



IMP POWERS LTD.

Corporate Office : 35/C, Popular Press Building, 2nd Floor PT
M.M. Malviya Road, Tardeo, Mumbai- 34. Tel.: +91 22 2353 9180-84
Fax : +91 22 2353 9186-87 • E-mail : info@imp-powers.com
CIN : L31300DN1961PLC000232

To,

The Manager, Department of Corporate Services, BSE Limited 1st Floor New Trade Wing Rotunda Building, P. J. Towers, Dalal Street Fort, Mumbai 400 001 BSE Code: 517571	The Manager, Listing Compliance National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex Bandra (E) Mumbai 400 051 Symbol: INDLMETER
--	---

Dear Sir/Madam,

Sub: Notice of 55th Annual General Meeting

Please find the enclosed herewith Notice of 55th Annual General Meeting for the Financial year 2016-17.

Kindly take the above on your records and oblige.

Thanking you.

For IMP Powers Limited

Priya Shah
Company Secretary

NOTICE OF THE 55TH ANNUAL GENERAL MEETING

To,
The Members
IMP Powers Limited

Notice is hereby given that the 55th Annual General Meeting of the members of IMP Powers Limited will be held on Thursday, September 28, 2017 at 3.00 p.m. at the registered office of the Company situated at Survey no. 263/3/2/2, Village Sayli, Umar kuin Road, Silvassa - 396230, Dadra & Nagar Haveli (U.T.) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statement (Standalone & Consolidated) of the Company for the Financial Year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of Directors' and the Auditors' thereon.
2. To declare Dividend on equity Shares for the financial year 2016 -17.
3. To appoint a Director in place of Shri Ajay R Dhoot (DIN: 00210424), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors of the Company and fix their remuneration and in this regard, to consider and, if thought fit, to pass the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of Audit Committee to appoint M/s. V.S. Somani & Co., Chartered Accountants, Mumbai having ICAI Firm Registration No. 117589W be and is hereby appointed as Statutory Auditors of the Company to hold office for 5 consecutive years, from the conclusion of 55th Annual General Meeting till the conclusion of the 59th Annual General Meeting to be held in 2022, subject to ratification at every AGM, at such remuneration as may be recommended by Audit Committee and fix by the Board of Directors and the Auditors, in addition to service tax and re-imburement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company."

SPECIAL BUSINESS:

5. **Ratification of Remuneration payable to Cost Auditor for the Financial year ending March 31, 2018:**

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the Cost Auditor, M/s. V. J. Talati & Co., (Firm Reg. No. 00213), appointed by the Board of Directors of the Company as recommended by Audit Committee to conduct audit of the cost records of the Company for the Financial year ending on March 31, 2018, be paid the remuneration of Rs.50,000 (exclusive of applicable taxes and reimbursement of out of pocket expenses)

RESOLVED FURTHER THAT the Board of Directors (including any Committee of the Board) be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

6. **Regularization of Ms. Priyanjali Dhoot alias Mrs. Priyanjali Abhishek Malpani as the director of the Company:**

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Priyanjali Dhoot alias Mrs. Priyanjali Abhishek Malpani (DIN: 07702915), who was appointed as an Additional Director in the Board Meeting held on November 10, 2016, having tenure upto the ensuing Annual General Meeting and who is not disqualified to become a Director under the Companies Act, 2013 and who is eligible for appointment be and is hereby appointed as a Woman Director of the Company."

