,96,188
UNSECURED		
From banks	4,92,275	23,10,778
Less: Current maturities of long term debt	4,92,275	18,38,236
	-	4,72,542
From related parties:		
- Directors & Relatives	-	3,07,89,613
- Inter Corporate deposits	17,42,14,812	24,12,27,059
	17,42,14,812	27,20,16,672
	-	-
	19,03,42,329	29,91,65,599

Additional information pertaining to long term borrowings:

- a. Term Loan- II from Oriental Bank of Commerce amounting to Rs.Nil (P.Y. Rs.50,28,079/-) was secured against first charge over Factory Land & Building and Hypothecation of Machinery to be purchased out of term loan and collateral security of equitable mortgage of various immovable properties of directors, hypothecation of immovable assets and personal guarantee of directors. It carried an interest rate of 3.25% over base rate plus term premium of 0.50%. The Loan was repayable in 60 monthly installments of Rs.8,35,000/- each after the 9 months from first disbursements and last installment of Rs.7,35,000/-. The loan is fully repaid during the year.
- b. Term Loan- III from Oriental Bank of Commerce amounting to Rs.1,85,66,263/- (P.Y. Rs.2,64,59,974/-) is secured against first charge over Factory Land & Building and Hypothecation of Machinery to be purchased out of term loan and collateral security of equitable mortgage of various immovable properties of directors, hypothecation of immovable assets and personal guarantee of directors. It carries interest rate of 3.25% over base rate plus term premium of 0.50%. The Loan is repayable in 84 monthly installments of Rs.5,95,000/- each after the 9 months from first disbursements.
- c. Vehicle Loan from various banks amounting to Rs.64,82,247/- (P.Y. Rs.88,07,293/-) are secured against respective vehicles. They carry interest rate ranging between 9% to 11.50% per annum. The Installments period of the loans ranges between 46 months to 60 months.

Innovators Façade Systems Limited

Accompanying notes to the financial statements for the year ended March 31, 2018

(Amount in Rs.)

- d. Loan from Deutsche Bank amounting to Rs.4,92,275/- (P.Y. Rs.23,10,778/-) is unsecured. It carries interest rate of 4% over base rate. The Loan is repayable in 36 monthly installments of Rs.1,70,039/- each starting from the month of disbursement.
- e. Intercompany Deposits amounting to Rs.15,00,00,000/- (P.Y.15,00,00,000/-) is unsecured and interest free. The same is repayable after 5 years from the date of disbursement i.e. upto 31st March, 2021.
- f. Loan from Directors & Relatives and Intercompany Deposits amounting to Rs.2,42,14,812/- (P.Y. Rs.12,20,16,672/-) are unsecured and interest free. The same are repayable after 31st March, 2019.

Note 5 : Long-term provisions

Particulars	As at March 31, 2018	As at March 31, 2017
Provision for employee benefits:		
Gratuity payable	65,42,214	58,43,559
	65,42,214	58,43,559

Note 6 : Short-term borrowings

Particulars	As at March 31, 2018	As at March 31, 2017
Secured loans		
From banks		
- Cash credit facility	33,80,10,044	28,91,80,575
From others		
- Inter corporate deposits	-	2,15,26,116
	33,80,10,044	31,07,06,691

Additional information pertaining to short term borrowings :

- a. Cash Credit facility from Oriental Bank of Commerce amounting to Rs.22,20,40,959/- (P.Y. Rs.18,73,99,335/-) is secured against pari passu charges over Hypothecation of stock of raw material, work in progress, finished goods, stores & spares and receivables and collateral security of equitable mortgage of various immovable properties of directors, hypothecation of immovable assets and personal guarantee of directors. It carries interest rate of 3.25% over base rate.
- b. Cash Credit facility from Syndicate Bank amounting to Rs.Nil (P.Y. Rs.10,17,81,240) is secured against pari passu charges over Hypothecation of stock of raw material, work in progress, finished goods, stores & spares and receivables and collateral security of equitable mortgage of various immovable properties of directors, hypothecation of immovable assets and personal guarantee of directors. It carries interest rate of 3.25% over base rate.
- c. Cash Credit facility from Indian Bank amounting to Rs.11,59,69,085/- (P.Y. Rs.Nil) is secured against pari passu charges over Hypothecation of stocks of raw materials, work in progress, finished goods, stores & spares and receivables and collateral security of equitable mortgage of various immovable

Innovators Façade Systems Limited

Accompanying notes to the financial statements for the year ended March 31, 2018

(Amount in Rs.)

properties of directors, hypothecation of immovable assets and personal guarantee of directors. It carries interest rate of 3% over one year MCLR of the bank.

d. Loan from Others comprising of Inter Corporate Deposits amounting to Rs.Nil/- (P.Y. Rs.2,15,26,116/-) were unsecured. They carried interest rates ranging from 9.50% to 13.50% p.a. The same have been squared off during the year.

Note 7 : Trade payables

Particulars	As at March 31, 2018	As at March 31, 2017
Trade payables		
Due to Micro, Small and Medium Enterprises *	12,32,860	8,25,340
Other than Micro, Small and Medium Enterprises	23,41,12,862	20,70,65,730
	23,53,45,722	20,78,91,070

Note : The amounts due to Micro, Small and Medium Enterprises suppliers defined under "The Micro Small and Medium Enterprises Development Act 2006" have been identified on the basis of information available with the Company.

*Disclosures required under Sec 22 of MSMED Act, 2006

Particulars	As at March 31, 2018	As at March 31, 2017
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of accounting year;	12,32,860	8,25,340
The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the due date during each accounting year;	-	-
The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);	-	-
The amount of interest accrued and remaining unpaid at the end of accounting year; and The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-
* Interest paid or payable, if any have been waived by vendor.	-	-

Note 8 : Other current liabilities

Particulars	As at March 31, 2018	As at March 31, 2017
Current maturities of long-term debt	94,13,267	1,54,57,197
Statutory dues payable	6,36,42,304	1,62,53,969
Advance from customers	8,81,48,878	8,05,79,026
Cheques overdrawn	-	31,90,228
Retention money payable	25,46,952	70,32,218
Expenses payable	1,00,32,670	1,07,04,411
Other payables	-	2,24,900
	17,37,84,071	13,34,41,949

Note 9 : Short-term provisions

Particulars	As at March 31, 2018	As at March 31, 2017
Provision for employee benefits:		
Gratuity payable	1,54,918	1,35,346
Provision for Tax (Net of Taxes Paid)	1,89,91,134	-
Total	1,91,46,052	1,35,346

Innovators Façade Systems Limited
Accompanying notes to the financial statements for the year ended March 31, 2018

PARTICULARS	Gross Block			Accumulated Depreciation			Net Block		
	As at April 1, 2017	Additions during the Period	Deletion during the Period	As at March 31, 2018	As at April 1, 2017	Depreciation charge for the year	Adjustments on Sale of Assets	As at March 31, 2018	As at March 31, 2017
	(Amount in Rs.)								
Tangible Assets									
Freehold Land	5,71,180	-	-	5,71,180	-	-	-	5,71,180	5,71,180
Factory Building	18,16,75,845	-	-	18,16,75,845	7,00,31,465	1,24,19,888	-	9,92,24,492	11,16,44,380
Plant & Machinery	4,79,41,916	44,20,267	-	5,23,62,183	2,69,37,462	43,97,344	-	3,13,34,806	2,10,04,454
Furniture & Fixtures	22,81,855	5,87,803	-	28,69,658	13,28,373	3,56,082	-	16,84,465	9,53,481
Vehicles	2,38,83,877	-	11,71,314	2,27,12,563	1,43,58,719	29,25,440	9,38,384	1,63,45,785	63,66,768
Office Equipment	74,89,730	9,13,935	-	84,03,665	61,19,242	7,64,844	-	68,84,086	15,19,579
Computers	1,19,42,848	15,19,805	-	1,34,62,653	1,04,10,133	12,24,881	-	1,16,35,014	18,27,639
Total	27,57,87,260	74,41,810	11,71,314	28,29,67,746	12,91,85,393	2,20,88,490	9,38,384	15,03,35,519	13,17,22,227
Previous Year.	25,29,20,177	2,28,67,073	-	27,57,87,260	10,53,14,887	2,38,70,506	-	12,91,85,393	14,66,01,857

Innovators Façade Systems Limited
Accompanying notes to the financial statements for the year ended March 31, 2018

(Amount in Rs.)

Note 11 : Non-current investments

Particulars	As at March 31, 2018	As at March 31, 2017
Unquoted, Trade Investments		
Investment in Equity instruments		
Subsidiary Company		
Kapindra Mullitrade Private Limited		
3,83,160 (P.Y. 3,83,160) equity shares of face value Rs.10/- each, fully paid up	38,31,600	38,31,600
	38,31,600	38,31,600

Particulars	As at March 31, 2018	As at March 31, 2017
Aggregate value of unquoted investments	38,31,600	38,31,600

Note 12 : Deferred tax assets (Net)

The major components of deferred tax liability / asset as recognised in the financial statement is as follows:

Particulars	As at March 31, 2018	As at March 31, 2017
Deferred Tax Asset		
Excess of net block of fixed assets as per tax purpose over books of accounts	28,31,884	15,09,528
Provision for employee benefits	23,40,246	19,39,856
	51,72,130	34,49,384
Net	51,72,130	34,49,384

Note 13 : Long-term loans and advances

(Unsecured, considered good)

Particulars	As at March 31, 2018	As at March 31, 2017
Security Deposits	61,66,728	27,90,726
Advance Tax & TDS (Net of Provisions)	90,53,855	76,14,565
Other Receivables	78,50,000	78,50,000
	2,30,70,583	1,82,55,291

Note 14 : Other non-current assets

(Unsecured, considered good)

Particulars	As at March 31, 2018	As at March 31, 2017
Retention money receivable	1,90,52,644	1,49,27,243
Fixed Deposits		
Fixed deposits (maturity period of more than 12 months) (Held as margin money with banks against credit facilities)	43,92,997	26,03,815
	2,34,45,641	1,75,31,058

Innovators Façade Systems Limited
Accompanying notes to the financial statements for the year ended March 31, 2018
(Amount in Rs.)

