



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 9180-85
Fax : +91 22 2353 9186-87 • E-mail : info@imp-powers.com
CIN : L31300DN1961PLC000232

Date: 25.02.2015

To,
Department of Investors Relations
Bombay Stock Exchange Ltd
1st Floor New Trade Wing
Rotunda Building
P.J. Towers, Dalal Street
Fort, Mumbai 400 051
Tel : 22721234/33
Fax : 22723121/33

Dear Sir,

Sub: Press Release on the outcome of the Postal Ballot of the Company
(BSE Code :517571)

The Members of IMP Powers Ltd., a leading Transformer Manufacturing Company, today by way of Postal Ballot/ E-voting approved the following Special Business:

- 1) Issue of Equity Shares on Preferential basis to Advance Transformers & Equipments Pvt. Ltd. and Universal Transformers Pvt. Ltd. (Promoter Group Companies) in compliance with SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009.

Following such issuance, these Promoter Group Companies will acquire 5,00,000 (Five Lacs Only) Equity Shares at Rs. 80/- (Rupees Eighty Only) each per Share which is approx 20% higher than the SEBI Price of Rs. 67/- (Rupees Sixty Seven Only) as per SEBI (ICDR) Regulations, 2009 and the total shareholding of the entire Promoter Group will increase from 50.99% to 53.82%.

- 2) Appointment of Shri P. Uma Shankar, DIN: 001303663 (Ex-Power Secretary to the Govt. of India) as an Independent Director of the Company for a period of 5 consecutive years not liable to retire by rotation, w.e.f 12th November, 2014.
- 3) Alteration of Articles of Association of the Company.

Thanking You
Yours Faithfully
FOR IMP POWERS LTD.


Ramniwas R Dhoot
Chairman
DIN: 00210094





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Dear Sir,

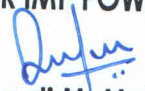
Sub: Outcome on Postal Ballot of the Company (BSE Code :517571)

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, the consent of the Members was sought by means of Postal Ballot/ E-voting. The Chairman on the basis of the Scrutinizers Report received, today declared the following Resolutions as passed with requisite majority.

Sr. No.	Particulars of the Resolution	Type of Resolution
1.	Alteration of Articles of Association of the Company	Special Resolution
2.	Preferential Issue of 5,00,000 Equity Shares to Promoter Group Companies i.e. Advance Transformers & Equipments Pvt. Ltd. and Universal Transformers Pvt. Ltd. at Rs. 80/- per share (Rupees Eighty only) or such Price(including premium) not being less than the price determined in accordance with the Chapter VII of the SEBI (ICDR) Regulations, 2009.	Special Resolution
3.	Appointment of Shri P. Uma Shankar, as an Independent Director of the Company, for a period of 5 consecutive years w.e.f 12 th November, 2014, not liable to retire by rotation.	Ordinary Resolution

The combined scrutinizers Report on the Postal Ballot of the Company as received from Mr. Hitesh Gupta, Partner, Gupta Baul & Associates, Company Secretaries is enclosed herewith.

Thanking You
Yours Faithfully
FOR IMP POWERS LTD.


Romali M. Malvankar
Company Secretary
Encl: As above



GUPTA BAUL & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER'S REPORT

The Chairman
IMP Powers Limited
Survey No. 263/3/2/2, Sayli Village
Umar Kuin Road, Dadra & Nagar Haveli
Silvassa - 396230

25th February, 2015

Dear Sir,

Sub: Passing of Resolutions by way of Postal Ballot pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules thereunder in terms of the Notice dated January 17, 2015.

1. The Board of Directors of the Company at its meeting held on January 17, 2015 had appointed me as a Scrutinizer for conducting the postal ballot voting process and e-voting process for the above mentioned purpose.
2. I submit my report as under:
 - 2.1. The Company has completed on January 23, 2015 the dispatch of postal ballot forms and PIN MAILERS along with postage prepaid reply envelopes to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on January 16, 2015.
 - 2.2. Particulars of all the postal ballot forms received from the Members and the votes cast by electronic mode have been electronically entered in a register separately maintained for the purpose.
 - 2.3. The envelopes containing postal ballot forms were dated, stamped on the envelopes and were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
 - 2.4. The ballot box was opened on February 24, 2015 in my presence along with two witnesses.
 - 2.5. The postal ballot forms were duly opened in my presence and after verification of signatures at the office of the Registrar and Transfer Agents, the same were scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company/list of beneficiaries as on January 16, 2015 as per the summary furnished to the Company by the Registrar and Transfer Agents.
 - 2.6. All postal ballot forms received up to the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.



