



CERTIFICATE NO. : T-2486



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

Date: September 5, 2018

To,

The Manager, Department of Corporate Services, BSE Limited 1 st 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
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Sub: Notice of 56th Annual General Meeting

Dear Sir/Madam,

Please find the enclosed herewith Notice of the 56th Annual General Meeting the financial year ended March 31, 2018.

Kindly take the same on your record and oblige.

Thanking you.

Yours faithfully,
For IMP POWER LIMITED

Priya Shah

Priya Shah
Company Secretary

Encl: As above



DNV

NOTICE OF THE 56TH ANNUAL GENERAL MEETING

To,
The Members
IMP Powers Limited

Notice is hereby given that the 56th Annual General Meeting of the members of IMP Powers Limited will be held on Friday, September 28, 2018 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, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on equity Shares for the financial year 2017 -18.
3. To appoint a Director in place of Shri Aaditya R Dhoot (DIN: 00057224), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Ratification of Remuneration payable to Cost Auditor for the Financial year ending March 31, 2019:

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, 2019, 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."

5. To consider revision in terms of remuneration of Shri Ramniwas R Dhoot, Chairman-Whole time Director of the Company with effect from April 1, 2019:

To consider and if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT in partial modification of the resolution passed in the meeting of the Board of Directors held on February 14, 2017 and by the members at the 55th Annual General Meeting of the Company held on September 28, 2017 for the re-appointment of Shri Ramniwas R Dhoot as Chairman and Whole-time Director of the Company and pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and approval of the Board, consent of the Members of the Company be and is hereby accorded for the revision in the remuneration payable to Shri Ramniwas R Dhoot, Chairman and Whole-time Director of the Company, as detailed in the explanatory statement forming part of this notice and agreement as placed before the meeting with effect from April 1, 2019 for his remaining tenure as Chairman and Whole-time Director of the Company.

RESOLVED FURTHER THAT except above, the original terms and conditions of re-appointment of Shri Ramniwas R Dhoot as Chairman and Whole-time Director of the Company will remain unchanged.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to Nomination and Remuneration Committee or Director(s) to give effect to the aforesaid resolution."

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6. Re-appointment and remuneration payable to Shri Ajay R Dhoot, Vice Chairman & Whole-time Director of the Company for a period three years with effect from April 1, 2019 to March 31, 2022:

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and approval of the Board, consent of the Members of the Company be and is hereby accorded to re-appoint Shri Ajay R Dhoot (DIN: 00210424) as Vice Chairman & Whole-time Director of the Company for a period of three years with effect from April 1, 2019, at such remuneration, upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration in such manner as may be agreed to between the Board of Directors and Shri Ajay R Dhoot.

RESOLVED FURTHER THAT the remuneration payable to Shri Ajay R Dhoot, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 read with Schedule V of the said Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to Nomination and Remuneration Committee or Director(s) to give effect to the aforesaid resolution.

7. Re-appointment and remuneration payable to Shri Aaditya R Dhoot, Managing Director of the Company for a period three years with effect from April 1, 2019 to March 31, 2022:

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and approval of the Board, consent of the Members of the Company be and is hereby accorded to re-appoint Shri Aaditya R Dhoot (DIN: 00057224) as Managing Director of the Company for a period of three years with effect from April 1, 2019, at such remuneration, upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration in such manner as may be agreed to between the Board of Directors and Shri Aaditya R Dhoot.

RESOLVED FURTHER THAT the remuneration payable to Shri Aaditya R Dhoot, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 read with Schedule V of the said Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to Nomination and Remuneration Committee or Director(s) to give effect to the aforesaid resolution.

8. Continue Directorship of Shri R T RajGuroo as Non-Executive Independent Director who attains the age of 75 years with effect from June 27, 2019.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which has been inserted by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to be effective from April 1, 2019 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby granted for continuation of holding office of Non- Executive Director of the Company, by Shri R T RajGuroo who will be of the age of 75 (Seventy Five) years as on June 27, 2019.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

9. Increase in Borrowing Limits of the Company:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company at the Annual General Meeting held on September 24, 2015 and pursuant to the provisions Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), for borrowing any sum or sums of money(s) by way of loan/debentures (whether secured or unsecured)/bonds/ fund based and non fund based working capital facilities/guarantees for the purpose of the Company's business, from any bank(s) or any financial institution(s) or any other institutions(s), firm(s), body corporate(s) or other person(s) or from any other source in India or out-side India (apart from the temporary loans obtained from the Company's Banker(s) in the ordinary course of business), provided that the monies so borrowed together with the monies already borrowed by the Company and remaining outstanding shall be in excess of the aggregate paid-up share capital and free reserves, but not exceeding Rs. 750 crore (Rupees Seven Hundred Fifty Crore only).

