



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 29, 2018

To,

The Manager,
Department of Corporate Services,
BSE Limited
1st Floor New Trade Wing
Rotunda Building, P. J. Towers, Dalal Street
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

Sub: Voting results of the 56th Annual General Meeting of the Company

Dear Sir/Ma'am,

Pursuant to Regulation 44(3) and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any, please find enclosed herewith the details pertaining to the voting results of the business transacted at the 56th Annual General Meeting (AGM) of the Shareholders of the Company held on September 28, 2018 at 3.00 p.m. at Survey no. 263/3/2/2, Village Sayli, Umar kuin Road, Silvassa - 396230, Dadra & Nagar Haveli (U.T.).

Further, a combined report of the Scrutinizer on e-Voting and voting conducted through Poll (Ballot Paper) at the 56th AGM is enclosed herewith. The said report will be available on Companies website at www.imp-powers.com.

Kindly take the same on your records and oblige.

Thanking you,

Yours faithfully,
For IMP Powers Limited,

Priya Shah

Priya Shah
Company Secretary



Place: Mumbai

Encl:

1. Details of voting results as per Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Combined report of the Scrutinizer on e-Voting and Poll



Details of Voting Results

Date of the AGM	September 28, 2018
Total number of shareholders on record date	4812
No. of shareholders present in the meeting either in person or through proxy:	Promoter and Promoter Group: 13 Public: 13 in person & 4 through proxy
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	No Video Conferencing facility was provided

Detail of Agenda:

Mode of voting: Remote E-voting as provided by CDSL and the polling process at the AGM.

Item No. 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.

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held (Total) (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4576604	4410589	96.3725	4410589	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		4410589	96.3725	4410589	0	100	0
Public-Institutions	E-Voting	-						
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	4059959	237921	5.8602	237920	1	99.9996	0.0004
	Poll		260	0.0064	260	0	100	0
	Postal Ballot (if applicable)							
	Total		238181	5.8666	238180	1	99.9996	0.0004
Total		8636563	4648770	53.8266	4648769	1	100	0



Item No.2 To declare Dividend on equity Shares for the financial year 2017-18

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held (Total) (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4576604	4410589	96.3725	4410589	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	4576604	4410589	96.3725	4410589	0	100	0
Public-Institutions	E-Voting	-						
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	4059959	237921	5.8602	237920	1	99.9996	0.0004
	Poll		260	0.0064	260	0	100	0
	Postal Ballot (if applicable)							
	Total	4059959	238181	5.8666	238180	1	99.9996	0.0004
Total		8636563	4648770	53.8266	4648769	1	100	0



Item No.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

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held (Total) (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4576604	4410589	96.3725	4410589	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	4576604	4410589	96.3725	4410589	0	100	0
Public-Institutions	E-Voting	-						
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	4059959	237921	5.8602	237504	417	99.8247	0.1753
	Poll		260	0.0064	260	0	100	0
	Postal Ballot (if applicable)							
	Total	4059959	238181	5.8666	237764	417	99.8249	0.1751
Total		8636563	4648770	53.8266	4648353	417	99.9910	0.0090



Item No.4- Ratification of Remuneration payable to Cost Auditor for the Financial year ending March 31, 2019

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held (Total) (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4576604	4410589	96.3725	4410589	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	4576604	4410589	96.3725	4410589	0	100	0
Public-Institutions	E-Voting	-						
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	4059959	237921	5.8602	237804	117	99.9508	0.0492
	Poll		260	0.0064	260	0	100	0
	Postal Ballot (if applicable)							
	Total	4059959	238181	5.8666	238064	117	99.9509	0.0491
Total		8636563	4648770	53.8266	4648653	117	99.9975	0.0025