Note 15 : Inventories

Particulars	As at March 31, 2018	As at March 31, 2017
(Valued at lower of Cost or Net Realisable Value)		
Raw Materials and components	17,15,77,870	14,40,38,118
Work-in-progress*	17,46,27,004	19,84,87,282
	34,62,04,874	34,25,25,400

* Work in Progress represents Material at site

Note 16 : Trade receivables

Particulars	As at March 31, 2018	As at March 31, 2017
(Unsecured, considered good)		
Outstanding for a period more than six months from the due date for payment	28,17,11,569	18,26,16,843
Others debts	37,06,19,053	19,03,00,604
	65,23,30,622	37,29,17,447

Note 17 : Unbilled revenue

Particulars	As at March 31, 2018	As at March 31, 2017
Unbilled Revenue*	15,60,88,047	23,88,57,754
	15,60,88,047	23,88,57,754

*Unbilled Revenue is net of Mobilization Advances received amounting to Rs.7,71,47,946/- (P.Y. Rs.1,50,00,000/-)

Note 18 : Cash and cash equivalents

Particulars	As at March 31, 2018	As at March 31, 2017
Cash & cash equivalents		
Balances with banks		
- Current account	76,66,305	26,94,991
Cash on hand	5,12,753	25,692
Fixed deposits (maturity period upto 3 months)*	3,02,33,882	7,26,49,267
Other bank balances		
Fixed deposits (maturity period of 3 to 12 months)*	6,73,94,774	94,48,369
	10,58,07,714	8,48,18,319

* represents

Particulars	As at March 31, 2018	As at March 31, 2017
Fixed deposits held as margin money with banks against credit facilities	10,20,21,653	8,47,01,451

Innovators Façade Systems Limited
Accompanying notes to the financial statements for the year ended March 31, 2018

(Amount in Rs.)

Note 19 : Short-term loans and advances
(Unsecured, Considered Good)

Particulars	As at March 31, 2018	As at March 31, 2017
Advance to suppliers	2,08,23,758	1,13,48,508
Balances with statutory authorities	1,74,88,007	1,24,06,667
Advance to employees	29,11,242	18,19,832
Prepaid expenses	4,64,982	3,35,114
Other receivables	-	4,81,023
	4,16,87,990	2,63,91,144

Advance to suppliers stated above include :

Particulars	As at March 31, 2018	As at March 31, 2017
Amount paid to Company under significant influence of Director and/or their relatives Parth Façade Solutions Pvt.Ltd.	1,35,21,978	-

Note 20 : Other current assets
(Unsecured, considered good)

Particulars	As at March 31, 2018	As at March 31, 2017
Retention money receivables	15,69,68,816	11,40,82,36
	15,69,68,816	11,40,82,36

Note 21 : Revenue from operations

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Operating revenue		
Sales from works contract and façade materials	1,52,31,83,909	99,07,65,073
Service Charges	1,16,22,719	-
Job work charges	-	96,76,641
	1,53,48,06,628	1,00,04,41,714
Other operating revenue		
Sale of scrap	69,39,298	19,09,422
	1,54,17,45,926	1,00,23,51,136

Innovators Façade Systems Limited

Accompanying notes to the financial statements for the year ended March 31, 2018

Note 22 : Other income

(Amount in Rs.)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Interest on fixed deposits	54,60,821	58,77,867
Interest on MVAT refund	5,64,624	-
Interest on income tax refund	-	69,60,544
Sales Tax refund received	36,13,274	-
Gain on foreign exchange fluctuation (net)	3,42,615	56,129
Profit on sale of fixed asset	1,17,050	-
Liabilities no longer required written back	-	83,49,969
	1,00,98,384	2,12,44,508

Note 23 : Cost of contracts

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Facade materials		
Opening stock of materials	34,25,25,400	11,01,58,769
Add: Purchases during the period	46,23,20,886	58,66,71,199
Less: Closing stock of materials (including materials at site)	34,62,04,874	34,25,25,400
	45,86,41,412	35,43,04,568
Direct expenses		
Other Production & Execution Costs	15,92,16,877	16,97,99,155
	61,78,58,289	52,41,03,723

Note 24 : Purchase of stock in trade

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Purchases (façade materials)	51,98,41,396	21,88,13,099
	51,98,41,396	21,88,13,099

Note 25 : Employee benefits expense

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Directors remuneration	53,38,400	49,46,400
Salaries & Incentives	10,76,70,406	8,97,15,498
Gratuity	11,47,753	13,05,174
Contribution to PF & other funds	48,56,546	22,26,955
Staff welfare expenses	71,00,687	62,01,544
	12,61,13,792	10,43,95,571

Note 26 : Finance costs

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Interest expenses		
- Banks	3,91,67,342	4,36,32,510
- Others	29,50,578	18,57,834
Bank guarantee commission and other borrowing cost	4,50,35,330	1,63,93,981
	8,71,53,249	6,18,84,326

Innovators Façade Systems Limited
Accompanying notes to the financial statements for the year ended March 31, 2018

(Amount in Rs.)

Note 27 : Other expenses

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Rent expenses	63,61,672	60,91,161
Rates & Taxes	12,59,362	59,90,193
Electricity charges	14,23,333	14,14,897
Commission & Brokerage	2,56,275	19,000
Communication expenses	17,17,026	20,20,680
Conveyance & Travelling	1,38,38,441	87,12,000
Advertising & Sales Promotion	48,58,168	9,30,568
Insurance charges	15,37,945	21,72,947
Legal & Professional fees	1,13,15,246	97,35,063
Auditors remuneration	8,42,500	8,13,750
Membership & Subscription fees	2,10,000	1,07,515
Printing & Stationery	7,37,406	8,27,750
Repairs & maintainance - Machinery	3,76,376	5,56,981
Repairs & maintainance - Others	38,59,561	21,82,100
Security charges	14,32,664	8,70,891
Vehicle maintenance & fuel expenses	32,64,449	33,58,196
Balances written off	18,38,125	95,42,294
Miscellaneous expenses	66,58,179	59,22,940
	6,17,86,729	6,12,68,926

Auditor's Remuneration :

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Audit fees	6,32,500	6,32,500
Tax Audit	50,000	50,000
Other Services*	5,60,000	1,31,250
Total	12,42,500	8,13,750

*Includes Rs. 4,00,000/- towards IPO Expenses written off against Securities Premium Account.

Note 28 : Earnings per equity share:

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Basic Earnings per Share		
Profit/(Loss) attributable to Equity shareholders	7,92,88,806	44,19,333
Shares outstanding at the beginning of the year	1,02,85,750	1,02,85,750
Shares outstanding at the end of the year	1,32,07,008	1,02,85,750
Weighted average number of equity shares	1,05,19,693	1,02,85,750
Basic & Dilutive Earnings Per Share (in Rs.)	7.54	0.43
Face value per Share (in Rs.)	10	10

Note 29 : In the opinion of the Board the Current Assets, Loans & Advances are realisable in the ordinary course of business atleast equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of amount reasonably necessary.

Note 30 : Contingent Liabilities

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
(i) Bank Guarantees	33,06,92,657	24,36,03,418
(ii) Disputed VAT Liabilities	9,72,591	9,72,591
TOTAL	33,16,65,248	24,45,76,009

Innovators Façade Systems Limited
Accompanying notes to the financial statements for the year ended March 31, 2018

(Amount in Rs.)

**Note 31 : Disclosure pursuant to Accounting Standard — 15 'Employee Benefits:-
 Actuarial assumption:**

Services Rendered	Year Ended March 31, 2018	Year Ended March 31, 2017
Salary Growth*	6.00%	6.00%
Discount Rate	7.83%	7.20%
Rate of Employee Turnover	10 & 2%	10 & 2%

* The estimates of future salary increases, considered in a actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

(i) Changes in the present value of defined benefit obligation representing reconciliation of opening and closing balance

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Present value of obligation as at the beginning of the year:	59,78,905	48,68,731
Interest cost	4,30,481	3,92,420
Current service cost	10,45,055	7,85,117
Benefits paid	4,50,577	1,95,000
Actuarial (gain) / loss on obligation	(3,27,783)	1,27,637
Closing Present value of obligation	66,76,081	59,78,905

(ii) Actuarial gain/ loss recognised in the Statement of Profit and Loss:

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Actuarial (gain)/ loss on obligation for the year	(3,27,783)	1,27,637

(iii) The amounts recognised in the Balance Sheet are as follows:

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Present value of obligation as at the end of the year	66,76,081	59,78,905
Funded value of assets (unfunded)	-	-
Net assets / (liability) recognised in balance sheet - Non-Current	65,21,163	58,43,559
Net assets / (liability) recognised in balance sheet - Current	1,54,918	1,35,346

(iv) The amounts recognised in the Statement of Profit and Loss are as follows:

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Current service cost	10,45,055	7,85,117
Past service cost	-	-
Interest cost	4,30,481	3,92,420
Expected return on plan assets	-	-
Net actuarial (gain) / loss recognized in the year	(3,27,783)	1,27,637
Expenses recognised in the statement of profit and loss	11,47,753	13,05,174

Innovators Façade Systems Limited
Accompanying notes to the financial statements for the year ended March 31, 2018

(Amount in Rs.)

Note 32 : Segment Reporting

In accordance with the requirements of Accounting Standard 17 "Segment Reporting", the Company is mainly engaged in the business of "design, engineering, fabrication, supply and installation of facade systems" and all other activities of the company revolve around the main business and as such, there are no separate reportable segments that require reporting under Accounting Standard 17 – Segment Reporting.

Note 33 : Related Party disclosures

a. List of related parties

(i) Key Management Personnel:

Name	Designation
Mr. Radheshyam Shivchand Sharma	Managing Director
Mrs. Anjana Radheshyam Sharma	Whole Time Director
Mr. Shivchand Sharma	Director (Appointed on 8th January, 2018)
Mrs. Prii Sharma	Chief Financial Officer (Appointed on 16th February, 2018)
Ms. Radhika Tibrewala	Company Secretary (Appointed on 9th March, 2018)

(ii) Relative of Key Management Personnel with whom the company has entered into the transactions during the year:

Name
Mrs. Dropadi Sharma
Mrs. Gayatri Sharma
Mr. Narendra Sharma
Mr. Raman Sharma
Mr. Rohit Sharma
Mrs. Koshangi Sharma
Miss. Vedika Sharma

(iii) Subsidiary Company:

Kapindra Multitrade Private Limited

(iii) Enterprise under significant influence and/or Same Key Management Personnel or their relatives with whom the company has entered into transactions during the year:

Name of the Party
Innovators Façade Solutions Private Limited
Innovators Façade Solutions (Mumbai) Private Limited
Jolly Multitrade Private Limited
Parth Façade Solutions Private Limited
Radheshyam Sharma HUF

Innovators Façade Systems Limited
Accompanying notes to the financial statements for the year ended March 31, 2018

(Amount in Rs)

b. Transactions with Related Parties :