RESOLVED FURTHER THAT the Board or its committee be and are hereby authorized to do all such acts, deeds and things and to sign and execute all such agreements, documents, papers and writings as may be deemed necessary, expedient or desirable to give effect to this resolution."

10. Creation of Charge on the assets of the Company:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company at the Annual General Meeting held on September 24, 2015 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, including any statutory modification(s) or re-enactment thereof, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations, if any, created by the Company, on all or any of the movable and/or immovable properties of the Company, both present and future or on the whole or substantially the whole of the undertaking(s) of the Company in favour of any bank(s) or any financial institution(s) or any other institution(s), firm(s), body corporate(s), lenders, trustees or other person(s) for securing loan/ debentures (whether secured or unsecured)/ fund based and non fund based working capital facilities/guarantees/ bonds together with interest, costs, charges, expenses and any other monies payable thereon for an amount not exceeding Rs. 750 crore (Rupees Seven Hundred Fifty Crore only) over and above the aggregate of paid up share capital and free reserves of the Company.

RESOLVED FURTHER THAT the Board or its committee be and are hereby authorised on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required in its absolute discretion pursuant to the above resolution."

11. To approve the aggregate annual remuneration payable to the Promoter - Executive Directors /Members of the Promoter Group exceeding 5% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013, and in this regard to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to sub regulation 6 (e) of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval be and is hereby accorded to pay the aggregate annual remuneration to the existing Promoters Executive Directors/Members of the Promoter Group exceeding 5 per cent of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013 for the remaining tenure.

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RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board
For IMP Powers Limited
Sd/-
Priya Shah
Company Secretary**

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

Date: August 13, 2018

Place: Mumbai

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 Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 21, 2018 to Friday, September 28, 2018, 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 2017-18, if declared at the AGM.
3. The Dividend, if declared at the AGM, would be paid/ dispatched on/ after September 28, 2018 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 Thursday, September 20, 2018, 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 Thursday, September 20, 2018, 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.

4. Members are requested to:

- i. Write to the Company at least 7 days before the date of the meeting, in case they desire any information as regards the Audited Accounts for the financial year ended March 31, 2018, so as to enable the Company to keep the information ready.
- ii. Bring their copy of the Annual Report, Attendance slip and their photo identity proof at the Annual General Meeting. Members who hold shares in dematerialized form are requested to write their client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
- iii. Intimate to the Registrar & Transfer Agent (R&TA) of the Company immediately, about any change in their address, where the shares are held in electronic form, such change is to be informed to the Depository Participant (DP) and not to the Company/ R&TA.
- iv. Quote Registered Folio no. or DP ID/Client ID no. in all their correspondence.
- v. Approach the R&TA of the Company for consolidation of folios.
- vi. Avail Nomination facility by filing in form SH-13 in accordance with Section 72 of the Companies Act, 2013 and forward the same to the R&TA, if not done. (Applicable for those holding shares in physical form).
- vii. Send all share transfer lodgments (physical mode)/ correspondence to the R&TA of the Company, Link Intime India Private Limited upto the date of book closure.
- viii. Convert their physical holding into demat mode as w.e.f. December 5, 2018 no transfer requests will be accepted for shares held in physical mode. Only transmission and transposition requests will be considered.

LINK INTIME INDIA PRIVATE LIMITED
C 101, 247 Park,
L B S Marg, Vikhroli West,
Mumbai- 400 083.

5. The Company's shares are listed on BSE Limited and National Stock Exchange of India Limited and applicable listing fees have been paid upto the date.
6. Members are requested to note that the dividend which remains Unclaimed / Unpaid for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per Section 125 of the Companies Act, 2013 (Section 205A & 205 C of the erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund (IEPF).
7. Pursuant to the provisions of section 123 of the Companies Act, 2013 and Section 205A of the Companies Act, 1956, the following dividends which remain unpaid and unclaimed for a period of seven years will be due for transfer to the Investor Education and Protection Fund (IEPF or Fund) of the Central Government:

Dividend	Date of declaration of Dividend	Due date for transfer to IEPF
2010-11(Final)	21.12.2011	27.01.2019
2011-12(Final)	17.12.2012	23.01.2020
2012-13(Final)	30.09.2013	06.11.2021
2013-14(Final)	30.09.2014	06.11.2022
2014-15(Final)	24.09.2015	31.10.2023
2015-16 (Final)	29.09.2016	04.11.2024
2016-17(Final)	28.09.2017	03.11.2025

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Shareholders who have not encashed the dividend draft(s) are requested to return the unclaimed/unpaid dividend draft(s) for revalidation or write to the Company's Registrar & Share Transfer Agent at the above address to obtain duplicate dividend draft immediately.