Item No.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

Resolution required: (Ordinary/Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held (Total) (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4576604	4410589	96.3725	4410589	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		4410589	96.3725	4410589	0	100	0
Public-Institutions	E-Voting	-						
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	4059959	237921	5.8602	237504	417	99.8247	0.1753
	Poll		260	0.0064	260	0	100	0
	Postal Ballot (if applicable)							
	Total		238181	5.8666	237764	417	99.8249	0.1751
Total		8636563	4648770	53.8266	4648353	417	99.9910	0.0090



Item No.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

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held (Total) (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4576604	4410589	96.3725	4410589	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	4576604	4410589	96.3725	4410589	0	100	0
Public-Institutions	E-Voting	-						
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	4059959	237921	5.8602	237504	417	99.8247	0.1753
	Poll		260	0.0064	260	0	100	0
	Postal Ballot (if applicable)							
	Total	4059959	238181	5.8666	237764	417	99.8249	0.1751
Total		8636563	4648770	53.8266	4648353	417	99.9910	0.0090



Item No.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

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (Total) (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4576604	4410589	96.3725	4410589	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	4576604	4410589	96.3725	4410589	0	100	0
Public-Institutions	E-Voting	-						
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	4059959	237921	5.8602	237504	417	99.8247	0.1753
	Poll		260	0.0064	260	0	100	0
	Postal Ballot (if applicable)							
	Total	4059959	238181	5.8666	237764	417	99.8249	0.1751
Total		8636563	4648770	53.8266	4648353	417	99.9910	0.0090



Item No. 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

Resolution required: (Ordinary/Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (Total) (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4576604	4410589	96.3725	4410589	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	4576604	4410589	96.3725	4410589	0	100	0
Public-Institutions	E-Voting	-						
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	4059959	237921	5.8602	237504	417	99.8247	0.1753
	Poll		260	0.0064	260	0	100	0
	Postal Ballot (if applicable)							
	Total	4059959	238181	5.8666	237764	417	99.8249	0.1751
Total		8636563	4648770	53.8266	4648353	417	99.9910	0.0090



Item No. 9 - Increase in Borrowing Limits of the Company

Resolution required: (Ordinary/Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (Total) (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4576604	4410589	96.3725	4410589	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	4576604	4410589	96.3725	4410589	0	100	0
Public-Institutions	E-Voting	-						
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	4059959	237921	5.8602	237804	117	99.9508	0.0492
	Poll		260	0.0064	260	0	100	0
	Postal Ballot (if applicable)							
	Total	4059959	238181	5.8666	238064	117	99.9509	0.0491
Total		8636563	4648770	53.8266	4648653	117	99.9975	0.0025



Item No. 10- Creation of Charge on the assets of the Company

Resolution required: (Ordinary/Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (Total) (1)	No. of votes polled (2)	% of Votes on Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4576604	4410589	96.3725	4410589	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	4576604	4410589	96.3725	4410589	0	100	0
Public-Institutions	E-Voting	-						
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	4059959	237921	5.8602	237804	117	99.9508	0.0492
	Poll		260	0.0064	260	0	100	0
	Postal Ballot (if applicable)							
	Total	4059959	238181	5.8666	238064	117	99.9509	0.0491
Total		8636563	4648770	53.8266	4648653	117	99.9975	0.0025



Item No. 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

Resolution required: (Ordinary/Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (Total) (1)	No. of votes polled (2)	% of Votes on Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4576604	4410589	96.3725	4410589	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	4576604	4410589	96.3725	4410589	0	100	0
Public-Institutions	E-Voting	-						
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	4059959	237921	5.8602	237504	417	99.8247	0.1753
	Poll		260	0.0064	260	0	100	0
	Postal Ballot (if applicable)							
	Total	4059959	238181	5.8666	237764	417	99.8249	0.1751
Total		8636563	4648770	53.8266	4648353	417	99.9910	0.0090

Accordingly, the above mentioned resolutions have been passed with requisite majority.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For IMP Powers Limited

Chairman/ Authorised Signatory



Dhirendra Maurya & Associates

Company Secretaries

Scrutinizers' Report - Combined

(Consolidated Report of Scrutinizers' on remote e-voting and voting by poll at the 56th Annual General Meeting)

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Company (Management and Administration) Rules, 2014 and the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India]

To,

The Chairman/Authorised Signatory of the 56th Annual General Meeting of the Members of IMP Powers Limited ('the Company') held on Friday, 28th day of September, 2018 at 3.00 p.m. at the Registered Office of the Company at Survey no. 263/3/2/2, Village Sayli, Umar kuin Road, Silvassa - 396230, Dadra & Nagar Haveli (U.T.)