IMP POWERS LIMITED

7. Re-appointment of Shri Ramniwas R Dhoot, as Whole-time Director and Chairman for further period of 3 years w.e.f April 1, 2017:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as ‘the Act’) and in accordance with the Articles of Association of the Company, on recommendation of the Nomination & Remuneration Committee, approval of the shareholders of the Company be and is hereby accorded to the re-appointment of Shri Ramniwas R Dhoot as the Chairman and Whole-time Director of the Company w.e.f. April 1, 2017 for a further period of 3 years not subject to retirement by rotation on such terms and conditions as mentioned in the draft agreement to be entered into between the Company and Shri Ramniwas R Dhoot, the draft of which be and is hereby submitted to this meeting duly initialed by the Chairman for the purpose of identification, which draft Agreement is hereby specifically sanctioned with liberty to the Board of Directors shall be deemed to include the Nomination & Remuneration Committee constituted by the Board with liberty to the Board of Directors on the recommendation of the Nomination & Remuneration Committee to alter and vary the terms and conditions of the said re-appointment and/or remuneration and/or agreement subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time or any amendments thereto as may be agreed to between the Board of Directors and Shri Ramniwas R Dhoot.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites shall not exceed the aggregate of the remuneration as provided in Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT that the Board of Directors be and is hereby authorised to take such steps as may be necessary, proper or expedient to give effect to such resolution.”

**By Order of the Board
For IMP Powers Limited
Sd/-
Ramniwas R Dhoot
Chairman
(DIN: 00210094)**

**Date: August 19, 2017
Place: Mumbai**

Registered Office:

Survey No.263/3/2/2
Umerkuin Road, Village Sayali
Silvassa-396230
Dadra & Nagar Haveli (U.T.)
CIN:-L31300DN1961PLC000232
www.imp-powers.com

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT A PROXY, WHO NEED NOT BE A MEMBER, TO ATTEND AND VOTE ON POLL ON BEHALF OF HIMSELF/ HERSELF. The instrument appointing the Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 (forty eight) hours before the commencement of the Meeting. A proxy form for the Annual General Meeting (AGM) is enclosed.

A person can act as a proxy on behalf of the Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or Member. Proxies submitted on behalf of limited companies, societies, etc. must be supported by valid and effective resolution/ authority, as applicable.

2. The Company's Registrar & Share Transfer Agents are Link Intime India Private Limited ('R & TA'), C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400083. Phone: 022-4918 6000; Fax: 022- 4918 6060.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, September 21, 2017 to Wednesday, September 27, 2017**, both days inclusive, for taking record of the Members of the Company for the purpose of AGM and determining the names of the Members eligible for dividend on equity shares for the financial year 2016-17, if declared at the AGM.
4. The Dividend, if declared at the AGM, would be paid/ dispatched on/ after September 28, 2017 and within thirty days from the date of declaration of dividend to those persons (or their mandates):
 - whose names appears as beneficial owners as at the end of the business hours on **Wednesday, September 20, 2017** in the list of the Beneficial Owners to be obtained from the Depositories i.e. National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL], in respect of the shares held in electronic/ dematerialized mode; and
 - whose names appear as Members in the Register of Members of the Company as on **Wednesday, September 20, 2017**, after giving effect to valid share transfers in physical forms lodged with the Company/ R & TA, in respect of the shares held in physical mode.

In respect of the Members holding shares in electronic form, the bank details obtained from the respective depositories will be used for the purpose of distribution of dividend through various approved/ permissible electronic mode of payment viz. Electronic Clearing Services (ECS), National Electronic Funds Transfer (NEFT), Real Time Gross Settlement (RTGS), etc. The Company/ R & TA will not act on any direct request from the Members holding shares in dematerialized form for change/ deletion of such bank details. Such changes are to be intimated by the Members to:

- (i) to their Depository Participants (DPs) in respect of their shareholdings in electronic (demat) form, and
- (ii) to the Company's Registrar & Share Transfer Agents namely, M/s. Link Intime India Private Limited in respect shareholdings in physical form.

Any query related to dividend should be directed to R & TA.

5. Members are requested to:
 - (i) send all share transfer lodgements (Physical mode) / correspondence to the R & TA upto the date of book closure.
 - (ii) Quote Registered Folio Number or DP ID/ Client ID in all the correspondence.
6. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company: www.imp-powers.com and also on the website of the Ministry of Corporate Affairs.
7. Consequent upon amendment to Section 205A of the Companies Act, 1956 and introduction of Section 205C by the Companies (Amendment) Act, 1999, the Company has transferred all unclaimed Dividend declared till the financial year ended March 31, 2010 to the Investor Education and Protection Fund set up by the Government of India as per provisions of erstwhile Section 205C of the Companies Act, 1956. No claims shall lie against the Fund or the Company in respect to the amounts which were transferred to the IEPF in accordance with the Companies Act, 1956.

