

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



POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies
(Management and Administration) Rules, 2014 as amended)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, to transact the business mentioned in the Resolutions appended below to be passed by way of Postal Ballot/ E-voting. The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof are annexed hereto along with a Postal Ballot Form (the "Form") for your consideration. The Company has appointed Mr. Dharendra Maurya, Proprietor of M/s. Dharendra Maurya & Associates, Practicing Company Secretaries (CP No. 9594), as the Scrutinizer for conducting the Postal Ballot and evoting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling the necessary details and affixing your signature at the designated place in the Form and return the duly completed form in original in the enclosed self addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Tuesday, March 20, 2018.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the notes to the Notice. References to Postal Ballot(s) in this Notice include votes received electronically.

The period of Ballot Voting/ E-voting commences from Monday, February 19, 2018 and ends on Tuesday, March 20, 2018 (both days inclusive). The E-voting shall be disabled by CDSL at 5.00 p.m. on Tuesday, March 20, 2018.

Upon the completion of the scrutiny of the votes cast, the scrutinizer will submit his report to the Chairman/ Vice-Chairman/ Managing Director of the Company or Chairman of the Company or a person authorised by him in writing who shall countersign the same. The results of the Postal Ballot will be announced by the Chairman/ Vice-Chairman/ Managing Director of the Company or a person authorised by him on Wednesday, March 21, 2018 and will also be informed to the Stock Exchanges and posted on the Company's website viz. www.imp-powers.com

SPECIAL BUSINESS:

1. To issue Convertible Warrants on Preferential basis to Promoter/ Promoter Group:

To consider and, if thought fit, to give your assent or dissent to the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules thereunder (the "Act"), and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Registrar of Companies (the "ROC") and the Stock Exchanges where the shares of the Company are listed ("Stock Exchanges") and subject to requisite approvals, consents, permissions and/or sanctions, if any of them and other appropriate statutory, regulatory or other authority (including RBI) or subject to applicable guidelines of Foreign Exchange Management Act ("FEMA") and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board, to create, offer, issue and allot from time to time in one or more tranches 5,50,000 (Five Lakhs Fifty Thousand) Convertible Warrants (hereinafter referred to as the "Warrants") on preferential basis convertible in to such number of equity shares with such warrants carrying an option / entitlement to the warrant holder to subscribe to equity shares of the face value of Rs. 10/- (Rupees Ten Only) each for cash at a minimum price of Rs. 115/- (including premium of Rs. 105/-) per share aggregating up to a maximum amount of Rs. 6,32,50,000/- (Rupees Six Crores Thirty Two Lacs Fifty Thousand Only) as may be arrived at in accordance with the SEBI ICDR Regulations.

Sr. No	Name of the Proposed Investor	Maximum No. of Warrants proposed to be allotted
1	Advance Transformers & Equipments Private Limited	1,50,000
2	Shree Kishoriju Trading and Investment Private Limited	4,00,000

RESOLVED FURTHER THAT in accordance with the provision of Chapter VII of the SEBI ICDR Regulations, the 'Relevant Date' for determination of the issue price of Convertible Warrants, shall be, Friday, February 16, 2018 being the date 30 days prior to the deemed date of passing of this Resolution by the Members of the Company through Postal Ballot or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date".

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares in one or more tranches as may be required to be issued and allotted upon exercise of option by the warrant holder and the equity shares issued on conversion of said warrants shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects including dividend with the existing fully paid up equity shares of the Company.

RESOLVED FURTHER THAT:

- The warrants to be offered, issued and allotted shall be subject to the provisions of the Act and the SEBI ICDR Regulations.
- An amount equivalent to at least 25% (Twenty Five per cent) of the warrants value, shall become payable for the warrants on or before the date of the allotment of warrants and balance 75% (Seventy Five per cent) of the warrants value shall be paid before the exchange of warrants for equity shares otherwise the said amount shall be forfeited, in case the option to acquire equity shares is not exercised within a period of 18 months from the date of issue of warrants. The amount paid against warrants shall be adjusted / set off against the price payable for the resultant equity shares.
- Subject to applicable provisions of law, such warrants may, at the option of the holder, be exercised for equity shares of the Company, within 18 months from the date of allotment, and on such terms and the conditions, in such form and manner as the Board and the holder of the warrants may, in their absolute discretion, think fit.