Dear Sir,

Re: Scrutinizers' Report on remote e-voting and voting by poll in terms of provisions of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard - 2 (SS - 2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 56th Annual General Meeting of the Company held on Friday, the 28th day of September, 2018 at 3.00 p.m.

1. I, Mr. Dhirendra Maurya, Practicing Company Secretary (C.P. No.: 9594, Membership No.: 22005), Proprietor of M/s. Dhirendra Maurya & Associates, Mumbai, have been appointed as a Scrutinizer by the Board of Directors of IMP Powers Limited ('the Company') for the purpose of scrutinizing the remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), the Secretarial Standard- 2 (SS - 2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited ('CDSL') for conducting the remote e-voting by the Members of the Company. The remote e-voting remained open from Tuesday, September 25, 2018, 9.00 a.m. (IST) till Thursday, September 27, 2018, 5.00 p.m. (IST) and the remote e-voting platform was blocked thereafter.
3. On the basis of the votes exercised by the Members of the Company through remote e-voting, I have issued separate Scrutinizer's Report dated the 29th day of September, 2018 on the remote e-voting.
4. Under the provisions of Section 109 of the Act read with Rule 21 of the Rules, and in terms of the SS - 2, we, Mr. Dhirendra Maurya, (C.P. No.: 9594, Membership No.: 22005), Proprietor of M/s. Dhirendra Maurya & Associates, Practicing Company Secretaries, Mumbai have been appointed as the Scrutinizers by the Chairman of the 56th AGM to conduct the Poll process in a fair and transparent manner on all the resolutions of the 56th AGM of the Members of the Company, held on the Friday, the 28th day of September, 2018 at 3.00 p.m. at the Registered Office of the Company at Survey no. 263/3/2/2, Village Sayli, Umar kuin Road, Silvassa - 396230, Dadra & Nagar Haveli (U.T.)



Dhirendra Maurya & Associates Company Secretaries

5. We have issued separate Scrutinizers' Report dated the 29th day of September, 2018 on the poll taken on all the resolutions contained in the notice to the 56th AGM of the Company.
6. As requested by the Management of the Company, we submit herewith our combined report on the result of e-voting together with that of Poll as under with brief description of resolutions. Kindly refer the notice of 56th AGM of the Company for the complete details of resolutions:

Sr. No.	Item of Notice	No. of votes cast- in favour	No. of votes cast- against	No. of invalid votes cast	% of votes cast in favour	% of votes cast against
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. (Ordinary Resolution)	4648769	1	0	100	0
2	To declare Dividend on equity Shares for the financial year 2017 -18. (Ordinary Resolution)	4648769	1	0	100	0
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. (Ordinary Resolution)	4648353	417	0	100	0.01
Special Business:						
4	Ratification of Remuneration payable to Cost Auditor for the Financial year ending March 31, 2019 (Ordinary Resolution)	4648653	117	0	100	0
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 (Special Resolution)	4648353	417	0	100	0.01
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 (Ordinary Resolution)	4648353	417	0	100	0.01
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 (Ordinary Resolution)	4648353	417	0	100	0.01
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 (Special Resolution)	4648353	417	0	100	0.01



Dhirendra Maurya & Associates Company Secretaries

9	Increase in Borrowing Limits of the Company (Special Resolution)	4648653	117	0	100	0
10	Creation of Charge on the assets of the Company (Special Resolution)	4648653	117	0	100	0
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, (Special Resolution)	4648353	417	0	100	0.01

7. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to e-voting and poll on all the resolutions contained in the Notice of the 56th AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the 56th AGM is restricted to make Scrutinizers' report of the votes cast 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities, and Link Intime India Private Limited ('R & TA') and at the time of poll taken at the 56th AGM.