IMP POWERS LIMITED

8. The relevant Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), setting out the material facts relating to the special business as set out in the Notice is annexed hereto.
9. Shri Ajay R Dhoot (DIN: 00210424), Director retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment. Also, the re-appointment of Shri. Ramniwas R Dhoot (DIN: 00210094), Chairman of the Company is proposed. As required under the Secretarial Standard - 2 and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'], the details of the Directors seeking re-appointment etc. are annexed to the Notice and form part of the Explanatory Statement. The Directors have furnished the relevant consents, declarations, etc. for their appointment/ re-appointment.
10. As per Sections 101, 136 and all other applicable provisions of the Act, read with the Rules made under the Act, Companies can serve/ send various reports, documents, communications, including but not limited to Annual Report comprising of the Report of the Board of Directors, Auditors' Report, Financial Statements, Notice of General Meeting, etc. (hereinafter referred to as 'the Documents') to its members through electronic mode at their e-mail addresses.

The Company believes in green initiative and is concerned about the environment. The Company has e-mailed the Documents in electronic mode at your e-mail address obtained from the depositories/ available with R & TA unless a Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the relevant documents are being sent by the permitted mode.

Members are requested to furnish/ update the details of their address, e-mail address, bank account details, relevant information for availing various approved/ permissible modes of electronic funds transfer facilities viz. Electronic Clearing Services (ECS), National Electronic Funds Transfer (NEFT), Real Time Gross Settlement (RTGS), etc.:

- (i) To their depository participants in respect of their shareholdings in electronic (dematerialized) form;
- (ii) To R & TA, in respect of their shareholdings in physical form, quoting their folio numbers.

Members are entitled to have, free of cost, a copy of the Documents upon placing a specific requisition addressed to R & TA.

11. Annual Report including *inter alia* the Report of the Board of Directors, Auditors' Report, Financial Statements, Notice of this AGM, attendance slip, proxy form, etc. is being sent by electronic mode to all Members whose e-mail addresses are registered with the Company/ R & TA/ depositories unless a Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the relevant documents are being sent by the permitted mode. The same are also available on the Company's website at: www.imppowers.com
12. In case a person has become the Member of the Company after the dispatch of the AGM Notice but on or before the cut-off date i.e. Wednesday, September 20, 2017, he may write to R & TA at Link Intime India Private Limited ('R & TA'), C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400083. Phone: 022-4918 6000 requesting for the User ID and Password.
13. In terms of Section 72 of the Act read with the applicable rules made under the Act, every holder of shares in the Company may at any time nominate, in the prescribed manner, a person to whom his/ her shares in the Company shall vest, in the event of his/ her death. Nomination form can be obtained from the R & TA. The duly filled in nomination form shall be sent to M/s. Link Intime India Private Limited at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
14. Members/ Proxies/Authorized Representatives should bring their copy of the Annual Report and Attendance Slip sent herein for attending the Meeting. Proxy/Authorized Representatives of Members should state on the attendance slip as 'Proxy' or 'Authorized Representative', as the case may be. Further, those who hold shares in demat form are requested to write their Client Id and DP Id and those who hold shares in physical forms are requested to write their folio number on the attendance slip for easy identification at the meeting.
15. Corporate Members intending to send their representatives to attend the Meeting are requested to send to the Company a certified copy of the relevant board resolution authorizing their representatives to attend and vote at the Meeting on their behalf.
16. In case of joint holders, the vote of only such joint holder who is higher in the order of names, whether in person or proxy, shall be accepted to the exclusion of the votes of other joint holders.
17. Members, who are holding Shares in identical order of names in more than one Folio, are requested to apply to the Company/ R&TA along with the relevant Share Certificates for consolidation of such Folios in one Folio.