GUPTA BAUL & ASSOCIATES

COMPANY SECRETARIES

- 2.7 There were no envelopes containing postal ballot forms received after close of working hours i.e. 23rd February, 2015 (6.30 p.m.)
- 2.8. During the course of scrutiny of Postal Ballot Forms, I have not come across any defaced/mutilated Postal Ballot Forms.
- 2.9. I have received a complete record of votes cast by electronic mode from Central Depository Services (India) Limited (CDSL), the agency for providing and supervising electronic platform upto February 23, 2015.
3. A summary of the votes cast electronically and the postal ballot forms received are being attached:

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COMPANY SECRETARIES

1. SPECIAL RESOLUTION

For alteration of the Articles of Association of the Company.

Sr. No	Particulars	No. of Forms (in case of Postal Ballot) and No. of shareholders voted through electronic means.	No. of Shares	% to total paid up equity capital of 81,36,563 equity shares of Re.10/- each	% to net valid votes
A	Total Postal Ballot Forms received	25	4,437	0.05	
	Total E-voting options received	36	56,30,953	69.21	
	Total	61	56,35,390	69.26	
B	Less: Invalid Postal Ballot Forms	3	225		
	Invalid Electronic Votes	0	0		
	Total	3	225	0.00	
C	Net valid Votes by Postal Ballot	22	4,212	0.05	
	Net Valid e-Votes	36	56,30,953	69.21	
	Total	58	56,35,165	69.26	100.000
D	Postal Ballot Forms with Assent for the Resolution	21	4,012		0.071
	Evoting Options with Assent for the Resolution	36	56,30,953		99.925
	Total	57	56,34,965		99.996
E	Postal Ballot Forms with Dissent for the Resolution	1	200		0.004
	Evoting Options with Dissent for the Resolution	0	0		0
	Total	1	200		0.004



GUPTA BAUL & ASSOCIATES

COMPANY SECRETARIES

2. SPECIAL RESOLUTION

For Issue of Equity Shares on Preferential Basis to Promoter Group Companies

Sr. No	Particulars	No. of Forms (in case of Postal Ballot) and No. of shareholders voted through electronic means.	No. of Shares	% to total paid up equity capital of 81,36,563 equity shares of Re.10/- each	% to net valid votes
A	Total Postal Ballot Forms received	25	4,437	0.05	
	Total E-voting options received	36	56,30,953	69.21	
	Total	61	56,35,390	69.26	
B	Less: Invalid Postal Ballot Forms	3	225	0.00	
	Invalid Electronic Votes	1	7,73,189	9.50	
	Total	4	7,73,414	9.50	
C	Net valid Votes by Postal Ballot	22	4,212	0.05	
	Net Valid e-Votes	35	48,57,764	59.70	
	Total	57	48,61,976	59.75	100.000
D	Postal Ballot Forms with Assent for the Resolution	20	3,962		0.082
	Evoting Options with Assent for the Resolution	35	48,57,764		99.913
	Total	55	48,61,726		99.995
E	Postal Ballot Forms with Dissent for the Resolution	2	250		0.005
	Evoting Options with Dissent for the Resolution	0	0		0
	Total	2	250		0.005

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COMPANY SECRETARIES

3. ORDINARY RESOLUTION

For Appointment of Shri P. Uma Shankar, as an Independent Director of the Company.

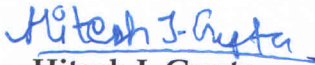
Sr. No	Particulars	No. of Forms (in case of Postal Ballot) and No. of shareholders voted through electronic means.	No. of Shares	% to total paid up equity capital of 81,36,563 equity shares of Re.10/- each	% to net valid votes
A	Total Postal Ballot Forms received	25	4,437	0.05	
	Total E-voting options received	36	56,30,953	69.21	
	Total	61	56,35,390	69.26	
B	Less: Invalid Postal Ballot Forms	3	225		
	Invalid Electronic Votes	0	0		
	Total	3	225	0.00	
C	Net valid Votes by Postal Ballot	22	4,212	0.05	
	Net Valid e-Votes	36	56,30,953	69.21	
	Total	58	56,35,165	69.26	100.000
D	Postal Ballot Forms with Assent for the Resolution	21	4,012		0.071
	Evoting Options with Assent for the Resolution	36	56,30,953		99.925
	Total	57	56,34,965		99.996
E	Postal Ballot Forms with Dissent for the Resolution	1	200		0.004
	Evoting Options with Dissent for the Resolution	0	0		0
	Total	1	200		0.004

GUPTA BAUL & ASSOCIATES

COMPANY SECRETARIES

4. The Resolutions accordingly stand passed with requisite majority.
5. I have handed over the postal ballot forms and other related papers/registers and records for safe custody to the Company Secretary, authorized by the Board to supervise the postal ballot process.
6. You may accordingly declare the result of the voting by postal ballot.

Thanking you,
Yours truly
For Gupta Baul & Associates



Hitesh J. Gupta

Partner

M. No. 33684

CP No. 12722