Name of Party	Nature of Transaction	Year Ended March 31, 2018	Year Ended March 31, 2017
Directors Remuneration	Mr. Radheshyam Sharma	37,00,000	33,60,000
	Mrs. Anjana Sharma	17,50,000	16,80,000
Salaries	Mr. Narendra Sharma	9,00,000	6,76,023
	Mr. Raman Sharma	23,52,000	18,83,039
	Mr. Rohit Sharma	13,44,000	10,90,623
	Mrs. Gayatri Sharma	8,40,000	1,00,000
	Miss Vedika Sharma	4,80,000	-
	Mrs. Priti Sharma	16,80,000	14,24,345
	Mrs. Koshangi Sharma	9,00,000	-
	Miss. Radhika Tibrewala	28,500	-
Office Rent	Mr. Narendra Sharma	2,40,000	1,44,000
	Mr. Raman Sharma	1,60,000	1,92,000
	Mr. Shivchand Sharma	1,60,000	1,92,000
	Mrs. Dropadi Sharma	2,08,000	2,40,000
	Mr. Rohit Sharma	1,68,000	-
	Mrs. Priti Sharma	96,000	96,000
Sales from works contract and façade material (including Unbilled Revenue)	Innovators Facade Solutions Private Limited	3,60,66,365	5,47,78,481
Job Work Charges (Income)	Innovators Facade Solutions Private Limited	-	96,76,641
Contracts Execution Expenses	Parth Façade Solutions Private Limited	5,88,18,297	6,25,90,462
Advance from Suppliers	Parth Façade Solutions Private Limited	-	70,07,570
Advance to Suppliers	Parth Façade Solutions Private Limited	1,35,21,978	-
Advance from Customers	Innovators Façade Solutions Private Limited	8,78,11,329	4,65,38,806
Unsecured Loan Taken	Mr. Radheshyam Sharma	51,38,320	2,00,000
	Mr. Raman Sharma	10,36,565	16,00,000
	Mrs. Anjana Sharma	64,00,511	39,83,925
Unsecured Loan Repaid	Innovators Facade Solutions (Mumbai) Private Limited	40,25,000	1,27,500
	Jolly Multitrade Private Limited	25,000	70,000
	Mr. Radheshyam Sharma	31,16,787	16,32,540
	Mr. Raman Sharma	11,30,501	16,04,770
	Mr. Radheshyam Sharma (HUF)	5,00,000	-
	Mr. Rohit Sharma	3,74,025	41,975
	Mrs. Anjana Sharma	12,01,636	18,71,348
Repayment of Unsecured Loan by conversion into Equity Shares	Mr. Radheshyam Sharma	2,01,75,060	-
	Mrs. Anjana Sharma	1,88,70,706	-
	Jolly Multitrade Private Limited	1,83,79,559	-
	Innovators Facade Solutions (Mumbai) Private Limited	4,45,82,688	-
Salary Advance	Mrs. Anjana Sharma	3,27,424	-
	Mrs. Gayatri Sharma	99,114	-
	Mr. Narendra Sharma	1,75,803	-
	Mr. Radheshyam Sharma	2,13,416	-
	Mr. Raman Sharma	1,84,866	-
	Mr. Rohit Sharma	20,247	-

c. Balance Outstanding of Related Parties :

Name of Party	Year Ended March 31, 2018	Year Ended March 31, 2017
Unsecured Loan Payable		
Innovators Facade Solutions (Mumbai) Private Limited	2,42,14,812	7,28,22,500
Innovators Facade Solutions Private Limited	15,00,00,000	15,00,00,000
Jolly Multitrade Private Limited	-	1,84,04,559
Mr. Radheshyam Sharma	-	1,81,53,527
Mr. Raman Sharma	-	90,230
Mrs. Anjana Sharma	-	1,16,71,831
Mrs. Rohit Sharma	-	3,74,025
Mr. Radheshyam Sharma HUF	-	5,00,000
Trade Payables		
Parth Façade Solutions Private Limited	-	70,07,570
Advance to Suppliers		
Parth Façade Solutions Private Limited	1,35,21,978	-
Advance from Customers		
Innovators Facade Solutions Private Limited	8,78,11,329	4,65,38,806
Other Receivables		
Mrs. Anjana Sharma	3,27,424	-
Mr. Shivchand Sharma	65,194	-
Mrs. Dropadi Sharma	32,000	
Mrs. Gayatri Sharma	99,114	24,037
Mr. Narendra Sharma	1,03,803	-
Mr. Radheshyam Sharma	2,13,416	-
Mr. Raman Sharma	1,83,672	3,53,486
Mr. Rohit Sharma	20,247	-
Other Payables		
Mrs. Anjana Sharma	-	3,87,791
Mr. Narendra Sharma	-	1,68,000
Mr. Radheshyam S Sharma	-	2,27,345
Mr. Rohit Sharma	-	7,11,343
Mr. Raman Sharma	-	4,96,800
Mr. Shivchand Sharma	-	24,600
Mrs. Dropadi Sharma	-	6,14,400
Mrs. Priti Sharma	4,929	5,35,493
Mrs. Koshangi Sharma	25,338	-
Miss. Vedika Sharma	3,591	-
Kapindra Multitrade Pvt. Ltd.	-	2,24,900

Innovators Façade Systems Limited
Accompanying notes to the financial statements for the year ended March 31, 2018

(Amount in Rs.)

Note 34 : Additional Disclosure pertaining to general financial statements pursuant to Schedule III of Companies Act, 2013

(a) Value of Imports on C.I.F Basis:

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Raw Materials & Components	37,40,494	3,81,22,691

(b) Expenditure in foreign currency - Rs.Nil (PY Rs. Nil)

(c) Consumption of raw materials:

Particulars	Year Ended March 31, 2018		Year Ended March 31, 2017	
	Amount	Percentage	Amount	Percentage
Imported	37,40,494	0.82%	3,81,22,691	10.76%
Indigenous	45,49,00,918	99.18%	31,61,81,877	89.24%
Total	45,86,41,412	100.00%	35,43,04,568	100.00%

Note 35 : Accounting Standard - 7

The Company is recognising revenue on contracts on percentage of completion method due to revision of mandatory Accounting Standard 7 "Construction Contracts". Disclosure required in accordance with the said Accounting Standard in respect of contracts in progress as on reporting date are as follows:

(Amounts in Rs.)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Progress Billing	2,38,93,84,208	1,19,96,40,024
Aggregate amount of contract cost incurred	1,92,49,74,149	1,06,37,40,817
Recognised Profits less recognised losses	69,76,46,052	38,58,99,207
The amount of retentions due from customers for contracts in progress	8,37,11,712	22,72,24,957

Note 36 : During the year, the company is converted into a Limited Company from Private Limited Company with effect from 15th February, 2018 and fresh incorporation certificate has been received from Registrar of Companies, Mumbai.

Note 37 : Previous year figures have been re-grouped/ re-classified and or re-arranged wherever considered necessary to confirm Current period's figures.

In terms of our report of even date

For S G C O & Co. LLP
Chartered Accountants
Firm Registration No. 112081WW100184

For and on behalf of the Board of Directors
Innovators Façade Systems Limited

Suresh Murarka
Partner
Membership No. 44739

Radheshyam Sharma
Managing Director
DIN: 00340865

Anjana Sharma
Whole Time Director
DIN: 00360233

Priti Sharma
Chief Financial Officer

Radhika Tibrewala
Company Secretary
Mem No. A48119

Place: Mumbai
Date: 25th August, 2018

INDEPENDENT AUDITOR'S REPORT

To the members of Innovators Façade Systems Limited,

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Innovators Façade Systems Limited (hereinafter referred to as "the Holding Company"), its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), comprising the Consolidated Balance Sheet as at 31st March, 2018, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (particularly Accounting Standard 21, Consolidated Financial Statement). The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers

internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the other financial information of the subsidiary company, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2018, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on the comment's in the auditors report of the holding company & subsidiary company, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2018, taken on record by the Board of Directors of the Holding Company and based on the auditor's reports of its subsidiary company, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A".
 - (g) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - i. The consolidated financial statements disclose the impact of pending litigations on the

- consolidated financial position of the Group, – Refer Note 30 to the consolidated financial statements.
- ii. The Holding Company and its subsidiary company incorporated in India did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary company.

For S G CO & Co. LLP
Chartered Accountants
Firm's Reg. No. 112081W/W100184

Suresh Murarka
Partner
Mem. No. 44739

Place: Mumbai
Date: 25th August, 2018

Annexure - A to the Independent Auditor's Report of even date on the Consolidated financial statements of Innovators Façade Systems Limited for the year ended 31st March 2018.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Innovators Façade Systems Limited (hereinafter referred to as "the Holding Company") as at March 31, 2018 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date. As per circular no G.S.R 583 (E), dated 13th June 2017 the clause (i) of section 143(3) of the Act regarding internal financial control over financial reporting, is not applicable to the subsidiary company.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Holding Company, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Holding company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Holding company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the holding company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the holding company are being made only in accordance with authorizations of management and directors of the holding company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the holding company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S G C O & Co. LLP

Chartered Accountants

Firm's Registration No. 112081W/W100184

Suresh Murarka

Partner

Mem. No. 44739

Place: Mumbai

Date: 25th August, 2018

Innovators Façade Systems Limited
Consolidated Balance Sheet as at March 31, 2018

(Amount in Rs.)

Particulars	Note Nos	As at March 31, 2018	As at March 31, 2017
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	13,20,70,080	10,28,57,500
Reserves and surplus	3	73,29,14,110	49,11,42,918
		<u>86,49,84,190</u>	<u>59,40,00,418</u>
Minority interest		9,579	9,637
Non-current liabilities			
Long-term borrowings	4	16,71,27,517	27,17,65,599
Long-term provisions	5	65,42,214	58,43,559
		<u>17,36,69,731</u>	<u>27,76,09,158</u>
Current liabilities			
Short-term borrowings	6	33,80,10,044	31,07,68,532
Trade payables	7		
- Due to Micro, Small and Medium Enterprises		13,20,133	8,98,229
- Due to Other than Micro, Small and Medium Enterprises		23,41,12,862	20,70,65,730
Other current liabilities	8	17,37,84,071	13,31,87,533
Short-term provisions	9	1,90,86,052	1,35,346
		<u>76,63,13,162</u>	<u>65,20,55,370</u>
		<u><u>1,80,49,76,662</u></u>	<u><u>1,52,36,74,583</u></u>
ASSETS			
Non-current assets			
Fixed assets	10		
- Tangible assets		13,17,22,227	14,66,01,857
		<u>13,17,22,227</u>	<u>14,66,01,857</u>
Non-current investments	11	15,60,41,000	15,60,41,000
Deferred tax assets (Net)	12	51,72,130	34,49,384
Long-term loans and advances	13	2,92,55,771	2,02,55,291
Other non-current assets	14	2,34,45,641	1,75,31,058
		<u>34,56,36,770</u>	<u>34,38,78,590</u>
Current assets			
Inventories	15	34,62,04,874	34,25,25,400
Trade receivables	16	65,23,30,622	37,29,17,447
Unbilled revenue	17	15,60,88,047	23,88,57,754
Cash and bank balances	18	10,60,22,044	8,50,21,887
Short-term loans and advances	19	4,17,25,490	2,63,91,144
Other current assets	20	15,69,68,816	11,40,82,361
		<u>1,45,93,39,892</u>	<u>1,17,97,95,993</u>
		<u><u>1,80,49,76,662</u></u>	<u><u>1,52,36,74,583</u></u>

Significant Accounting Policies

See accompanying notes to the financial statements

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1 to 39

In terms of our report of even date
For S G C O & Co. LLP
Chartered Accountants
Firm Registration No. 112081W/W100184

Suresh Murarka
Partner
Membership No. 44739

For and on behalf of the Board of Directors
Innovators Façade Systems Limited

Radheshyam Sharma
Director
DIN: 00340865

Anjana Sharma
Director
DIN: 00360233

Priti Sharma
Chief Financial Officer

Radhika Tibrewala
Company Secretary
Mem No. A48119

Place: Mumbai
Date: 25th August, 2018

Innovators Façade Systems Limited
Consolidated Statement of Profit and Loss For the year ended March 31, 2018

(Amount in Rs.)