18. Members desiring any information pertaining to the financial statements are requested to write to the Company Secretary at an early date so as to enable the Management to reply at the AGM.
19. Statutory registers and all other documents relevant to the business as stated in the Notice convening the AGM are open for inspection by the Members at the Corporate Office of the Company upto the day before the date of the ensuing Annual General Meeting of the Company during business hours on any working day of the Company without payment of fee and will also be available at the AGM.
20. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market and Members holding shares in electronic form are requested to submit their PAN to their Depositories Participant(s). Members holding shares in physical form shall submit their PAN details to R & TA, if not already submitted.
21. Voting through Electronic Means:
- a) Pursuant to Section 108 of the Act read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and all other relevant rule made under the Act and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [‘the Listing Regulations’], the Company is pleased to provide the facility to the Members to exercise their right to vote on the resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through such voting. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on is Wednesday, September 20, 2017 are entitled to vote on the Resolutions set forth in this Notice. The cut-off date for the purpose of remote e-voting and voting at the AGM is Wednesday, September 20, 2017. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. The Members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The Company has appointed Link Intime India Private Limited (‘R & TA’) for facilitating remote e-voting.
 - b) Subject to the applicable provisions of the Act read with the rules made thereunder (as amended), the voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date for the purpose of remote e-voting, being is Wednesday, September 20, 2017. Members are eligible to cast vote only if they are holding shares as on Wednesday, September 20, 2017.
 - c) The remote e-voting period will commence at 9.00 a.m. (IST) on Monday, September 25, 2017 and will end at 5.00 p.m. (IST) on Wednesday, September 27, 2017. During this period, the Members of the Company holding shares in physical form or in dematerialized form as on cut-off date may cast their vote through remote e-voting. The remote e-voting module shall be blocked/ disabled for voting thereafter.
 - d) Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again. The Members may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.
 - e) The facility for voting, either through electronic voting system or ballot/polling paper, shall also be made available at the AGM and the Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.
 - f) A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:
 - i. The voting period begins on Monday, September 25, 2017, at (9:00 a.m. IST) and ends on Wednesday, September 27, 2017 (05:00 p.m. IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, September 20, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. The shareholders should log on to the e-voting website www.evotingindia.com
 - iii. Click on Shareholders.
 - iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

IMP POWERS LIMITED

- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN of IMP Powers Limited to vote.
- xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
22. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 20, 2017.
23. Mr. Dharendra Maurya, Proprietor of M/s. Dharendra Maurya & Associates, Practising Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
24. The Scrutinizers shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, within a period not exceeding three (3) days from the conclusion of the meeting a Consolidated Scrutinizer's Report of the total votes cast in favor or against of the resolutions transacted in the AGM and submit forthwith the same to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
25. The Chairman or the authorised person shall declare the results of the voting forthwith and the results declared along with the report of the scrutinizer shall be placed on the website of the Company i.e. www.imp-powers.com and on the website of CDSL i.e. www.evotingindia.com The Company shall also simultaneously forward the results to BSE and NSE where the shares of the Company are listed.
26. Map of the venue of the AGM is given after the notice and forms part of the notice.
27. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the 55th AGM i.e. September 28, 2017.

**By Order of the Board
For IMP Powers Limited
Sd/-
Ramniwas R Dhoot
Chairman
(DIN: 00210094)**

Date: August 19, 2017

Place: Mumbai

Registered Office:

Survey No.263/3/2/2
Umerkuin Road, Village Sayali
Silvassa-396230
Dadra & Nagar Haveli (U.T.)
CIN:-L31300DN1961PLC000232
www.imp-powers.com

IMP POWERS LIMITED

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

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item Nos. 5 to 7 of the accompanying Notice.

Item No. 5:

The Board of Directors, on recommendation of the Audit Committee and pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), has approved the appointment and remuneration of the Cost Auditors, M/s. V. J. Talati & Co., Cost Accountants (Firm registration number- 00213) to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2018. The aforesaid appointment of M/s. V. J. Talati & Co. is subject to the relevant notifications, orders, rules, circulars, etc. issued by the Ministry of Corporate Affairs and other regulatory authorities from time to time. The remuneration payable to M/s. V. J. Talati & Co. shall be Rs. 50,000 (Rupees fifty thousand only) plus out of pocket expenses and applicable taxes for the aforesaid audit. A Certificate issued by the above firm regarding their independence and eligibility for appointment as Cost Auditors and other relevant documents are available for inspection by the members at the Registered Office and Corporate Office of the Company during business hours on any working day of the Company without payment of fee and same shall be available at the AGM.