- d. The equity shares to be issued and allotted by the Company upon exercise of the warrants in the manner aforesaid shall be in dematerialized form.
- e. Pursuant to conversion of warrants, the equity shares to be allotted to the proposed allottee, shall be under lock-in for such period as may be prescribed by the SEBI ICDR Regulations.

RESOLVED FURTHER THAT subject to the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the equity shares and listing thereof with the Stock Exchange(s), the Board of Directors/Committee(s) of the Board be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s) for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company severally and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolutions."

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

Date: February 13, 2018
Place: Mumbai

Registered Office:

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

NOTES:

1. A Statement pursuant to Section 102(1) of the Act setting out the material facts concerning each item of business to be transacted is annexed hereto.
2. Notice along with the Postal Ballot Form is being sent to the Members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Thursday, February 15, 2018.
3. In compliance with Sections 108 and 110 of the Companies Act, 2013 and Rules made thereunder, the Company has provided the facility to Members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for e-voting are annexed to the Notice.
4. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through speed/registered post/ courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may indicate their option to receive the physical Form from the Company by clicking on the box provided in the e-mail or alternatively download the Form from the link www.evotingindia.com, or from the 'Investors' section on the Company's website www.imp-powers.com
5. Members can opt for only one mode of voting i.e. either by ballot or through e-voting. In case you are option for voting by Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Ballot and e-voting, the votes cast through ballot shall prevail and the votes cast through e-voting shall be considered invalid.
6. Members who have not registered their e-mail ID are requested to register the same with the Company's Registrars and Transfer Agents / Depositories in order to receive the Notice and other communications electronically.

The instructions for shareholders voting electronically are as under:

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical postal ballot form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members.

A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:

The voting period begins on Monday, February 19, 2018, at (9:00 a.m. IST) and ends on Tuesday, March 20, 2018 (05:00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, February 15, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

- ii. 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.
- iii. If you are a first time user follow the steps given below:

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)

- iv. After entering these details appropriately, click on "SUBMIT" tab.
- v. 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.
- vi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- vii. Click on the EVSN of IMP Powers Limited to vote.
- viii. 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.
- ix. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- x. 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.
- xi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xiii. 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.
- xiv. 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.
- xv. 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.
- i. 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.

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

Date: February 13, 2018
Place: Mumbai

Registered Office:

Survey No.263/3/2/2 Umerkoi Road, Village Sayli,
Silvassa-396230, Dadra & Nagar Haveli (U.T.)
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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 No. 1 of the accompanying Notice.

Item No. 1:

Pursuant to provisions of Section 42 and 62 (1)(c) of Companies Act, 2013 (the "Act") and Regulation 72 of SEBI ICDR Regulations, any preferential allotment of Securities needs to be approved by the shareholders by way of a Special Resolution. The consent of the shareholders is being sought by a special resolution to enable the Board to issue convertible warrants as may be permitted under applicable laws and in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, SEBI ICDR Regulations, as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws, including with respect to the pricing of the securities proposed to be issued. Therefore, in compliance with the provisions of applicable laws, the proposed resolution as set out at Item No. 1 is recommended for the approval of Shareholders' as Special Resolutions.

Salient features of the preferential issue of Warrants are as under:

The proposed issue and allotment of Warrants, on a preferential basis, shall be governed by the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("ICDR Regulations") and the Companies Act, 2013 read with rules made thereunder ("Act").