Thanking you,

Yours faithfully,

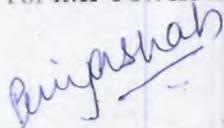


Dhirendra Maurya
Proprietor
M/s. Dhirendra Maurya & Associates
Practicing Company Secretary
Scrutinizer for E-voting
C.P. No.: 9594; Mem. No.: 22005

Date: September 29, 2018
Place: Mumbai

Acknowledge receipt of the same

For IMP Powers Limited,



Chairman/ Authorized Signatory

Dhirendra Maurya & Associates

Company Secretaries

SCRUTINIZER'S REPORT ON E-VOTING

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (4)(xii) of the Companies (Management and Administration) Rules, 2014 and the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India]

To,

The Chairman/Authorised Signatory of the 56th Annual General Meeting of the Members of **IMP Powers Limited** [CIN: L31300DN1961PLC000232] ('the Company') held on Friday, the 28th day of September, 2018 at 3.00 p.m. at the Registered Office of the Company at Survey no. 263/3/2/2, Village Sayli, Umar kuin Road, Silvassa - 396230, Dadra & Nagar Haveli (U.T.)

Dear Sir,

1. I, Mr. Dhirendra Maurya, Practicing Company Secretary (C.P. No.: 9594, Membership No.: 22005), Proprietor of M/s. Dhirendra Maurya & Associates, Mumbai, have been appointed by the Board of Directors of **IMP Powers Limited** ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions provided in the notice to the 56th Annual General Meeting (AGM) of the Members of the Company, held on Friday, the 28th day of September, 2018 at 3.00 p.m. at the Registered Office of the Company at Survey no. 263/3/2/2, Village Sayli, Umar kuin Road, Silvassa - 396230, Dadra & Nagar Haveli (U.T.)
2. The Management of the Company is responsible to ensure compliance with the requirements of the Act and the Rules relating to voting through electronic means on the resolutions provided in the Notice to the 56th AGM of the Members of the Company. My responsibility as the Scrutinizer for the remote e-voting process is restricted to prepare a Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ('CDSL'), the authorized agency to provide remote e-voting facilities and engaged by the Company.
3. Further to the above, I submit my report as under:-
 - i. The remote e-voting period remained open from Tuesday, September 25, 2018, 9.00 a.m. (IST) to Thursday, September 27, 2018, 5.00 p.m. (IST).
 - ii. The Members of the Company as on the 'cut-off' date (record date) for the purpose of e-voting were entitled to vote on the resolutions (Item nos. 1 to 11 as set out in the notice of the 56th AGM of the Company).
 - iii. The E-voting platform was blocked on Thursday, September 27, 2018 after 5.00 p.m. (IST) and the votes cast were unblocked on Friday, September 28, 2018 in the presence of the witnesses, Ms. Kusum Maurya and Ms. Sejal Maurya, who are not in the employment of the Company.



Dhirendra Maurya & Associates Company Secretaries

Company. They have signed below in confirmation of the votes being unblocked in their presence.