In accordance with the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules 2014 and all other applicable rules, the remuneration payable to the Cost Auditors is required to be ratified subsequently by the shareholders. Accordingly, consent of the Members is sought for passing the ordinary resolution as set out at Item No. 5 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending on March 31, 2018.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the notice. The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the notice for approval by the Members.

Item No. 6:

As per the provisions of Section 149(1) of the Act and Regulation 17 of the SEBI (LODR) Regulations, 2015, the Company should have atleast one woman director. Keeping in view the above legal requirements, the Board of Directors have proposed that Ms. Priyanjali Dhoot alias Mrs. Priyanjali Abhishek Malpani be appointed as a Director of the Company.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Priyanjali Dhoot alias Mrs. Priyanjali Abhishek Malpani for the office of Director of the Company. Ms. Priyanjali Dhoot alias Mrs. Priyanjali Abhishek Malpani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. She holds NIL equity shares in the Company.

Ms. Priyanjali Dhoot alias Mrs. Priyanjali Abhishek Malpani may be deemed to be concerned or interested, financially or otherwise, to the extent of the aforesaid shareholding in respect of her appointment as a Director. Shri Aaditya R Dhoot, who is her relative and the Managing Director of the Company and their other relatives, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested in the appointment of Ms. Priyanjali Dhoot alias Mrs. Priyanjali Abhishek Malpani.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, Financially or otherwise, in the resolution set out at Item No.6 of the Notice. The Board commends the Ordinary Resolution set out at Item No.6 of the Notice for approval by the shareholders.

Item No.7

The Board of Directors of the Company, at its meeting held on February 14, 2017 has, subject to the approval of members, re-appointed Shri Ramniwas R Dhoot as the Chairman of the Company for a further period of 3 years w.e.f April 1, 2017, on the expiry of his present term which expired on March 31, 2017 on such terms and conditions as set out in agreement.

Justification for re-appointing Shri Ramniwas R Dhoot as the Chairman of the Company and his brief profile is provided as under:

Shri Ramniwas R Dhoot, currently the Executive Chairman of the Company, has been the driving force of the Company since its existence. He has an immense experience of more than five decades in the transformer, electrical meter, etc industries

and is instrumental in creating a strong organization and steering the Company into the league of top transformer manufacturers in India. He is also actively involved in philanthropic activities. Shri Ramniwas Dhoot, since inception of the Company has been the leader in Human Resource Management and is very close to the workers.

The Board is of the view that the re-appointment of Shri Ramniwas R Dhoot, as the Executive Chairman for a further period of 3 years w.e.f April 1, 2017 will greatly benefit the operations of the Company.

Broad particulars of the terms of re-appointment & remuneration payable to Shri Ramniwas R Dhoot is as under:

a) Salary and perquisites (₹per Annum):

Sr. No.	Name of the Director	Salary	Perquisites and allowances	Total
1.	Shri Ramniwas R Dhoot	47,40,000	6,31,056	53,71,056

The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re- enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

b) Period of Appointment:

Sr. No.	Name of the Director	Tenure of Appointment
1.	Shri Ramniwas R Dhoot	3 Years (From April 1, 2017 upto March 31, 2020)

c) Minimum Remuneration:

In the event of absence or inadequacy of profits in any financial year during the tenure of Shri Ramniwas R Dhoot, Executive Director and Chairman of the Company, the salary and perquisites payable to him shall not be reduced, but shall, subject to the approval of the Nomination and Remuneration Committee (Formerly known as Remuneration Committee) of the Board, at all times be governed by the provisions as regards minimum remuneration as may be prescribed in Schedule V of the Companies Act, 2013, in future.