Particulars	Note Nos.	Year ended March 31, 2018	Year ended March 31, 2017
REVENUE			
Revenue from operations	21	1,54,17,45,926	1,00,23,51,136
Other income	22	1,00,98,384	2,12,44,508
		1,55,18,44,310	1,02,35,95,644
EXPENSES			
Cost of Contracts	23	61,78,58,289	52,41,03,723
Purchase of stock in trade	24	51,98,41,396	21,88,13,099
Employee benefits expense	25	12,61,13,792	10,43,95,571
Finance costs	26	8,71,53,249	6,18,98,144
Depreciation	10	2,20,88,490	2,38,70,506
Other expenses	27	6,19,45,426	6,15,15,009
		1,43,50,00,642	99,45,96,052
Profit before tax		11,68,43,668	2,89,99,592
Less: Tax Expenses			
Current Tax		4,23,40,000	1,08,30,000
Deferred Tax Liabilities / (Assets)	12	(17,22,746)	(18,13,074)
Tax of Earlier Years		(29,63,695)	1,58,23,234
Profit for the year (before adjustment for Minority Interest)		7,91,90,109	41,59,432
Less: Share of Profit/(Loss) transferred to Minority Interest		(58)	(50)
Profit for the year (after adjustment for Minority Interest)		7,91,90,167	41,59,481
Earnings per equity share:	28		
(Nominal value of Rs. 10/- each)			
- Basic		7.53	0.40
- Diluted		7.53	0.40
Significant Accounting Policies	1		
<i>See accompanying notes to the financial statements</i>	1 to 39		

In terms of our report of even date
For S G C O & Co. LLP
Chartered Accountants
Firm Registration No. 112081W/W100184

For and on behalf of the Board of Directors
Innovators Façade Systems Limited

Suresh Murarka
Partner
Membership No. 44739

Radheshyam Sharma
Director
DIN: 00340865

Anjana Sharma
Director
DIN: 00360233

Priti Sharma
Chief Financial Officer

Radhika Tibrewala
Company Secretary
Mem No. A48119

Place: Mumbai
Date: 25th August, 2018

Innovators Façade Systems Limited

Consolidated Cash Flow Statement for the year ended March 31, 2018

(Amount in Rs.)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
A. Cash Flow from Operating Activities		
Net Profit before Tax	11,68,43,668	2,89,99,592
Adjustments for:		
Depreciation on fixed assets	2,20,88,490	2,38,70,506
Profit on Sale of Asset	(1,17,050)	-
Liabilities no longer required written back	-	(83,49,969)
Interest expense	8,71,53,249	6,18,98,144
Interest income	(54,60,821)	(58,77,867)
Operating Profit before Working Capital changes	22,05,07,537	10,05,40,407
Adjustments for :		
(Increase) / Decrease in inventories	(36,79,474)	(23,23,66,631)
(Increase) / Decrease in trade receivables	(19,66,43,468)	13,38,58,793
(Increase) / Decrease in short term loans and advances	(1,53,34,346)	(39,06,130)
(Increase) / Decrease in Long term loans given & advances	(33,76,002)	-
(Increase) / Decrease in Other current & Non-current assets	(4,88,01,038)	(88,59,065)
Increase / (Decrease) in trade payable	2,74,69,037	2,89,32,087
Increase / (Decrease) in other current liabilities	4,66,40,468	5,39,87,965
Increase / (Decrease) in provisions	7,18,227	11,10,174
CASH GENERATED FROM OPERATIONS	2,75,00,941	7,32,97,600
Income tax Paid	(2,18,84,461)	1,80,42,443
Net Cash inflow from/ (outflow) from Operating activities	56,16,480	9,13,40,043
B. Cash Flow from Investing Activities		
Purchase of fixed assets	(74,41,810)	(2,28,67,073)
Sale of Fixed Assets	3,50,000	-
(Increase) / Decrease in Long term loans given & advances	(41,85,188)	-
(Increase) / Decrease in Fixed Deposits	(5,79,46,405)	76,69,696
Interest received	54,60,821	58,77,867
Net Cash inflow from/ (outflow) from Investing activities	(6,37,62,582)	(93,19,511)
C. Cash Flow from Financing Activities		
Proceeds from borrowings	1,33,53,105	1,13,84,424
Proceeds from share capital (including Securities Premium)	9,50,00,000	-
Finance Cost	(8,71,53,249)	(6,18,98,144)
Net Cash inflow from/ (outflow) from Financing activities	2,11,99,855	(5,05,13,719)
Net increase / (decrease) in cash and cash equivalents	(3,69,46,247)	3,15,06,813
Opening Cash and Cash Equivalents		
Cash in hand	1,70,023	5,78,176
Bank balances	27,54,228	2,49,874
Fixed Deposits (maturity upto 3 months)*	7,26,49,267	4,32,38,655
	7,55,73,518	4,40,66,705
Closing Cash and Cash Equivalents		
Cash in hand	5,98,397	1,70,023
Bank balances	77,94,991	27,54,228
Fixed Deposits (original maturity upto 3 months)*	3,02,33,882	7,26,49,267
	3,86,27,270	7,55,73,518

Innovators Façade Systems Limited
Consolidated Cash Flow Statement for the year ended March 31, 2018

Note :

1. Cash Flow Statement have been prepared on Indirect Method as prescribed under Accounting Standard -3 on Cash Flow Statements
2. Previous Year figures have been re-grouped and or re-arranged wherever considered necessary.

In terms of our report of even date

For S G C O & Co. LLP
Chartered Accountants
Firm Registration No. 112081W/W100184

For and on behalf of the Board of Directors of
Innovators Façade Systems Limited

Suresh Murarka
Partner
Membership No. 44739

Radheshyam Sharma
Director
DIN: 00340865

Anjana Sharma
Director
DIN: 00360233

Priti Sharma
Chief Financial Officer

Radhika Tibrewala
Company Secretary
Mem No. A48119

Place: Mumbai
Date: 25th August, 2018

Innovators Façade Systems Limited

Accompanying notes to consolidated financial statements for the year ended March 31, 2018

Note 1 : Significant Accounting Policies:

A Corporate information

Innovators Façade Systems Limited ("the Holding Company") is a company domiciled in India and incorporated in June, 1999 under the provisions of Companies Act, 1956. Company is mainly engaged in the Business of design, engineering, fabrication, supply and installation of facade systems.

B Basis of Accounting:

The Financial Statements have been prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis and in compliance with all the mandatory accounting standards as prescribed under Section 133 of the Companies Act 2013 ('Act') read with Rule 7 of the Companies (Accounts) rules, 2014.

C Principles of Consolidation:

The Consolidated Financial Statements comprise of the financial statements of Innovators Façade Systems Limited and its subsidiary, which are consolidated in accordance with Accounting Standard 21 on Consolidated Financial Statements.

The Consolidated Financial Statements relate to Innovators Façade Systems Limited ('The Company') and Kapindra Multitrade Private Limited (its Subsidiary) have been prepared on the following basis:

- i) The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions.
- ii) The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.
- iii) The excess of cost to the Company of its investments in the subsidiary over its portion of equity of subsidiary at the dates they become subsidiary is recognized in the financial statements as goodwill.
- iv) The excess of Company's portion of equity of the subsidiary over the cost to the Company of its investments at the dates it become subsidiary is recognized in the financial statements as capital reserve.
- v) Minority Interest's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.

D Use of Estimates:

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the financial statements and the reported amounts of revenues and expenses during the reporting period. Difference between actual results and estimates are recognized in the periods in which the results are known/ materialize.

Innovators Façade Systems Limited

Accompanying notes to consolidated financial statements for the year ended March 31, 2018

E Revenue Recognition

- i) Revenue from fixed price construction contracts is recognized on the percentage of completion method, measured in proportion of the percentage of cost incurred-to-date to the total estimated contract cost.
- ii) Revenue in respect of sales is recognised on the basis of actual execution of work contracts or as and when work contracts is certified.
- iii) Unbilled Revenue is the part of work executed but not billed on the last day of financial year end due to contractual obligation.
- iv) Interest income is recognized on time proportion basis.

F Fixed Assets

Fixed Assets are stated at actual cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

G Depreciation & Amortisation

Depreciation is systematically allocated over the useful life of an asset on "Written Down Value Method" at the rate and in the manner prescribed in part C of Schedule II of the Companies Act, 2013.

H Investments:

Investments that are intended to be held for more than a year, from the date of acquisition, are classified as long term investment and are carried at cost less any provision for diminution in value other than temporary. Investments other than long term investments being current investments are valued at cost or fair value whichever is lower.

I Inventories:

- i) Raw Material are valued at lower of Cost or net realisable value and Stores & Spares are valued at cost
- ii) Work in Progress and Finished Goods are valued at lower of cost or net realisable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition.

J Foreign Currency Transactions :

- i) The transactions in foreign currencies are stated at the rate of exchange prevailing on the date of transactions.
- ii) The difference on account of fluctuation in the rate of exchange prevailing on the date of transaction and the date of realization is charged to the Profit and Loss Account.
- iii) Differences on translations of Current Assets and Current Liabilities remaining unsettled at the year-end are recognized in the Profit and Loss Account.
- iv) The premium in respect of forward exchange contract is amortised over the life of the contract. The net gain or loss on account of any exchange difference, cancellation or renewal of such forward exchange contracts is recognised in the Statement of Profit & Loss.

Innovators Façade Systems Limited

Accompanying notes to consolidated financial statements for the year ended March 31, 2018

K Accounting for Taxes of Income:-

Current Taxes

Provision for current income-tax is recognized in accordance with the provisions of Indian Income-tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

Deferred Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantially enacted at the balance sheet date. Deferred tax Assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred Tax Assets are reviewed as at each Balance Sheet date.