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 Aaditya R Dhoot (DIN: 00057224), Managing Director retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment. Also, the re-appointment of Shri Ajay R Dhoot (DIN: 00210424), Vice Chairman and Whole-time Director of the Company and Shri Aaditya R Dhoot (DIN: 00057224), Managing director 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. Members may also note that the electronic copy of the Notice of the 56th Annual General Meeting and the Annual Report 2017-18 will be available on the Company's website, www.imp-powers.com. The physical copies of the aforesaid documents will also be available at the Company's corporate office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us: investor@imp-powers.com
11. 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.
12. 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.imp-powers.com
13. 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 Thursday, September 20, 2018, 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.
14. 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.
15. 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.
16. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. to 3:00 p.m. on all working days except Sundays, 2nd and 4th Saturdays and Public Holidays until the date of the Annual General Meeting or any adjournment(s) thereof.
17. 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.
18. Voting through Electronic Means:

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 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 CDSL.

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, September 25, 2018(9:00 am) and ends on Thursday, September 27,2018 (5:00 pm). During this period, Members' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL 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 Members who have registered their email Id with the Company/RTA/Depository Participants will receive an email from CDSL while the Members who have not registered their email Id will receive a physical copy of Annual Report along with Attendance Slip of the 56th AGM wherein EVEN no, User ID and Password will be provide. The process and manner for remote e-voting is as under:

- i. The shareholders should log on to the e-voting website www.evotingindia.com
- ii. Click on Shareholders.
- iii. 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.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. 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.
- vi. 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)

- vii. After entering these details appropriately, click on "SUBMIT" tab.

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- viii. 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.
 - ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - x. Click on the EVSN of IMP Powers Limited to vote.
 - xi. 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.
 - xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - xiii. 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.
 - xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - xvi. 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.
 - xvii. 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.
 - xviii. 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.
 - xix. 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.
19. 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. Friday, September 21, 2018.

20. Shri 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.
21. 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.
22. 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.
23. Map of the venue of the AGM is given after the notice and forms part of the notice.
24. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the 56th AGM i.e. September 28, 2018.

**BY ORDER OF THE BOARD
For IMP Powers Limited
Sd/-
Priya Shah
Company Secretary**

Registered Office:

Survey No.263/3/2/2 Umerkoi Road, Village Sayali
Silvassa-396230, Dadra & Nagar Haveli (U.T.)

CIN:- L31300DN1961PLC000232

www.imp-powers.com

Date: August 13, 2018

Place: Mumbai

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. 4 to 11 of the accompanying Notice.

Item No. 4:

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, 2019. 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 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. 4 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending on March 31, 2019.

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. 4 of the notice. The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the notice for approval by the Members.

Item No. 5:

The Members of the Company at the 55th Annual General Meeting of the Company held on September 28, 2017 had approved the re-appointment of Shri Ramniwas R Dhoot as the Chairman & Whole time Director of the Company and the terms of remuneration payable to him with effect from April 1, 2017 for a period of three years i.e. till March 31, 2020. The Members had inter alia approved, remuneration of Rs. 53,40,000/- p.a. and applicable perquisites with the authority to the Board to fix the remuneration from time to time. Taking into consideration his contribution in the growth of the Company and industry norms and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in its Meeting held on August 13, 2018 approved the revision of the salary payable to Shri Ramniwas R Dhoot from the existing Rs. 53,40,000/- p.a to Rs. 70,00,000/- p.a for his remaining tenure as Chairman & Whole time Director of the Company i.e. till March 31, 2020. The Company has entered into a Agreement with Shri Ramniwas R Dhoot which set out the revised terms and conditions governing appointment and functioning of Shri Ramniwas R Dhoot as Chairman & Whole time Director of the Company which will substitute the terms and conditions related to remuneration as mentioned in the Agreement dated February 14, 2017.

EMOLUMENTS

A. BASIC SALARY

The basic salary shall be Rs. 70,00,000/- p.a. (Rupees Seventy Lakhs only)

B. PERQUISITES

In addition to the remuneration as stated above, Shri Ramniwas R Dhoot shall be entitled, as per Rules of the Company, to perquisites like:

- a. Provident Fund: Contribution to the Provident Fund shall be as per the rules of the Company.
- b. Gratuity: Payable in accordance with the rules of the Company.
- c. Leave Encashment: Encashment of leave at the end of his tenure as per policy of the Company.

- d. House rent allowance, general allowance, club fees, group personal accident insurance, group mediclaim and group term insurance shall be as per Company's policy.
- e. Car(s) and telephone(s) will be provided at residence for official use.

The aforesaid perquisites will be subject to tax as per prevailing Income Tax Rules. The basic salary stated above will be inclusive of the value of the perquisites stated at points 'd' and 'e', if provided.