- d) The annual increments which will be effective April 1 each year, will be decided by the Board and will be merit-based and take into account the Company's performance; Incentive Remuneration and/or Commission based on certain performance criteria to be laid down by the Board; Benefits, Perquisites, Allowances as may be determined from time to time.
- e) Contract of his re-appointment of Shri Ramniwas R Dhoot, as the Chairman (hereinafter referred to as "the Appointees") also include, inter-alia, following principal clauses:
1. The Appointee shall adhere with the Code of Conduct for Directors and Senior Management Personnel's and the Ethical Code of Conduct for the Executive Directors, Senior Management Personnel's and Employees of the Company.
 2. The Chairman will perform his respective duties as such with regard to all work of the Company and he will manage and attend to such business and discharge such functions as the board may from time to time delegate.
 3. The Chairman shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
 4. The office of the Chairman may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.

Shri Ramniwas R Dhoot satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for the re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri Ramniwas R Dhoot under Section 190 of the Companies Act, 2013. Shri Ramniwas R Dhoot is interested in the resolutions set out respectively at Item Nos. 7 of the Notice, which pertain to their respective re-appointment.

In terms of Section 196 of the Companies Act, 2013 (Act) inter-alia provides that no company shall appoint or continue the employment of any person as managing director, who has attained the age of 70 years, unless his appointment is approved by a special resolution.

Your Directors hereby recommend passing of the Resolutions at Item No. 7 of the Notice as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, in

IMP POWERS LIMITED

the said Resolutions, except for Shri Ramniwas R Dhoot Executive Chairman, in the Resolutions at Item No. 7 of the Notice.

By Order of the Board
For IMP Powers Limited
Sd/-
Ramniwas R Dhoot
Chairman
(DIN: 00210094)