L Employee Benefits :

- i) Company's contribution to Provident Fund and other Funds for the year is accounted on accrual basis and charged to the Profit & Loss Account for the year.
- ii) Retirement benefits in the form of Gratuity are considered as defined benefit obligations and are provided on the basis of the actuarial valuation, using the projected unit credit method as at the date of the Balance Sheet.

M Provisions and Contingent Liabilities:

- i) Provisions are recognized in terms of Accounting Standard 29- "Provisions, Contingent Liabilities and Contingent Assets" in accordance with the Accounting Standard specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 when there is a present legal or statutory obligation as a result of past events where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.
- ii) Contingent Liabilities are recognized only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or where reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.
- iii) Contingent Liabilities are disclosed by way of notes.

N Impairment of Assets:

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

O Miscellaneous Expenditure:

IPO Expenses are written off against Securities Premium Account. Preliminary expenses are amortised in the year in which they are incurred.

Note 2 : Share capital

a. Details of authorised, issued, subscribed and paid up share capital

Particulars	As at	As at
	March 31, 2018	March 31, 2017
Authorised Capital		
2,10,00,000 (P.Y. 1,10,00,000) Equity shares of Rs. 10/- each	21,00,00,000	11,00,00,000
	21,00,00,000	11,00,00,000
Issued, Subscribed and Paid up Capital		
1,32,07,008 (P.Y. 1,02,85,750) Equity shares of Rs. 10/- each	13,20,70,080	10,28,57,500
	13,20,70,080	10,28,57,500

b. Terms & Conditions

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. During the year, the Company has increased authorised share capital from Rs. 11,00,00,000 (divided into 1,10,00,000 equity shares of face value of Rs.10/- each) to Rs.17,00,00,000 (divided into 1,70,00,000 equity shares of the face value of Rs.10/- each) and further to Rs.21,00,00,000 (divided into 2,10,00,000 equity shares of the face value of Rs.10/- each) vide resolution passed in the extra-ordinary general meeting of the Company held on 29th January, 2018 and 21st February, 2018 respectively.

d. During the year, the Company has allotted 13,89,000 equity shares of Rs.10/- each at a premium of Rs.62/- per share to its existing equity shareholders by conversion of their unsecured loan into equity vide resolution passed in the meeting of board of directors of the Company held on 24th February, 2018.

e. Also, the Company has allotted 15,32,258 equity shares of Rs.10/- each at a premium of Rs.52/- per share by way of private placement vide resolution passed in the meeting of board of directors of the Company held on 7th March, 2018.

f. Post Balance Sheet Event

Post Balance Sheet date, the Company has issued 56,60,800 equity shares of face value of Rs.10/- each at a premium of Rs.62/- per share total issue size amounting to Rs. 40.76 Crores, through Initial Public Offer (IPO) vide their members approval in the Extra-Ordinary General Meeting of the Company held on 17th February, 2018, pursuant to Section 62(1)(c) and all other applicable provision of Companies Act, 2013, Companies (Prospectus and Allotment of the Securities) Rules, 2014 and in accordance with the provisions of Chapter X(B) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, which was fully subscribed. Consequently, the equity shares of the company has got listed on the SME platform of BSE Limited w.e.f. 24th May, 2018.

g Shareholders having more than 5 % Shareholding

Name of Shareholder	As at March 31, 2018		As at March 31, 2017	
	No of Equity shares held	Percentage	No of Equity shares held	Percentage
Jolly Multitrade Private Limited	45,41,022	34.38%	42,85,750	41.67%
Mr. Radheshyam Shivchand Sharma	23,80,209	18.02%	21,00,000	20.42%
Mr.Raman Shivchand Sharma	18,00,000	13.63%	6,00,000	5.83%
Mr.Vijay Kedia	11,29,032	8.55%	-	-
Mr.Shivchand Sharma	9,00,000	6.81%	9,00,000	8.75%
Mrs.Anjana Radheshyam Sharma	8,34,315	6.32%	18,00,000	17.50%

h Reconciliation of Number of Shares

Particulars	As at March 31, 2018		As at March 31, 2017	
	Equity Shares		Equity Shares	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the year	1,02,85,750	10,28,57,500	1,02,85,750	10,28,57,500
Add: Shares issued during the period	29,21,258	2,92,12,580	-	-
Shares outstanding at the end of the period	1,32,07,008	13,20,70,080	1,02,85,750	10,28,57,500

Note 3 : Reserves and surplus

Particulars	As at March 31, 2018	As at March 31, 2017
a. Securities Premium Account		
Opening balance	14,00,43,750	14,00,43,750
Add : Received during the year	16,57,95,433	-
Less: IPO Expenses written off	(32,14,409)	
Closing balance	30,26,24,774	14,00,43,750
b. Surplus in the statement of Profit and Loss		
Opening balance	16,82,25,754	16,40,66,272
Add : Profit/(Loss) for the year	7,91,90,167	41,59,481
Closing Balance	24,74,15,921	16,82,25,754
c. Capital Reserve on Consolidation		
	18,28,73,414	18,28,73,414
Total	73,29,14,110	49,11,42,918

Note 4 : Long-term borrowings

Particulars	As at March 31, 2018	As at March 31, 2017
SECURED		
From banks		
Term Loans		
Term Loan - II	-	50,28,079
Term Loan - III	1,85,66,263	2,64,59,974
	1,85,66,263	3,14,88,053
Less : Current maturities of long term debt	71,42,857	1,13,07,857
	1,14,23,405	2,01,80,196
Vehicle Loans	64,82,247	88,07,293
Less : Current maturities of long term debt	17,78,135	23,11,104
	47,04,112	64,96,188
UNSECURED		
From banks	4,92,275	23,10,778
Less: Current maturities of long term debt	4,92,275	18,38,236
	-	4,72,542
From related parties:		
- Directors & Relatives	-	3,07,89,613
- Inter Corporate Deposits	15,00,00,000	21,28,27,059
	15,00,00,000	24,36,16,672
From Others :		
- Inter Corporate Deposits	10,00,000	10,00,000
	16,71,27,517	27,17,65,599

Additional information pertaining to long term borrowings

a. Term Loan- II from Oriental Bank of Commerce amounting to Rs.Nil (P.Y. Rs.50,28,079/-) was secured against first charge over Factory Land & Building and Hypothecation of Machinery to be purchased out of term loan and collateral security of equitable mortgage of various immovable properties of directors, hypothecation of immovable assets and personal guarantee of directors. It carried an interest rate of 3.25% over base rate plus term premium of 0.50%. The Loan was repayable in 60 monthly installments of Rs.8,35,000/- each after the 9 months from first disbursements and last installment of Rs.7,35,000/-. The loan is fully repaid during the year.

b. Term Loan- III from Oriental Bank of Commerce amounting to Rs.1,85,66,263/- (P.Y. Rs.2,64,59,974/-) is secured against first charge over Factory Land & Building and Hypothecation of Machinery to be purchased out of term loan and collateral security of equitable mortgage of various immovable properties of directors, hypothecation of immovable assets and personal guarantee of directors. It carries interest rate of 3.25% over base rate plus term premium of 0.50%. The Loan is repayable in 84 monthly installments of Rs.5,95,000/- each after the 9 months from first disbursements.

c. Vehicle Loan from various banks amounting to Rs.64,82,247/- (P.Y. Rs.88,07,293/-) are secured against respective vehicles. They carry interest rate ranging between 9% to 11.50% per annum. The Installments period of the loans ranges between 46 months to 60 months.

- d. Loan from Deutsche Bank amounting to Rs.4,92,275/- (P.Y. Rs.23,10,778/-) is unsecured. It carries interest rate of 4% over base rate. The Loan is repayable in 36 monthly installments of Rs.1,70,039/- each starting from the month of disbursement.
- e. Loan from Directors & Relatives and Intercompany Deposits amounting to Rs.Nil (P.Y. Rs.93,616,672/-) are unsecured and interest free. The same are repayable after 31st March, 2019.
- f. Intercompany Deposits amounting to Rs.15,00,00,000/- (P.Y.15,00,00,000/-) is unsecured and interest free. The same is repayable after 5 years from the date of disbursement i.e. upto 31st March, 2021.
- g. Intercompany Deposits from Others amounting to Rs.10,00,000/- (P.Y. Rs.10,00,000/-) is unsecured and interest free. The same is repayable after 31st March, 2019.

Note 5 : Long-term provisions

Particulars	As at March 31, 2018	As at March 31, 2017
Provision for Employee Benefits:		
Gratuity Payable	65,42,214	58,43,559
	65,42,214	58,43,559

Note 6 : Short-term borrowings

Particulars	As at March 31, 2018	As at March 31, 2017
Secured loans		
From banks		
- Cash credit facility	33,80,10,044	28,91,80,575
From others		
- Inter corporate deposits	-	2,15,87,957
	33,80,10,044	31,07,68,532

Additional information pertaining to short term borrowings :

- a. Cash Credit facility from Oriental Bank of Commerce amounting to Rs.22,20,40,959/- (P.Y. Rs.18,73,99,335/-) is secured against paripassu charges over Hypothecation of stock of raw material, work in progress, finished goods, stores & spares and receivables and collateral security of equitable mortgage of various immovable properties of directors, hypothecation of immovable assets and personal guarantee of directors. It carries interest rate of 3.25% over base rate.
- b. Cash Credit facility from Syndicate Bank amounting to Rs.Nil (P.Y. Rs.10,17,81,240) is secured against paripassu charges over Hypothecation of stock of raw material, work in progress, finished goods, stores & spares and receivables and collateral security of equitable mortgage of various immovable properties of directors, hypothecation of immovable assets and personal guarantee of directors. It carries interest rate of 3.25% over base rate.
- c. Cash Credit facility from Indian Bank amounting to Rs.11,59,69,085/- (P.Y. Rs.Nil) is secured against paripassu charges over Hypothecation of stocks of raw materials, work in progress, finished goods, stores & spares and receivables and collateral security of equitable mortgage of various immovable properties of directors, hypothecation of immovable assets and personal guarantee of directors. It carries interest rate of 3% over one year MCLR of the bank.
- d. Loan from Others comprising of Inter Corporate Deposits amounting to Rs.Nil/- (P.Y. Rs.2,15,26,116/-) were unsecured. They carried interest rates ranging from 9.50% to 13.50% p.a. The same have been squared off during the year.

Note 7 : Trade payables

Particulars	As at March 31, 2018	As at March 31, 2017
Trade payables		
Due to Micro, Small and Medium Enterprises *	13,20,133	8,98,229
Other than Micro, Small and Medium Enterprises	23,41,12,862	20,70,65,730
	23,54,32,995	20,79,63,958

Note : The amounts due to Micro, Small and Medium Enterprises suppliers defined under "The Micro Small and Medium Enterprises Development Act 2006" have been identified on the basis of information available with the Company.