The said Director shall report to the Board of Directors of the Company who shall empower him with such requisite powers (with authority to revoke and/or amend such powers) to enable the said Director to discharge his duties with full responsibility or the area of operations under his control. The said Director shall work under the superintendence, control and direction of the Board of Directors of the Company.

The Chairman & Whole-time Director 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.

The Chairman & Whole-time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel. The Nomination and Remuneration Committee alongwith Board of Directors is of the view that the proposed remuneration is commensurate to his profile and portfolio, size of the Company, etc.

A copy of the agreement regarding the above change of Chairman & Whole-time Director is available for inspection by any Member of the Company at the Corporate Office of the Company during normal business hours on any working day, except 2nd and 4th Saturdays, Sundays and Public Holidays upto the date of the Annual General Meeting.

The Explanatory Statement together with the accompanying notice should be treated as an abstract of the terms of the Agreement and memorandum of concern or interest under Section 190 of the Companies Act, 2013. Brief profile is annexure herewith notice.

Except Shri Ajay R Dhoot and Shri Aaditya R Dhoot, none of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in these resolutions.

Considering his continued contribution and importance in the Company, Shareholders' approval is sought to pay minimum remuneration to him in the form of salary, perquisites and other benefits. The shareholders may also please note that the remuneration that has been approved by the Nomination and Remuneration Committee and the Board as minimum remuneration in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, read with rules framed thereunder and Schedule V of the said Act for his ensuing tenure as Chairman & Whole-time Director.

Your Directors recommends the Ordinary Resolution at Item No. 5 as set out in the accompanying Notice for the approval of the Members.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Item No. 6:

The current tenure of Shri Ajay R Dhoot as Vice Chairman & Whole-time Director will be ceased on March 31, 2019. The Board of Directors of the Company (the 'Board'), at its meeting held on August 13, 2018 has, subject to the approval of Members, re-appointed Shri Ajay R Dhoot as Vice-Chairman & Whole-time Director, for a period of 3 (three) years commencing from April 1, 2019 to March 31, 2022, at the remuneration recommended by the Nomination and Remuneration Committee of the Board which shall be in accordance with Section II of Part II of Schedule V of the Companies Act, 2013.

Broad particulars of the terms of re-appointment of and remuneration payable to Shri Ajay R Dhoot are as under:

EMOLUMENTS

A. BASIC SALARY

The basic salary shall be Rs. 69,00,000/- p.a. (Rupees Sixty Nine Lakhs only)

B. PERQUISITES

In addition to the remuneration as stated above, Shri Ajay R Dhoot shall be entitled, as per Rules of the Company, to perquisites like:

IMP POWERS LIMITED

- a. Provident Fund: Contribution to the Provident Fund shall be as per the rules of the Company.
- b. Gratuity: Payable in accordance with the rules of the Company.
- c. Leave Encashment: Encashment of leave at the end of his tenure as per policy of the Company.
- d. House rent allowance, general allowance, club fees, group personal accident insurance, group mediclaim and group term insurance shall be as per Company's policy.
- e. Car(s) and telephone(s) will be provided at residence for official use.

The aforesaid perquisites will be subject to tax as per prevailing Income Tax Rules. The basic salary stated above will be inclusive of the value of the perquisites stated at points 'd' and 'e', if provided.

The period of office of Shri Ajay R Dhoot shall be liable to determination by retirement of directors by rotation. If he is re-appointed as a Director, immediately on retirement by rotation he shall continue to hold office of Vice Chairman and Whole-time Director, designated and such re-appointment as Director shall not be deemed to constitute break in his appointment as a Vice Chairman and Whole-time Director. He shall be eligible to stock options, if any.

The Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Section 197 of the Act read with Schedule V of the Companies Act, 2013.

The said Director shall report to the Board of Directors of the Company who shall empower him with such requisite powers (with authority to revoke and/or amend such powers) to enable the said Director to discharge his duties with full responsibility or the area of operations under his control. The said Director shall work under the superintendence, control and direction of the Board of Directors of the Company.

The Vice Chairman & Whole-time Director 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.

The Vice Chairman & Whole-time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel. The Nomination and Remuneration Committee alongwith Board of Directors is of the view that the proposed remuneration is commensurate to his profile and portfolio, size of the Company, etc.

A copy of the agreement regarding appointment of Vice Chairman & Whole-time Director is available for inspection by any Member of the Company at the Corporate Office of the Company during normal business hours on any working day, except 2nd and 4th Saturdays, Sundays and Public Holidays upto the date of the Annual General Meeting.