Without generality to the above, the salient features of the preferential issue of Warrants are as under:

- The "Relevant Date" as per the ICDR Regulations for determining the minimum price for the preferential issue of Warrants is February 16, 2018, which is 30 days prior to the last date for the receipt of duly completed postal ballot forms or e-voting .
- The minimum price as per the pricing formula prescribed under the ICDR Regulations for the preferential issue of Warrants is Rs. 115/- (Rupees One Hundred Fifteen Only), being higher of (a) the average of the high and low of the volume weighted average price at the National Stock Exchange of India Limited for 26 weeks prior to the relevant date viz. Rs. 98.24/-, and (b) the average of the high and low of the volume weighted average price at the National Stock Exchange of India Limited for 2 weeks prior to the relevant date viz. Rs. 114.70/- . The issue price of the Warrants is Rs. 115/- (Rupees One Hundred Fifteen Only) per warrant which is the aforesaid minimum price.
- 25% of the consideration for preferential issue of Warrants shall be received by the Company prior to the allotment of said warrants.
- The Warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches.
- At the time of exercise, the Warrant Holder shall pay the balance 75% of the consideration payable in respect of the Warrants so being exercised.
- Post conversion of the Warrants, the paid-up equity share capital would be Rs. 91,887,630/- (Rupees Nine Crores Eighteen Lakhs Eighty Seven Thousand Six Hundreds Thirty only) and Securities premium would be added by Rs. 5,77,50,000/- (Rupees Five Crores Seventy Seven Lacs Fifty Thousand only) on the assumption that entire 5,50,000 Warrants will be subscribed by Warrant Holders and converted into equity shares by the Company on application being made by the Warrant Holders to that effect.
- The Company has not made any preferential issue of securities in this financial year, other than the proposed issue of Warrants as stated in this notice.
- The Warrant Holder has not sold any equity shares during the six months preceding the Relevant Date. The Warrant Holder has not subscribed to any warrants of the Company during last one year.

Further, in terms of Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 73 of the SEBI ICDR Regulations, the following disclosures are required to be made in the Explanatory Statement to the Notice.

- a. Object of the preferential issue of Warrants and details of proposed utilization of proceeds:

For Business Purposes

- b. The proposal or intention of the Promoter/ Directors/ Key Management Personnel to subscribe to the proposed preferential issue, if any:

Except Warrant Holders, companies forming part of the Promoter Group of the Company, which will be subscribing to Warrants in the preferential issue, none of the other Promoters, Directors or Key Management Personnel of the Company intends to apply

- c. The shareholding pattern of the Company before and after the preferential issue of Warrants:

Shareholding pattern before and after the proposed preferential issue of Warrants is as follows:

Category	Pre-issue Shareholding Post-issue Shareholding*			
	Number of Shares held	% of Shareholding	Number of Shares held	% of Shareholding
A. Promoters Holding				
Individuals / Hindu Undivided Family	1212803	14.04	1212803	13.21
Bodies Corporate	3363801	38.95	3913801	42.60
Sub-total-Indian Promoters	4576604	52.99	5126604	55.81
Foreign Promoters	-	-		
Sub-total (A)	4576604	52.99	5126604	55.81
B. Non Promoters Holding				
1. Institutional	0	0		0
2. Non Institution				
Bodies Corporate	807543	9.35	807543	8.79
Individuals-Individual shareholders holding nominalshare capital up to Rs. 2 lac	1700383	19.68	1700383	18.51
Individual shareholders holding nominalshare capital in excess of Rs. 2 lac	201254	2.33	201254	2.19
Non-resident Indians	80363	0.93	80363	0.87
Clearing Member	98170	1.14	98170	1.07
Others	1172246	13.57	1172246	12.76
Sub-total (B)	4059959	47.01	4059959	44.19
GRAND TOTAL	8636563	100	9186563	100

*The above post-issue shareholding pattern assumes conversion of all the Securities into equivalent number of Equity Shares of the Company.

- d. Proposed time within which preferential issue of Warrants shall be completed

As required under the ICDR Regulations, the preferential issue of Warrants shall be completed, within a period of 15 days from the date of passing of the special resolution contained in this Notice. Provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last such approvals.