Innovators Façade Systems Limited
Accompanying notes to the consolidated financial statements for the year ended March 31, 2018

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of accounting year;	13,20,133	8,98,229
The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the due date during each accounting year;	-	-
The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);	-	-
The amount of interest accrued and remaining unpaid at the end of accounting year; and		
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

* Interest paid or payable, if any have been waived by vendor.

Note 8 : Other current liabilities

Particulars	As at March 31, 2018	As at March 31, 2017
Current maturities of long-term debt	94,13,267	1,54,57,197
Statutory dues payable	6,36,42,304	1,62,86,294
Advance from customer	8,81,48,878	8,05,79,026
Cheques overdrawn	-	31,90,228
Retention money payable	25,46,952	70,32,218
Expenses payable	1,00,32,670	1,06,42,570
	17,37,84,071	13,31,87,533

Note 9 : Short-term provisions

Particulars	As at March 31, 2018	As at March 31, 2017
Provision for employee benefits:		
Gratuity payable	1,54,918	1,35,346
Provision for Tax (Net of Taxes Paid)	1,89,31,134	-
Total	1,90,86,052	1,35,346

Note 11 : Non-current investments

Particulars	As at March 31, 2018	As at March 31, 2017
(Unquoted, Non-Trade Investments valued at Cost)		
Investments in Debentures		
Innovators Façade Solutions Private Limited		
1,56,041 (P.Y. 1,56,041) 0% Compulsory Convertible Debentures of face value Rs.1,000/- each.	15,60,41,000	15,60,41,000
	15,60,41,000	15,60,41,000

Particulars	As at March 31, 2018	As at March 31, 2017
Aggregate value of unquoted investments	15,60,41,000	15,60,41,000

Note 12 : Deferred tax assets (Net)

The major components of deferred tax liability / asset as recognised in the financial statement is as follows:

Particulars	As at March 31, 2018	As at March 31, 2017
Deferred Tax Asset		
Excess of net block of fixed assets as per net block for tax purpose over books of accounts	28,31,884	15,09,528
Provision for Employee benefits	23,40,246	19,39,856
	51,72,130	34,49,384
Net	51,72,130	34,49,384

Innovators Façade Systems Limited
Accompanying notes to the consolidated financial statements for the year ended March 31, 2018.

PARTICULARS	Gross Block			Accumulated Depreciation			Net Block		
	As at April 1, 2017	Additions during the Period	Deletion during the Period	As at March 31, 2018	As at April 1, 2017	Depreciation charge for the year	Adjustments on Sale of Assets	As at March 31, 2018	As at March 31, 2017
Tangible Assets									
Freehold Land	5,71,180	-	-	5,71,180	-	-	-	5,71,180	5,71,180
Factory Building	18,16,75,845	-	-	18,16,75,845	7,00,31,465	1,24,19,889	-	9,92,24,492	11,16,44,380
Plant & Machinery	4,79,41,916	44,20,267	-	5,23,62,183	2,69,37,462	43,97,344	-	2,10,27,377	2,10,04,454
Furniture & Fixtures	22,81,855	5,87,803	-	28,69,658	13,28,373	3,56,092	-	11,85,192	9,53,481
Vehicles	2,38,83,877	-	11,71,314	2,27,12,563	1,43,58,719	29,25,440	9,38,364	63,66,768	95,25,158
Office Equipment	74,89,730	9,13,935	-	84,03,665	61,19,242	7,64,844	-	15,19,579	13,70,488
Computers	1,19,42,848	15,19,805	-	1,34,62,653	1,04,10,133	12,24,881	-	18,27,639	15,32,715
Total	27,57,87,250	74,41,810	11,71,314	28,20,57,746	12,91,85,393	2,20,88,490	9,38,364	13,17,22,227	14,66,01,857
Previous Year	25,29,20,177	2,28,67,073	-	27,57,87,250	10,53,14,887	2,38,70,506	-	14,66,01,857	

(Amount in Rs.)

Note 13 : Long-term loans and advances
 Unsecured, considered good

Particulars	As at March 31, 2018	As at March 31, 2017
Loans and advances to related parties		
- Inter corporate deposits	41,85,188	-
Loans and advances to other parties		
- Others	20,00,000	20,00,000
Security deposits	61,66,728	27,90,726
Advance tax & TDS (Net of provisions)	90,53,855	76,14,565
Other Receivables	78,50,000	78,50,000
	2,92,55,771	2,02,55,291

Loans and advances to related parties represents:

Particulars	As at March 31, 2018	As at March 31, 2017
Enterprises Having Same Key Management & Personnel		
Innovators Façade Solutions (Mumbai) Private Limited	41,85,188	-
	41,85,188	-

Note 14 : Other non-current assets
 Unsecured, considered good

Particulars	As at March 31, 2018	As at March 31, 2017
Long term trade receivables		
Retention money	1,90,52,644	1,49,27,243
Fixed Deposits		
Fixed deposits (maturity period of more than 12 months) (Held as margin money with banks against credit facilities)	43,92,997	26,03,815
	2,34,45,641	1,75,31,058

Note 15 : Inventories

Particulars	As at March 31, 2018	As at March 31, 2017
(Valued at lower of Cost or Net Realisable Value)		
Raw Materials and components	17,15,77,870	14,40,38,118
Work-in-progress *	17,46,27,004	19,84,87,282
	34,62,04,874	34,25,25,400

* Work in Progress represents Material at site

Note 16 : Trade receivables

Particulars	As at March 31, 2018	As at March 31, 2017
(Unsecured, considered good)		
Outstanding for a period more than six months from the due date for payment	28,17,11,569	18,26,16,843
Others debts	37,06,19,053	19,03,00,604
	65,23,30,622	37,29,17,447

Note 17 : Unbilled revenue

Particulars	As at March 31, 2018	As at March 31, 2017
Unbilled Revenue*	15,60,88,047	23,88,57,754
	15,60,88,047	23,88,57,754

*Unbilled Revenue is net of Mobilization Advances received amounting to Rs.7,71,47,946/- (P.Y. Rs.1,50,00,000/-)

Note 18 : Cash and bank balances

Particulars	As at March 31, 2018	As at March 31, 2017
Cash & cash equivalents		
Balances with banks		
- Current account	77,94,991	27,54,228
Cash on hand	5,98,397	1,70,023
Fixed deposits (maturity upto 3 months)*	3,02,33,882	7,26,49,267
Other bank balances *		
Fixed deposits (maturity of 3 to 12 months)*	6,73,94,774	94,48,369
	10,60,22,044	8,50,21,887

* represents

Particulars	As at March 31, 2018	As at March 31, 2017
Fixed Deposits held as margin money with banks against Bank Guarantees	10,20,21,653	8,47,01,451

**Note 19 : Short-term loans and advances
 (Unsecured, Considered Good)**

Particulars	As at March 31, 2018	As at March 31, 2017
Advance to suppliers	2,08,61,258	1,13,48,508
Balances with statutory authorities	1,74,88,007	1,24,06,667
Advance to employees	29,11,242	18,19,832
Prepaid expenses	4,64,982	3,35,114
Other receivables	-	4,81,023
	4,17,25,490	2,63,91,144

Advance to suppliers stated above include :

Particulars	As at March 31, 2018	As at March 31, 2017
Amount paid to Company under significant influence of Director and/or their relatives Parth Façade Solutions Private Limited	1,35,21,978	-

**Note 20 : Other current assets
 (Unsecured, considered good)**

Particulars	As at March 31, 2018	As at March 31, 2017
Retention money receivables	15,69,68,816	11,40,82,361
	15,69,68,816	11,40,82,361

Note 21 : Revenue from operations

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Operating revenue		
Sales from works contract and façade materials	1,52,31,83,909	99,07,65,073
Service Charges	1,16,22,719	-
Job work charges	-	96,76,641
	1,53,48,06,628	1,00,04,41,714
Other operating revenue		
Sale of scrap	69,39,298	19,09,422
	1,54,17,45,926	1,00,23,51,136

Note 22 : Other income

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Interest on fixed deposits	54,60,821	58,77,867
Interest on MVAT refund	5,64,624	
Interest on income tax refund	-	69,60,544
Sales Tax refund received	36,13,274	
Gain on foreign exchange fluctuation (net)	3,42,615	56,129
Profit on sale of fixed asset	1,17,050	
Liabilities no longer required written back	-	83,49,969
	1,00,98,384	2,12,44,508

Note 23 : Cost of Contracts

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Facade materials		
Opening stock of materials	34,25,25,400	11,01,58,769
Add: Purchases during the period	46,23,20,886	58,66,71,199
Less: Closing stock of materials (including materials at site)	34,62,04,874	34,25,25,400
	45,86,41,412	35,43,04,567
Direct Expenses		
Other Production & Execution Costs	15,92,16,877	16,97,99,155
	15,92,16,877	16,97,99,155
	61,78,58,289	52,41,03,723

Note 24 : Purchase of stock in trade

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Purchases (façade materials)	51,98,41,396	21,88,13,099
	51,98,41,396	21,88,13,099

Note 25 : Employee benefits expense

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Directors remuneration	53,38,400	49,46,400
Salaries & Incentives	10,76,70,406	8,97,15,498
Gratuity	11,47,753	13,05,174
Contribution to PF & other funds	48,56,546	22,26,955
Staff welfare expenses	71,00,687	62,01,544
	12,61,13,792	10,43,95,571

Note 26 : Finance costs

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Interest expenses		
- Banks	3,91,67,342	4,36,32,510
- Others	29,50,578	18,57,834
Bank guarantee commission and other borrowing cost	4,50,35,330	1,64,07,799
	8,71,53,249	6,18,98,144

Note 27 : Other expenses

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Rent Expenses	63,61,672	60,91,161
Rates & Taxes	12,59,362	59,90,193
Electricity Charges	14,23,333	14,14,897
Commission & Brokerage	2,56,275	19,000
Communication Expenses	17,19,194	20,29,429
Conveyance & Travelling	1,38,41,021	87,41,360
Advertising & Sales Promotion	48,58,168	9,30,568
Insurance Charges	15,37,945	21,72,947
Legal & Professional Fees	1,13,77,746	97,35,063
Auditors Remuneration	8,80,110	8,74,588
Membership & Subscription Fees	2,10,000	1,07,515
Printing & Stationery	7,70,106	8,33,128
Repairs & Maintenance - Machinery	3,76,376	5,56,981
Repairs & Maintenance - Others	38,59,561	21,82,100
Security Charges	14,32,664	8,70,891
Vehical Maintenance & Fuel Expenses	32,64,449	33,58,196
Balances written off	18,38,125	95,42,294
Miscellaneous Expenses	66,79,318	60,64,699
	6,19,45,426	6,15,15,009

Auditors Remuneration :

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Statutory Audit	6,70,110	6,58,088
Tax Audit	50,000	55,250
Other Services*	5,60,000	1,61,250
Total	12,80,110	8,74,588

*Includes Rs. 4,00,000/- towards IPO Expenses written off against Securities Premium Account.