The Explanatory Statement together with the accompanying notice should be treated as an abstract of the terms of the Agreement and memorandum of concern or interest under Section 190 of the Companies Act, 2013. Brief profile is annexure herewith notice.

Except Shri Ramniwas R Dhoot and Shri Aaditya R Dhoot, none of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in these resolutions.

Considering his continued contribution and importance in the Company, Shareholders' approval is sought to pay minimum remuneration to him in the form of salary, perquisites and other benefits. The shareholders may also please note that the remuneration that has been approved by the Nomination and Remuneration Committee and the Board as minimum remuneration in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, read with rules framed thereunder and Schedule V of the said Act for his ensuing tenure as Vice Chairman & Whole-time Director.

Your Directors recommends the Ordinary Resolution at Item No. 6 as set out in the accompanying Notice for the approval of the Members.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Item No. 7:

The current tenure of Shri Aaditya R Dhoot as Managing Director will be ceased on March 31, 2019. The Board of Directors of the Company (the 'Board'), at its meeting held on August 13, 2018 has, subject to the approval of Members, re-appointed Shri Aaditya R Dhoot as Managing Director, for a period of 3 (three) years commencing from April 1, 2019 to March 31, 2022, at the remuneration recommended by the Nomination and Remuneration Committee of the Board which shall be in accordance with Section II of Part II of Schedule V of the Companies Act, 2013.

Broad particulars of the terms of re-appointment of and remuneration payable to Shri Aaditya R Dhoot are as under:

EMOLUMENTS

A. BASIC SALARY

The basic salary shall be Rs. 69,00,000/- p.a. (Rupees Sixty Nine Lakhs only)

B. PERQUISITES

In addition to the remuneration as stated above, Shri Aaditya R Dhoot shall be entitled, as per Rules of the Company, to perquisites like:

- a. Provident Fund: Contribution to the Provident Fund shall be as per the rules of the Company.
- b. Gratuity: Payable in accordance with the rules of the Company.
- c. Leave Encashment: Encashment of leave at the end of his tenure as per policy of the Company.
- d. House rent allowance, general allowance, club fees, group personal accident insurance, group mediclaim and group term insurance shall be as per Company's policy.

Car(s) and telephone(s) will be provided at residence for official use.

The aforesaid perquisites will be subject to tax as per prevailing Income Tax Rules. The basic salary stated above will be inclusive of the value of the perquisites stated at points 'd' and 'e', if provided.

The period of office of Shri Aaditya R Dhoot shall be liable to determination by retirement of directors by rotation. If he is re-appointed as a Director, immediately on retirement by rotation he shall continue to hold office of Managing Director, designated and such re-appointment as Director shall not be deemed to constitute break in his appointment as Managing Director. He shall be eligible to stock options, if any.

The Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Section 197 of the Act read with Schedule V of the Companies Act, 2013.

The said Director shall report to the Board of Directors of the Company who shall empower him with such requisite powers (with authority to revoke and/or amend such powers) to enable the said Director to discharge his duties with full responsibility or the area of operations under his control. The said Director shall work under the superintendence, control and direction of the Board of Directors of the Company.

The Managing Director 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.

The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel. The Nomination and Remuneration Committee alongwith Board of Directors is of the view that the proposed remuneration is commensurate to his profile and portfolio, size of the Company, etc.

A copy of the agreement regarding appointment of Managing Director is available for inspection by any Member of the Company at the Corporate Office of the Company during normal business hours on any working day, except 2nd and 4th Saturdays, Sundays and Public Holidays upto the date of the Annual General Meeting.

The Explanatory Statement together with the accompanying notice should be treated as an abstract of the terms of the Agreement and memorandum of concern or interest under Section 190 of the Companies Act, 2013.

Except Shri Ramniwas R Dhoot Shri Ajay R Dhoot and Smt. Priyanjali Malpani, none of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in these resolutions. Brief profile is annexure herewith notice.

Considering his continued contribution and importance in the Company, Shareholders' approval is sought to pay minimum remuneration to him in the form of salary, perquisites and other benefits. The shareholders may also please note that the remuneration that has been approved by the Nomination and Remuneration Committee and the Board as minimum remuneration in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, read with rules framed thereunder and Schedule V of the said Act for his ensuing tenure as Managing Director.