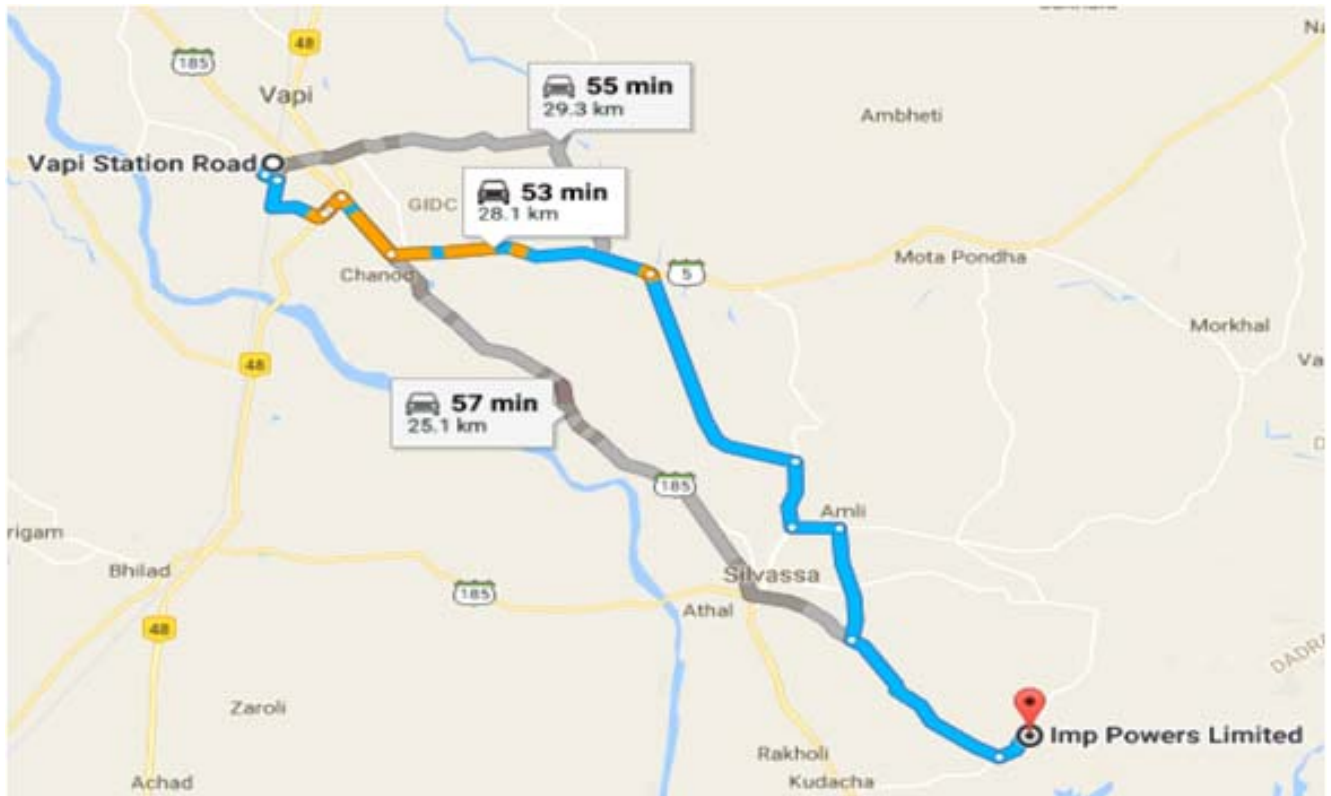
Date: August 19, 2017

Place: Mumbai

Registered Office:

Survey No.263/3/2/2
Umerkuin Road, Village Sayali
Silvassa-396230
Dadra & Nagar Haveli (U.T.)
CIN:-L31300DN1961PLC000232
www.imp-powers.com

MAP:



ANNEXURE TO THE NOTICE:**Details of the Director seeking Appointment/ Re-appointment at the Annual General Meeting:**

Name of Director	Shri Ramniwas Ramdayal Dhoot	Shri Ajay Ramniwas Dhoot	Ms. Priyanjali Dhoot
Date of Birth	05.03.1941	09.03.1964	14.07.1992
Date of Appointment on the Board	16.08.1962	14.05.1982	10.11.2016
Educational Qualifications	B.Com	B.Com	MSC(University of Warwick)
Brief Resume and Expertise	A first generation entrepreneur, Shri. Ramniwas R Dhoot has been the driving force for the company since its existence. A visionary with more than four decades of experience in the transformer industry, he has been instrumental in creating a strong organization and steering IMP into the league of top transformer manufactures in India. He is actively involved in philanthropic activities and is associated with various charitable trusts and institutions.	Shri Ajay R Dhoot, designated as Vice-Chairman of the Company, has an experience of more than 36 years in the field of Marketing, Finance and Administration. He is a prudent Business man and a Financial Wizard of the Company. He has also played a leading role in administering the Company's entry into domestic and international markets.	Ms. Priyanjali Dhoot has completed Masters in Business (Marketing) from the University of Warwick (WBS). She has experience in the field of social media marketing on consumer behaviour of luxury brands.
Directorship held in other Companies (excluding foreign, private and Section 8 Companies)	IMP Energy Ltd.	IMP Energy Ltd.	NIL
Membership of Committees in other public companies (includes only Audit and Stakeholders Relationship Committee)	N.A.	N.A.	N.A.
Shareholding of Director as on date	245134	232977	-
Disclosure of Relationship	Shri Ramniwas R Dhoot, Chairman of the Company is related to Shri Aaditya R Dhoot (Son), Managing Director of the Company and Shri Ajay R Dhoot (Son), Vice-Chairman of the Company.	Shri Ajay R Dhoot, Vice-Chairman of the Company is related to Shri Ramniwas R Dhoot (Father), Chairman of the Company and Shri Aaditya R Dhoot (Brother), Managing Director of the Company.	Ms. Priyanjali Dhoot, Director of the Company is related to Shri Aaditya R Dhoot (Father), Managing Director of the Company and Shri Ramniwas R Dhoot (Grandfather), Chairman of the Company and Shri Ajay R Dhoot (Uncle), Vice-Chairman of the Company.
Other details	During the Financial year ended March 31, 2017, 4 Board Meetings were held which were attended by Shri Ramniwas R Dhoot.	During the Financial year ended March 31, 2017, 4 Board Meetings were held which were attended by Shri Ajay R Dhoot.	During the Financial year ended March 31, 2017, 4 Board Meetings were held and out of which one was attended by Ms. Priyanjali Dhoot.