Note 28 : Earnings per equity share:

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Basic Earnings per Share		
Profit(Loss) attributable to Equity shareholders	7,91,90,167	41,59,481
Shares outstanding at the beginning of the year	1,02,85,750	1,02,85,750
Shares outstanding at the end of the year	1,32,07,008	1,02,85,750
Weighted average number of equity shares	1,05,19,693	1,02,85,750
Basic & Dilutive Earnings Per Share	7.53	0.40
Face value per Share	10	10

Note 29: In the opinion of the Board the Current Assets, Loans & Advances are realisable in the ordinary course of business atleast equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of amount reasonably necessary.

Note 30 : Contingent Liabilities

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
(i) Bank Guarantees	33,06,92,657	24,36,03,418
(ii) Disputed VAT Liabilities	9,72,591	9,72,591
(iii) Disputed Income Tax Liabilities	1,49,06,720	-
TOTAL	34,65,71,968	24,45,76,009

Note 31 : Disclosure pursuant to Accounting Standard – 15 'Employee Benefits'

Actuarial assumption:

Services Rendered	Year Ended March 31, 2018	Year Ended March 31, 2017
Salary Growth *	6.00%	6%
Discount Rate	7.83%	7.20%
Rate of Employee Turnover	10 & 2%	10 & 2%

* The estimates of future salary increases, considered in a actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

(i) Changes in the present value of defined benefit obligation representing reconciliation of opening and closing balances thereof:

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Present value of obligation as at the beginning of the year:	59,78,905	48,68,731
Interest cost	4,30,481	3,92,420
Current service cost	10,45,055	7,85,117
Benefits paid	4,50,577	1,95,000
Actuarial (gain) / loss on obligation	(3,27,783)	1,27,637
Closing Present value of obligation	66,76,081	59,78,905

(ii) Actuarial (gain)/ loss recognised in the Statement of Profit and Loss:

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Actuarial (gain)/ loss for the year obligation	(3,27,783)	1,27,637

(iii) The amounts recognised in the Balance Sheet are as follows:

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Present value of obligation as at the end of the year	66,76,081	59,78,905
Funded value of assets (unfunded)	-	-
Net assets / (liability) recognised in balance sheet - Non-Current	65,21,163	58,43,559
Net assets / (liability) recognised in balance sheet - Current	1,54,918	1,35,346

(iv) The amounts recognised in the Statement of Profit and Loss are as follows:

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Current service cost	10,45,055	7,85,117
Past service cost	-	-
Interest cost	4,30,481	3,92,420
Expected return on plan assets	-	-
Net actuarial (gain) / loss recognized in the year	(3,27,783)	1,27,637
Expenses recognised in the statement of profit and loss	11,47,753	13,05,174

Note 32 : Segment Reporting

In accordance with the requirements of Accounting Standard 17 "Segment Reporting", the Group is mainly engaged in the business of "design, engineering, fabrication, supply and installation of facade systems" and all other activities of the company revolve around the main business and as such, there are no separate reportable segments that require reporting under Accounting Standard 17 – Segment Reporting.

Note 33 : Related Party disclosures

a. List of related parties

(i) Key Management Personnel:

Name	Designation
Mr. Radheshyam Shivchand Sharma	Managing Director
Mrs. Anjana Radheshyam Sharma	Whole Time Director
Mr. Shivchand Sharma	Director (Appointed on 8th Jan., 2018)
Mrs. Priti Sharma	Chief Financial Officer (Appointed on 16th Feb., 2018)
Ms. Radhika Tibrewala	Company Secretary (Appointed on 9th March, 2018)

(ii) Relative of Key Management Personnel with whom the company has entered into the transactions during the year:

Name
Mrs. Dropadi Sharma
Mrs. Gayatri Sharma
Mr. Narendra Sharma
Mrs. Priti Sharma
Mr. Raman Sharma
Mr. Rohit Sharma
Mrs. Koshangi Sharma
Miss. Vedika Sharma

(iii) Enterprise under significant influence and/or Same Key Management Personnel or their relatives with whom the company has entered into transactions during the year:

Name of the Party
Innovators Façade Solutions Private Limited
Innovators Façade Solutions (Mumbai) Private Limited
Jolly Multitrade Private Limited
Parth Façade Solutions Private Limited
Radheshyam Sharma HUF

b. Transactions with Related Parties :

Name of Party	Nature of Transaction	Year Ended March 31, 2018	Year Ended March 31, 2017
Directors Remuneration	Mr. Radheshyam Shivchand Sharma	37,00,000	33,60,000
	Mrs. Anjana Radheshyam Sharma	17,50,000	16,80,000
Salaries	Mr. Narendra Sharma	9,00,000	6,76,023
	Mr. Raman Sharma	23,52,000	18,83,039
	Mr. Rohit Sharma	13,44,000	10,90,623
	Mrs. Gayatri Sharma	8,40,000	1,00,000
	Miss Vedika Sharma	4,80,000	-
	Mrs. Priti Sharma	16,80,000	14,24,345
	Mrs. Koshangi Sharma	9,00,000	-
	Miss. Radhika Tibrewala	28,500	-
Office Rent	Mr. Narendra Sharma	2,40,000	1,44,000
	Mr. Raman Sharma	1,60,000	1,92,000
	Mr. Shivchand Sharma	1,60,000	1,92,000
	Mrs. Dropadi Sharma	2,08,000	2,40,000
	Mr. Rohit Sharma	1,68,000	-
	Mrs. Priti Sharma	96,000	96,000

Innovators Façade Systems Limited
Accompanying notes to the consolidated financial statements for the year ended March 31, 2018

(Amount in Rs.)

Sales from works contract and façade materials (including Unbilled Revenue)	Innovators Façade Solutions Private Limited	3,60,66,365	5,47,78,481
Job Work Charges (Income)	Innovators Façade Solutions Private Limited	-	96,76,641
Contracts Execution Expenses	Parth Façade Solutions Private Limited	5,88,18,297	6,25,90,462
Advance from Suppliers	Parth Façade Solutions Private Limited	-	70,07,570
Advance to Suppliers	Parth Façade Solutions Private Limited	1,35,21,978	-
Advance from Customers	Innovators Façade Solutions Pvt. Ltd.	-	4,65,38,806
Unsecured Loan Taken	Mr. Radheshyam Shivchand Sharma	51,38,320	2,00,000
	Mr. Raman Sharma	10,36,565	16,00,000
	Mrs. Anjana Radheshyam Sharma	64,00,511	39,83,925
Unsecured Loan Repaid	Innovators Façade Solutions (Mumbai) Private Limited	40,25,000	1,27,500
	Jolly Multitrade Pvt. Ltd.	25,000	70,000
	Mr. Radheshyam Shivchand Sharma	31,16,787	16,32,540
	Mr. Raman Sharma	11,30,501	16,04,770
	Mr. Radheshyam Sharma (HUF)	5,00,000	-
	Mr. Rohit Sharma	3,74,025	41,975
	Mrs. Anjana Radheshyam Sharma	12,01,636	18,71,348
Repayment of Unsecured Loan by conversion into issue of Equity Shares	Mr. Radheshyam Shivchand Sharma	2,01,75,060	-
	Mrs. Anjana Radheshyam Sharma	1,68,70,706	-
	Jolly Multitrade Pvt. Ltd.	1,83,79,559	-
	Innovators Façade Solutions (Mumbai)	4,45,82,688	-
Advance to Employees (Salary Advance)	Mrs. Anjana Sharma	3,27,424	-
	Mrs. Gayatri Sharma	99,114	-
	Mr. Narendra Sharma	1,75,803	-
	Mr. Radheshyam Sharma	2,13,416	-
	Mr. Raman Sharma	1,84,866	-
	Mr. Rohit Sharma	20,247	-

c. Balance Outstanding of Related Parties :

Name of Party	Year Ended March 31, 2018	Year Ended March 31, 2017
Unsecured Loan Payable		
Innovators Façade Solutions (Mumbai) Private Limited	-	4,44,22,500
Innovators Façade Solutions Private Limited	15,00,00,000	15,00,00,000
Jolly Multitrade Private Limited	-	1,84,04,559
Mr. Radheshyam Sharma	-	1,81,53,527
Mr. Raman Sharma	-	90,230
Mrs. Anjana Sharma	-	1,16,71,831
Mrs. Rohit Sharma	-	3,74,025
Mr. Radheshyam Sharma HUF	-	5,00,000
Unsecured Loan Receivable		
Innovators Façade Solutions (Mumbai) Pvt. Ltd.	41,85,188	-
Investment in 0% Compulsory Convertible Debentures		
Innovators Façade Solutions Pvt. Ltd.	15,60,41,000	15,60,41,000
Trade Payables		
Parth Façade Solutions Private Limited	-	70,07,570
Advance to Suppliers		
Parth Façade Solutions Private Limited	1,35,21,978	-
Advance from Customers		
Innovators Façade Solutions Private Limited	8,78,11,329	4,65,38,806

(Amount in Rs.)

Other Receivables		
Mrs. Anjana Sharma	3,27,424	-
Mr. Shivchand Sharma	65,194	-
Mrs. Dropadi Sharma	32,000	
Mrs. Gayatri Sharma	99,114	24,037
Mr. Narendra Sharma	1,03,803	-
Mr. Radheshyam Sharma	2,13,416	-
Mr. Raman Sharma	1,83,672	3,53,486
Mr. Rohit Sharma	20,247	-
Other Payables		
Mrs. Anjana Sharma	-	3,87,791
Mr. Narendra Sharma	-	1,68,000
Mr. Radheshyam S Sharma	-	2,27,345
Mr. Rohit Sharma	-	7,11,343
Mr. Raman Sharma	-	4,96,800
Mr. Shivchand Sharma	-	24,600
Mrs. Dropadi Sharma	-	6,14,400
Mrs. Priti Sharma	4,929	5,35,493
Mrs. Koshangi Sharma	25,338	-
Miss. Vedika Sharma	3,591	-

Note 34 : Additional Disclosure pertaining to general financial statements pursuant to Schedule III of Companies Act, 2013

(a) Value of Imports on C.I.F Basis:

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Raw Materials & Components	37,40,494	3,81,22,691

(b) Expenditure in foreign currency - Rs. Nil (PY Rs. Nil)

(c) Consumption of raw materials:

Particulars	Year Ended March 31, 2018		Year Ended March 31, 2017	
	Amount	Percentage	Amount	Percentage
Imported	37,40,494	0.82%	3,81,22,691	10.76%
Indigenous	45,49,00,918	99.18%	31,61,81,876	89.24%
Total	45,86,41,412	100%	35,43,04,567	100.00%

Note 35 : Accounting Standard - 7

The Company is recognising revenue on contracts on percentage of completion method due to revision of mandatory Accounting Standard 7 "Construction Contracts". Disclosure required in accordance with the said Accounting Standard in respect of contracts in progress as on reporting date are as follows:

(Amounts in Rs.)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Progress Billing	2,38,93,84,208	1,19,96,40,024
Aggregate amount of contract cost incurred	1,92,49,74,149	1,06,37,40,817
Recognised Profits less recognised losses	69,76,46,052	38,58,99,207
The amount of retentions due from customers for contracts in progress	8,37,11,712	22,72,24,957

Note 36: Disclosure with regards to section 186 of the Companies Act, 2013

(Amount in Rs.)