IMP POWERS LIMITED

Your Directors recommends the Ordinary Resolution at Item No. 7 as set out in the accompanying Notice for the approval of the Members.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Item No. 8:

Securities and Exchange Board of India ("SEBI") has vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018 issued the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("the Amendment Regulations") which brought amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") to be effective from April 1, 2019, save as otherwise specifically provided for in the Amendment Regulations. Regulation 17(1A) of the Listing Regulations, which has been inserted by the Amendment Regulations, requires the listed entities to obtain approval of shareholders by way of special resolution to appoint or continue the directorship of Non- Executive Directors who have attained the age of 75 years. Regulation 17(1A) is going to be effective from April 1, 2019. Accordingly, a special resolution is being proposed to be passed by the members for continuation of holding office of Non- Executive Independent Director of the Company, by Shri R T RajGuroo who will be of the age of 75 (Seventy Five) years as on June 27, 2019, upto the expiry of his present term of office, on the existing terms and conditions and whose appointment is duly approved by the Members through an ordinary resolution passed at the Annual General Meeting of the Company held on September 30, 2014. Shri R T RajGuroo is 74 years, is now practicing as an Advocate in core area of Companies Act. Appearing before National Company Law Tribunal and its Appellate Tribunal, High Court and other Courts. Originally a banker with 22.5 years experience with Bank of Maharashtra at different levels starting career as a Non-Graduate Clerk rose to the position of Middle Management Scale III, worked as Manager for 10 years.

Work experience with 3 Listed Public Companies for 10 years as a Company Secretary, handled 3 public issues and 1 right issue. Established own office to undertake profession of Practicing Company Secretary since 1996 till January 2015 (18 years) Also provided financial services such as preparation of Detailed Project Reports, for obtaining term loans as well as working capital for various clients under the banner of Guroo Financial Consultancy Services of which he is one of the Directors. Shri R T RajGuroo has been a Director on the Board of the Company since July, 2005.

Except Shri R T RajGuroo, none of the Directors and 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. 8 of the Notice.

The Board of Directors recommends Special Resolution set out at Item No. 8 of the Notice for approval by the Members.

Item No. 9 & 10:

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company cannot except with the consent of the Company in General Meeting, borrow monies (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital and free reserves, that is to say, reserves not set apart for any specific purpose.

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a Company cannot, except with the consent of the Company in General Meeting, create charges/mortgages/ hypothecations in order to secure such borrowings, in favour of any bank(s) or any financial institution(s) or any other institutions(s), firm(s), body corporate(s), lenders, other person(s) or trustees for the holders of debentures/bonds/which may be issued to and subscribed by all or any of the bank(s) or any financial institution(s) or any other institutions(s), firm(s), body corporate(s), lenders, other person(s) by private placement or otherwise.

The members at the Annual General Meeting of the Company held on September 24, 2015, had accorded their consent to the Board of Directors for borrowing upto Rs. 500 Crore (Rupees Five Hundred Crore Only) and to create mortgages/ charges/hypothecations on the assets of the Company in order to secure such borrowings upto Rs. 500 Crore (Rupees Five Hundred Crore Only).

In view of the overall increase in the business activities of the Company, and to meet the capital expenditure requirements and for existing and additional working capital needs, it is considered desirable to increase the Company's existing borrowing limit from Rs. 500 Crore (Rupees Five Hundred Crore Only) to Rs. 750 crore (Rupees Seven Hundred Fifty Crore). The proposed enhancement in the borrowing of the Company from Rs. 500 Crore (Rupees Five Hundred Crore) to Rs. 750 crore (Rupees Seven Hundred Fifty Crore), may, if necessary, be secured by way of charge/mortgage/ hypothecation on the Company's assets in favour of all or any of the bank(s) or any financial institution(s) or any other institutions(s), firm(s), body corporate(s), lenders, other person(s) and trustees for the holders of debentures/bonds/other

financial instruments, which may be issued to and subscribed by all or any of the bank(s) or any financial institution(s) or any other institutions(s), firm(s), body corporate(s), lenders, other person(s) by private placement or otherwise.

Hence, the Board recommends the Special Resolutions set out at Item No. 9 and Item No. 10 of the Notice for approval by the Members to borrow monies upto Rs. 750 crore (Rupees Seven Hundred Fifty Crore only) and for creation of mortgages/charges on the assets of the Company for an amount not exceeding the borrowing limits of Rs. 750 crore (Rupees Seven Hundred Fifty Crore only), pursuant to the provisions of Section 180 (1)(c) and Section 180(1)(a) of the Companies Act, 2013 respectively.

None of the Director and / or Key Managerial Personnel of the Company and / or their relatives is concerned or interested, financial or otherwise in the resolution set out at Item No. 9 and Item No. 10 of the Notice.

Item No. 11:

Securities and Exchange Board of India vide its notification dated May 9, 2018 amended sub-regulation 6, of Regulation 17 of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 by inserting new clause (e).

As per the amendment, if the aggregate annual remuneration payable to more than one Executive Director who belongs to the Promoters or Members of the Promoter Group, exceeds 5% of the net profits of the Company calculated as per section 198 of the Companies Act, 2013 then approval of the shareholders by way of special resolution is required. Such approval of the Shareholders under this provision shall be valid only till the expiry of the term of such Director. The said amendment shall come into force with effect from April 1, 2019.