Kusum

Name: Ms. Kusum Maurya

Sejal Maurya

Name: Ms. Sejal Maurya

- iv. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for" or "against" each of the resolutions that were put to vote were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> and based on such report generated, the result of the e-voting is as under:

Ordinary Business:

1. Resolution No. 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. (Ordinary Resolution):

- (i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
25	4648509	100

- (ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
1	1	0

- (iii) Invalid votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

2. Resolution No. 2: To declare Dividend on equity Shares for the financial year 2017-18. (Ordinary Resolution):

- (i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
25	4648509	100

- (ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
1	1	

- (iii) Invalid votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on e-voting



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Dhirendra Maurya & Associates Company Secretaries

0	N.A.
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3. Resolution No. 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. (Ordinary Resolution):

- (i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
23	4648093	99.99

- (ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
3	417	0.01

- (iii) Invalid votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

SPECIAL BUSINESS

4. Resolution No. 4: Ratification of Remuneration payable to Cost Auditor for the Financial year ending March 31, 2019. (Ordinary Resolution):

- (i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
24	4648393	100

- (ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
2	117	0

- (iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

5. Resolution No. 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. (Special Resolution):

- (i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting



Dhirendra Maurya & Associates Company Secretaries

23	4648093	99.99
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(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
3	417	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

6. Resolution No. 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 (Ordinary Resolution):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
23	4648093	99.99

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
3	417	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

7. Resolution No. 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 (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
23	4648093	99.99

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
3	417	

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting



Dhirendra Maurya & Associates Company Secretaries

0	N.A.
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8. Resolution No. 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 (Special Resolution)

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
23	4648093	99.99

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
3	417	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

9. Resolution No. 9: Increase in Borrowing Limits of the Company (Special Resolution)

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
24	4648393	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
2	117	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

10. Resolution No. 10: Creation of Charge on the assets of the Company (Special Resolution)

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
24	4648393	

(ii) Voted against the resolution:

Number of Members	Number of votes cast by	% of total number of valid
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Dhirendra Maurya & Associates Company Secretaries

voted	them	votes cast on e-voting
2	117	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

11. Resolution No. 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 (Special Resolution)

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
23	4648093	99.99

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
3	417	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

Thanking you,

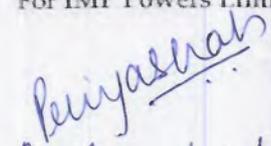


Dhirendra Maurya
Proprietor
M/s. Dhirendra Maurya & Associates
Practicing Company Secretary
Scrutinizer for E-voting
C.P. No.: 9594; Mem. No.: 22005

Date: September 29, 2018
Place: Mumbai

Acknowledge receipt of the same

For IMP Powers Limited,



Authorised signatory.

Dhirendra Maurya & Associates

Company Secretaries

FORM MGT-13

SCRUTINIZERS' REPORT (ON POLL AT AGM)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman/Authorised Signatory of the 56th Annual General Meeting of the Members of **IMP Powers Limited** [CIN: L31300DN1961PLC000232] ('the Company') held on Friday, the 28th day of September, 2018 at 3.00 p.m. at the Registered Office of the Company at Survey no. 263/3/2/2, Village Sayli, Umar kuin Road, Silvassa - 396230, Dadra & Nagar Haveli (U.T.)

Dear Sir,

I, Mr. Dhirendra Maurya, Practicing Company Secretary (C.P. No.: 9594, Membership No.: 22005), Proprietor of M/s. Dhirendra Maurya & Associates, was appointed as the Scrutinizers by the Chairman of the 56th Annual General Meeting (AGM) of the Company for the purpose of the poll taken on the resolutions mentioned in the notice of the 56th AGM of the Company, at the said AGM of the Equity Shareholders of the Company held on Friday, the 28th day of September, 2018 at 3.00 p.m. at the Registered Office of the Company at Survey no. 263/3/2/2, Village Sayli, Umar kuin Road, Silvassa - 396230, Dadra & Nagar Haveli (U.T.)

I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized, serially numbered and initialled by us. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
3. Total 2 poll papers representing 260 equity shares were received. We did not find any invalid poll paper.
4. The result of the Poll is given hereunder with brief description of resolutions. Kindly refer to the notice of the 56th AGM for the complete resolutions.

Ordinary Business:

1. **Resolution No. 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. (Ordinary Resolution):**

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of votes cast on poll
2	260	



Dhirendra Maurya & Associates Company Secretaries

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	N.A.	N.A.