Note 36: Disclosure with regards to section 186 of the Companies Act, 2013

- a. The company has not granted loan or provided any guarantee or security to any body corporate after the enforcement of Section 186 of the Companies Act, 2013.
- b. For disclosure related to the investment made by the company - Refer Note No.11.

Note 37 : Company consolidated as subsidiary in accordance with Accounting Standard 21 - Consolidated Financial Statements :

Name of Subsidiary	Date of becoming subsidiary	Country of Incorporation	% of Voting held on 31st March 2018	% of Voting held on 31st March 2017
Kapindra Multitrade Private Limited	22nd June, 2010	India	99.99 %	99.99 %

Additional Information as required under Schedule III to the Companies Act, 2013 of company consolidated as subsidiary company :

Name of the Enterprise	Net Assets I.e. total assets minus total liabilities		Share in Profit & Loss	
	As % of Consolidated Net Assets	Amount (Rs.)	As % of Consolidated Profit & Loss	Amount (Rs.)
Parent				
Innovators Façade Systems Private Limited	78.54%	67,93,88,211	100.20%	7,93,48,806
Previous Year	68.73%	40,82,45,801	106.25%	44,19,333
Subsidiary				
Kapindra Multitrade Private Limited	21.46%	18,55,95,978	-0.20%	(1,58,640)
Previous Year	31.27%	18,57,54,618	-6.25%	(2,59,850)
Minority Interest in Subsidiary	0.001%	9,579	-0.0001%	(58)
Previous Year	0.002%	9,637	-0.0012%	(50)
TOTAL	100%	86,49,93,768	100%	7,91,90,108

Note 38 : During the year, the company is converted into a Limited Company from Private Limited Company with effect from 15th February, 2018 and fresh incorporation certificate has been received from Registrar of Companies, Mumbai.

Note 39 : Previous year figures have been re-grouped/ re-classified and or re-arranged wherever considered necessary to confirm Current year's figures.

In terms of our report of even date
For S G C O & Co. LLP
Chartered Accountants
Firm Registration No. 112081W/W100184

For and on behalf of the Board of Directors
Innovators Façade Systems Limited

Suresh Murarka
Partner
Membership No. 44739

Radheshyam Sharma
Director
DIN: 00340865

Anjana Sharma
Director
DIN: 00360233

Priti Sharma
Chief Financial Officer

Radhika Tibrewala
Company Secretary
Mem No. A48119

Place: Mumbai
Date: 25th August, 2018

Innovators Facade Systems Limited

CIN: U45200MH1999PLC120229

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

Website: www.innovators.in , Email: investors@innovators.in

Phone: +91-22- 022-28132151, Fax: +91- 022-28131919

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the venue.

Regd. Folio / DP ID & Client ID	
Name and Address of the Shareholders	
Name of the Joint Holder(s)	
No of Shares held	

I hereby record my presence at the 19th Annual General Meeting of the Company at registered office of the Company situated at held on Friday, 28th September, 2018.

.....

.....

Shareholder's/Proxy's Name in Block Letters

Shareholder's/Proxy's Signature

Note: The practice of distributing copies of Annual Report at the Annual General Meeting has been discontinued. Members attending the meeting are requested to bring their copies of Annual Report with them.

**Form No. MGT – 11
Proxy Form**

**INNOVATORS FAÇADE SYSTEMS LIMITED
(CIN: U45200MH1999PLC120229)**

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

Website: www.innovators.in , Email : investors@innovators.in

Phone: +91-22- 022-28132151, Fax: +91- 022-28131919

Name of the member(s):

Registered address:

e-mail ID:

Folio No/ *Client ID:

*DP ID:

I/We, being the member(s) of _____ shares of INNOVATORS FAÇADE SYSTEMS LIMITED, hereby appoint:

1. _____ of _____ having e-mail id _____ or failing him 2.
 _____ of _____ having e-mail id _____ or failing him 3.
 _____ of _____ having e-mail id _____ or failing him as my /
 our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the 19th Annual General Meeting of the company, to be held on Friday, the 28th day of September, 2018 at ___ a.m. at _____ and at any adjournment thereof in respect of such resolutions as are indicated

below:

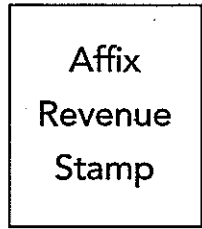
**I wish my above Proxy to vote in the manner as indicated in the box below:

Description of Resolution	FOR	AGAINST
ORDINARY BUSINESS		
1. To consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018, the Reports of the Board of Directors and Auditors thereon		
2. To appoint Mr. Shivchand Sharma (DIN-00298265), who retires by rotation and being eligible, offer himself for re-appointment as a Director.		
SPECIAL BUSINESS		
3. To appoint Mr. Phoolshankar Shrimali (DIN: 03549729) as an Independent Director in this regard, pass the following resolution as an Ordinary Resolution.		
4. To appoint Mr. Sunil Deshpande (DIN: 08065585) as an Independent Director in this regard, pass the following resolution as an Ordinary Resolution.		
5. To appoint Mrs. Poonam Bhati (DIN: 08081236) as an Independent Director in this regard, pass the following resolution as an Ordinary Resolution.		
6. To appoint M/s. Y.R. Doshi & Co., Cost Accountants, Mumbai (FRN: 000003) as Cost Auditors for financial year 2018-19 In this regard, pass the following resolution as an Ordinary Resolution.		

Signed this _____ day of _____, 2018

Signature of Shareholder

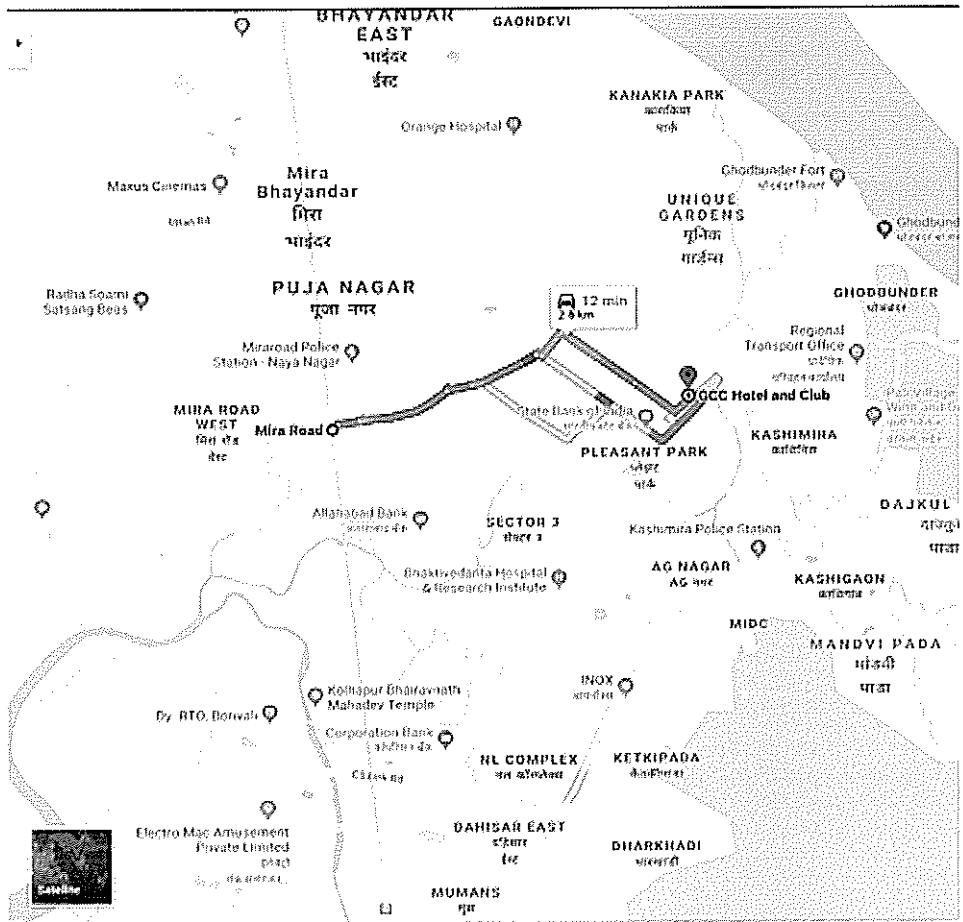
Signature of Proxy holder(s)

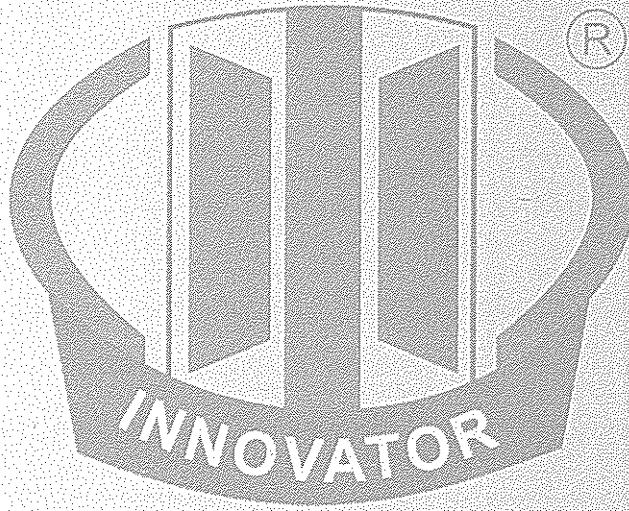


NOTE:

1. The proxy form duly signed across the Revenue Stamp must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
2. A proxy need not be a member of the Company.
3. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. For the resolution and notes please refer the accompanying Notice.
5. All alterations made in the form of proxy should be initialled.

Route Map





IF UNDELIVERED

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

Phone : +91-22- 022-28132151