The Company sought Members approval at the 56th Annual General Meeting of the Company for revision in remuneration of Shri Ramniwas R Dhoot, re-appointment of Shri Ajay R Dhoot, Vice Chairman and Whole-time Director and Shri Aaditya R Dhoot, Managing Director with annual remuneration of Rs. 70 Lakhs, Rs. 69 Lakhs and Rs. 69 Lakhs each respectively, and Smt Priyanjali Malpani, Director of the Company with remuneration of Rs. 6 Lakhs aggregating to Rs. 214 Lakhs.

As on March 31, 2018, 5% the Net Profit calculated as per Section 198 of the Companies Act, 2013, comes to Rs. 46.50 Lakhs. Since, the annual remuneration payable to Executive Directors exceeds 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013, it is necessary to obtain approval of the Members.

In view of the above, the Board recommends the Special Resolution at item no. 11 as set in the accompanying notice for the approval of Members.

Except Shri Ramniwas R Dhoot, Shri Ajay R Dhoot, Shri Aaditya R Dhoot and Smt. Priyanjali Malpani, none of Directors/ Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in this resolution.

BY ORDER OF THE BOARD
For IMP Powers Limited
Sd/-
Priya Shah
Company Secretary

Registered Office:

Survey No.263/3/2/2 Umerkoi Road, Village Sayali
Silvassa-396230, Dadra & Nagar Haveli (U.T.)