IMP POWERS LTD.

CIN: L31300DN1961PLC000232

Registered Office: Survey No. 263/3/2/2, Village Sayli, Umerkuin Road, Silvassa 396230, Dadra Nagar Haveli (U.T.)
Tel. No.0260 - 6538571 Fax No. 0260 - 2681043

E-mail: investor@imp-powers.com Website: www.imp-powers.com

ATTENDANCE SLIP

55TH ANNUAL GENERAL MEETING ON THURSDAY, SEPTEMBER 28, 2017 AT 3.00 P.M.
at Survey No. 263/3/2/2, Village Sayli, Umerkuin Road, Silvassa 396230, Dadra Nagar Haveli

Folio No.	D.P. ID No.	Client ID No.

I/ We hereby record my/ our presence at the Fifty Fifth Annual General Meeting of the Company being held on Thursday, September 28, 2017 at 3.00 p.m. at Survey No. 263/3/2/2, Village Sayli, Umerkuin Road, Silvassa 396230, Dadra Nagar Haveli (U.T.)

Name of the Member _____	Signature _____
Name of the Proxyholder _____	Signature _____

Notes:

1. only Member/ Proxy holder can attend the Meeting.
2. Please complete the Folio No. DP ID No. and name of the Member/ Proxyholder, sign this Attendance Slip and hand it over, duly signed at the entrance of the Meeting Hall.
3. A Member/ Proxy holder attending the Meeting should bring copy of the Annual Report for Reference at the Meeting.

IMP POWERS LTD.

CIN: L31300DN1961PLC000232

Registered Office: Survey No. 263/3/2/2, Village Sayli, Umerkuin Road, Silvassa 396230, Dadra Nagar Haveli (U.T.)
Tel. No.0260 - 6538571 Fax No. 0260 - 2681043

E-mail: investor@imp-powers.com Website: www.imp-powers.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the (Companies Management and Administration) Rules, 2014)

Name of Member(s) : _____
Registered address : _____
Email ID : _____
Folio No./ DPID / Client ID No. : _____

I/ We being the member(s) of : _____
Shares of IMP Powers Ltd. hereby, appoint:

1. Name: _____ Email ID: _____
Address: _____
Signature: _____

Or failing him;

2. Name: _____ Email ID: _____
Address: _____
Signature: _____

Or failing him;

1. Name: _____ Email ID: _____
Address: _____
Signature: _____

as my/ our Proxy to attend and vote (on poll) for me/ us and my/ our behalf at the Fifty Fifth Annual General Meeting of the Company to be held on Thursday, September 28, 2017 at 3.00 p.m. at Survey No. 263/3/2/2, Village Sayli, Umerkuin Road, Silvassa 396230, Dadra Nagar Haveli (U.T.) and at any adjournment thereof in respect of such resolutions as indicated overleaf:

Sr. No.	Resolutions
1.	To receive, consider, approve and adopt the Audited Financial Statement (Standalone & Consolidated) of the Company for the Financial Year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of Directors' and the Auditors' thereon
2.	To declare Dividend on Equity Shares for the financial year 2016 -17.
3.	To appoint a Director in place of Shri Ajay R Dhoot (DIN: 00210424), who retires by rotation and being eligible, offers himself for re-appointment.
4.	To appoint Statutory Auditors of the Company and fix their remuneration
5.	Ratification of Remuneration payable to Cost Auditor for the Financial year ending March 31, 2018.
6.	Regularization of Ms. Priyanjali Dhoot alias Mrs. Priyanjali Abhishek Malpani as the Director of the Company.
7.	Re-appointment of Shri Ramniwas R Dhoot, as Whole-time Director and Chairman for further period of 3 years w.e.f April 1, 2017.

Signed this _____ day of _____ 2017

Signature of Member _____ Signature of Proxy Holder _____

Affix
Revenue
Stamp

Note:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Survey No. 263/3/2/2, Village Sayli, Umerkuin Road, Silvassa 396230, Dadra Nagar Haveli (U.T.), not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, Please refer to the Notice of the Fifty Fifth Annual General Meeting of the Company.