- e. The Identity of the natural persons who are the ultimate beneficial owners of the shares/ Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of pre and post preferential issue capital that may be held by them

The identity of the natural persons who are the ultimate beneficial owners of the shares/Warrants proposed to be allotted and /or who ultimately control the proposed allottees and the percentage of the pre and post preferential issue capital that may be held by them on a fully diluted basis is given in the following table:

Name(s), PAN & Address of the proposed Allottee(s)	Category	#Ultimate Beneficial Owners in terms of Regulation 73(1)(e)	No. of warrants proposed to be allotted	Pre Shareholding		Post Issue Shareholding*	
				No. of Shares	%	No. of Shares	%
Advance Transformers And Equipments Pvt Ltd PAN: AAACA3289Q Add: : 35-C, Popular Press Building, 2nd Floor, Pt. M.M. Malviya Road, Tardeo, Mumbai - 400034	Promoter Group Company	Shri Ajay R Dhoot & Shri Aaditya R Dhoot	150000	936939	10.85	1086939	11.83
Shree Kishoriju Trading & Investment Pvt Ltd PAN: AAACS5552L Add: : 35-C, Popular Press Building, 2nd Floor, Pt. M.M. Malviya Road, Tardeo, Mumbai - 400034	Promoter Group Company	Shri Ajay R Dhoot & Shri Aaditya R Dhoot	400000	587552	6.80	987552	10.74
TOTAL			550000				

*Assuming 100% conversion of warrants

- f. Change in control, if any, in the Company consequent to the preferential issue

As a result of the proposed issue of Warrants on a preferential basis, and upon conversion of the Warrants, there will be no change in the control of the Company. However, voting rights will change in accordance with the shareholding pattern.

- g. Lock-in-period

- (i) The warrants allotted on a preferential basis and the equity shares to be allotted pursuant to exercise of options attached to warrants, shall be subject to 'lock-in' in accordance with the ICDR Regulations.
- (ii) The entire pre-preferential shareholding of Warrant Holder, if any, shall also be locked-in as per Regulation 78 of the ICDR Regulations.

- h. Undertakings

- a. It would re-compute the price of the securities specified above in terms of the provisions of the SEBI ICDR Regulations, if it is required to do so.
- b. If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.
- i. Other Disclosures:
- i. It is hereby confirmed that neither the Company nor any of its Promoters or Directors are a willful defaulter.
- ii. The Board, in its meeting held on February 13, 2018 has approved the issuance of Warrants on preferential basis to the Warrant Holder in the manner stated hereinabove, subject to the approval of members and other approvals, as may be required.
- iii. A copy of the certificate from M/s. V.S Somani & Co., Chartered Accountants, Statutory Auditors of the Company, certifying that the above preferential issue of Warrants is made in accordance with the applicable provisions of the ICDR Regulations, will be open for inspection at the at the Registered Office and Corporate Office of the Company during working hours between 11.00 a.m. and 1.00 p.m. on all working days up to March 20, 2018.
- iv. None of the Directors or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution in Item No. 1.
- v. Other members of promoter and promoter group shall also be deemed to be concerned or interested in the proposed Resolution in Item No. 1, by reason of their being part of the Promoter Group which also includes the Warrant Holder. Apart from the above, no other Director or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution in Item No. 1 except to the extent of their shareholding in the Company.

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

Date: February 13, 2018
Place: Mumbai

Registered Office:

Survey No.263/3/2/2 Umerkoi Road, Village Sayli,
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Name of the Company: IMP POWERS LIMITED

CIN: L31300DN1961PLC000232

Regd. Office: Survey No. 263/3/2/2, Village Sayli, Umerkuin Road, Silvassa-396230, Dadra Nagar Haveli (U.T.)

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Sl. No.