CIN:- L31300DN1961PLC000232

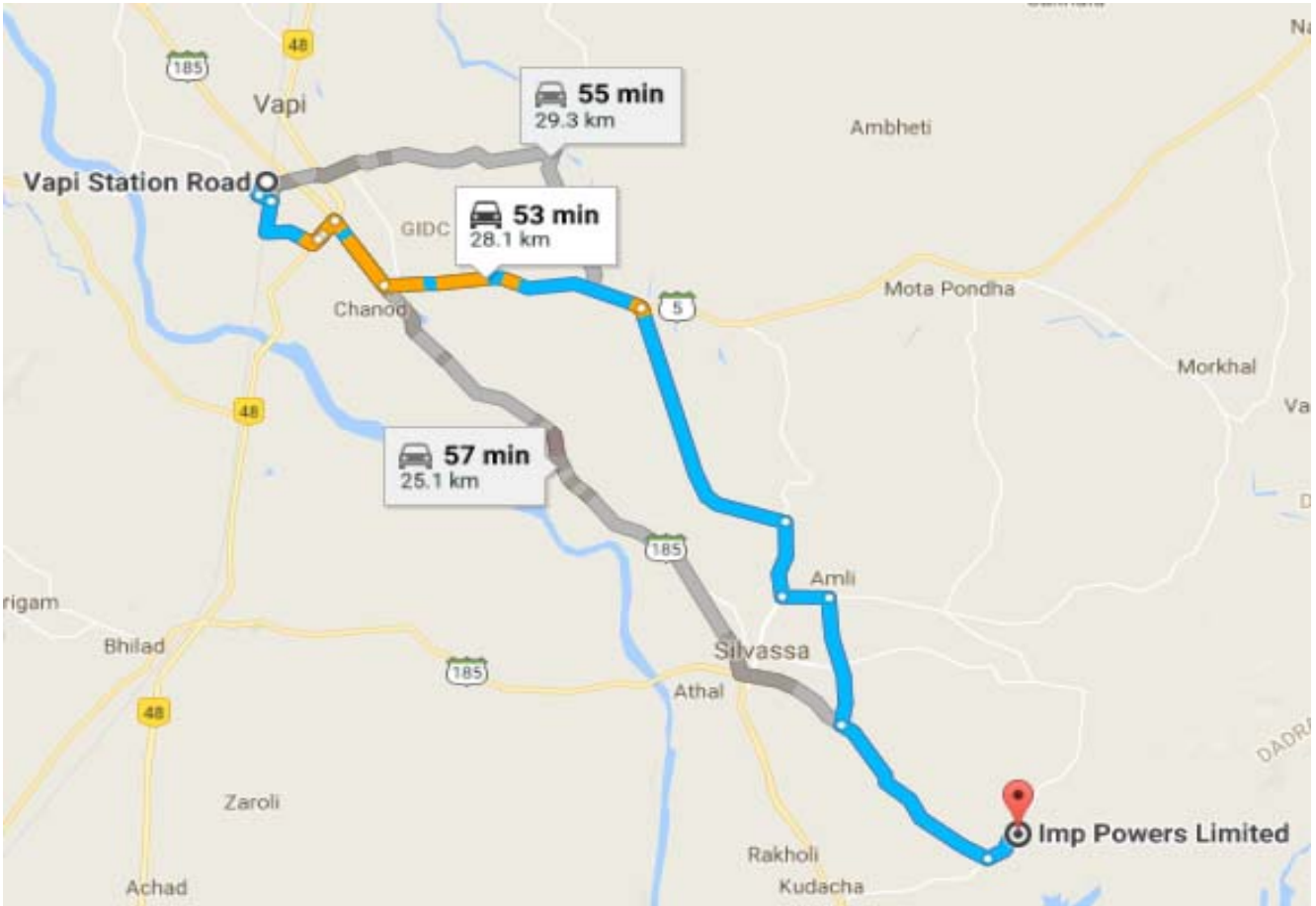
www.imp-powers.com

Date: August 13, 2018

Place: Mumbai

IMP POWERS LIMITED

MAP:



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

Name of Director	Shri Ajay Ramniwas Dhoot	Shri Aaditya R Dhoot	Shri R T RajGuroo
Date of Birth	09.03.1964	03.05.1968	27.06.1944
Date of Appointment on the Board	14.05.1982	28.11.1986	30.07.2005
Educational Qualifications	B.Com	B.Com	B.Com., DFM, CAIIB, LL.B., FCS
Brief Resume and Expertise	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.	Shri Aaditya R Dhoot is Managing Director of the Company, has about 3 decades of experience, in the transformer industry. He oversees Finance, Accounts, Project expansion plans and Material Managements of the Company.	Shri R T RajGuroo, is practicing as an Advocate in core area of Companies Act. Appearing before National Company Law Tribunal and its Appellate Tribunal, High Court and other Courts. Originally a banker with 22.5 years experience with Bank of Maharashtra at different levels starting career as a Non-Graduate Clerk rose to the position of Middle Management Scale III, worked as Manager for 10 years.
Directorship held in other Companies (excluding foreign, private and Section 8 Companies)	IMP Energy Ltd. Mangalam Drugs & Organics Limited	IMP Energy Ltd. Mangalam Drugs & Organics Limited	NIL
Membership of Committees in other public companies (includes only Audit and Stakeholders Relationship Committee)	NIL	NIL	NIL
Shareholding of Director as on date	232977	212623	NIL
Disclosure of Relationship	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.	Shri Aaditya R Dhoot Managing Director of the Company is related to Shri Ramniwas R Dhoot (Father), Chairman of the Company, Shri Ajay R Dhoot (Brother), Vice-Chairman of the Company and Smt. Priyanjali Malpani (Daughter), Director of the Company.	NIL

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

(To be presented at the entrance)

I/ We hereby record my/ our presence at the Fifty Sixth Annual General Meeting of the Company being held on Friday, September 28, 2018 at 3.00 p.m. at Survey No. 263/3/2/2, Village Sayli, Umerkuin Road, Silvassa 396230, Dadra Nagar Haveli (U.T.)

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

Name of the Member : _____

Signature of the Member : _____

Name of the Proxy holder : _____

Signature of the Proxy holder : _____

Notes:

1. Only Member/ Proxy holder can attend the Meeting.
2. 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

Form No. MGT-11

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;
3. 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 Sixth Annual General Meeting of the Company to be held on Friday, September 28, 2018 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, 2018' and the Auditors' thereon.
2.	To declare Dividend on Equity Shares for the financial year 2017 -18.
3.	To appoint a Director in place of Shri Aaditya R Dhoot (DIN: 00057224), who retires by rotation and being eligible, offers himself for re-appointment.
4.	Ratification of Remuneration payable to Cost Auditor for the Financial year ending March 31, 2019.
5.	To consider revision in terms of remuneration of Shri Ramniwas R Dhoot, Chairman-Whole time Director of the Company with effect from April 1, 2019.
6.	Re-appointment and remuneration payable to Shri Ajay R Dhoot, Vice Chairman & Whole-time Director of the Company for a period three years with effect from April 1, 2019 to March 31, 2022.
7.	Re-appointment and remuneration payable to Shri Aaditya R Dhoot, Managing Director of the Company for a period three years with effect from April 1, 2019 to March 31, 2022.
8.	Continue Directorship of Shri R T RajGuroo as Non-Executive Independent Director who attains the age of 75 years with effect from June 27, 2019.
9.	Increase in Borrowing Limits of the Company.
10.	Creation of Charge on the assets of the Company.
11.	To approve the aggregate annual remuneration payable to the Promoter-Executive Directors/ Members of the Promoter Group exceeding 5% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013.

Signed this _____ day of _____ 2018

Signature of Member _____ Signature of Proxy Holder _____

Note:

This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

Affix
Revenue
Stamp