(iii) Invalid votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on poll
0	N.A.

2. Resolution No. 2: To declare Dividend on equity Shares for the financial year 2017-18. (Ordinary Resolution):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
2	260	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	N.A.	N.A.

(iii) Invalid votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on poll
0	N.A.

3. Resolution No. 3: To appoint a Director in place of Shri Aaditya R Dhoot (DIN: 000572224), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution):

(i) Voted in favour of the resolution:

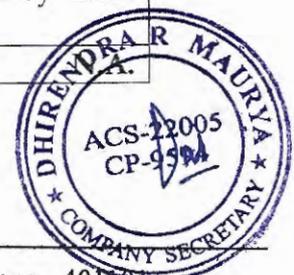
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
2	260	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	N.A.	N.A.

(iii) Invalid votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on poll
0	



Dhirendra Maurya & Associates

Company Secretaries

SPECIAL BUSINESS

4. Resolution No. 4: Ratification of Remuneration payable to Cost Auditor for the Financial year ending March 31, 2019. (Ordinary Resolution):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
2	260	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	N.A.	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on poll
0	N.A.

5. Resolution No. 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 (Special Resolution):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
2	260	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	N.A.	N.A.

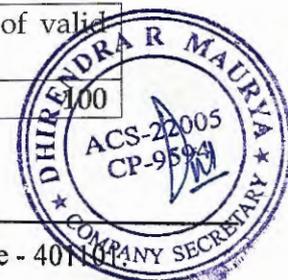
(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on poll
0	N.A.

6. Resolution No. 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 (Ordinary Resolution):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
2	260	100



Dhirendra Maurya & Associates Company Secretaries

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	N.A.	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on poll
0	N.A.

7. Resolution No. 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 (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
2	260	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	N.A.	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on poll
0	N.A.

8. Resolution No. 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 (Special Resolution)

(i) Voted in favour of the resolution:

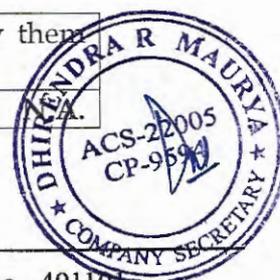
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
2	260	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	N.A.	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on poll
0	N.A.



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9. Resolution No. 9: Increase in Borrowing Limits of the Company (Special Resolution)

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
2	260	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	N.A.	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on poll
0	N.A.

10. Resolution No. 10: Creation of Charge on the assets of the Company (Special Resolution)

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
2	260	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	N.A.	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on poll
0	N.A.

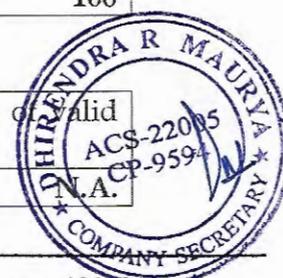
11. Resolution No. 11: To approve the aggregate annual remuneration payable to the Promoter - Executive Directors /Members of the Promoter Group exceeding 5% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013 (Special Resolution)

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
2	260	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	N.A.	N.A.



Dhirendra Maurya & Associates Company Secretaries

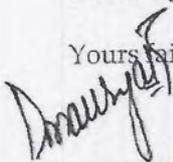
(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on poll
0	N.A.

5. A Compact Disc (CD) containing a list of equity shareholders who voted 'In Favour' and 'Against' is enclosed. - Not applicable
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,

Yours faithfully,

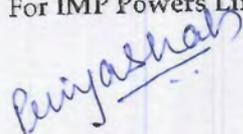


Dhirendra Maurya
Proprietor
M/s. Dhirendra Maurya & Associates
Practicing Company Secretary
Scrutinizer for E-voting
C.P. No.: 9594; Mem. No.: 22005

Date: September 29, 2018
Place: Mumbai

Acknowledge receipt of the same

For IMP Powers Limited,



Chairman/ Authorized Signatory