Sr. No.	Particulars	Details of Shareholder(s)
1.	Name(s) of the shareholder(s) including joint holder(s), if any (in block letters)	
2.	Registered address of sole/first named shareholder (in block letters)	
3.	Registered folio no./ DP ID & Client ID no.(Applicable to shareholders holding equity shares in dematerialized form)	
4.	No. of equity shares held	

I/we hereby exercise my/our vote in respect of the special resolution to be passed through postal ballot/e-voting for the business stated in postal ballot notice dated February 13, 2018 of the Company by sending my/our assent (for) or dissent (against) to the said special resolution (please refer notice for text of full resolution) by placing the tick ("") mark at the appropriate box below:

Sr. No.	Description of Resolution	No. of equity shares for which votes cast	I/we assent to the special resolution (FOR)	I/we dissent to the special resolution (AGAINST)
1.	Special Resolution - Issuance of 5,50,000 Convertible warrants on Preferential basis to Promoter and Promoters Group			

Place : _____

Date : _____

(Signature of the Shareholder
/ Authorised Representative)

Electronic Voting Particulars		
EVSN (Electronic Voting Sequence No.)	User ID	PAN/Sequence No.

Note:

1. Please read the instructions printed overleaf before filling this format and for e-voting, please refer the instructions under Note no. 6 in the Postal Ballot Notice sent therewith.
2. Last date for receipt of Postal Ballot forms by Scrutinizer is Tuesday, March 20, 2018 at 5.00 p.m. IST.

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot shall complete this postal ballot form and send it duly and properly sealed to the scrutinizer in the self-addressed business reply envelope attached herewith. However, envelopes containing postal ballot form, if sent by courier or by registered post/speed post at the address mentioned on the self-addressed business reply envelope at the expense of the member will also be accepted. Members are requested to convey their assent or dissent in this postal ballot form only. Assent or dissent received in any other form or manner shall be considered as invalid.
2. This postal ballot form should be completed and signed by the member (as per the specimen signature registered with the Company / Depository Participant(s)). In case of joint holding, this form should be completed and signed by the first named member and in his/her absence, by the next named member.
3. Duly completed postal ballot form should reach the scrutinizer not later than 5.00 p.m. IST on Tuesday, March 20, 2018. All postal ballot forms received after this date will be strictly treated as if reply from such member(s) has not been received.
4. There will be only one postal ballot form for every Folio/ DP ID and Client ID no. irrespective of the number of joint member(s). On receipt of the duplicate postal ballot form, the original will be rejected.
5. In case of equity shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified copy of board resolution / authority letter preferably with attested specimen signatures of the duly authorised signatories.
6. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.
7. A Member may request for a duplicate postal ballot form, if so required or can download the postal ballot form from the Company's website www.imppowers.com and the duly completed postal ballot form should reach the scrutinizer not later than the last date for voting mentioned above. In case of receipt of more than one postal ballot form from a member, the last received form would be considered and the earlier received form(s) would be considered invalid.
8. Incomplete, unsigned or incorrect postal ballot forms will be rejected. The scrutinizer's decision on the validity of a postal ballot will be final and binding.
9. Additionally, please note that the postal ballot forms shall be considered invalid if:
 - a. A form other than one issued by the Company has been used;
 - b. It is not possible to determine without any doubt the assent or dissent of the member;
 - c. Neither assent or dissent is mentioned;
 - d. Any competent authority has given directions in writing to the Company to freeze the voting rights of the member;
 - e. It is defaced or mutilated in such a way that its identity as genuine form cannot be established;
 - f. The member has made any amendment to the special resolution or imposed any condition while exercising his vote.
10. Voting rights shall be reckoned on the number of shares registered in the name of the member(s) as on February 15, 2018.
11. Voting by postal ballot or through e-voting may be exercised by the members or its duly constituted attorney. Exercise of vote by postal ballot through proxy is not permitted.
12. The Company is pleased to offer e-voting facility as an alternate, for all the members of the Company to enable them to cast their votes electronically instead of returning duly filled-up postal ballot form. E-voting is optional. The detailed procedure for e-voting is enumerated in note no. 6 of the Notice of the postal ballot dated February 13, 2018.