



IMP POWERS LTD

ISO 9001:2008 ISO 14001:2004 COMPANY

Stepping up !



52nd Annual Report 2013 - 2014



CERTIFICATE NO. : T-2486

NABL Accredited Lab

IMP POWERS LTD.

Corporate Identity No. (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

BOARD OF DIRECTORS

Shri Ramniwas R Dhoot
 Shri Ajay R Dhoot
 Shri Aaditya R Dhoot
 Shri R. T. RajGuroo
 Shri Jayant N. Godbole
 Shri Siby Antony
 Shri Prashant J. Pandit
 Shri Prakash Bagla
 Shri Rajendra Mimani
 Mrs. Rajkamal Sukhani

Chairman
 Vice-Chairman (w.e.f. 29th May, 2014)
 Managing Director (w.e.f. 29th May, 2014)
 Director
 Director
 Director
 Director
 Director
 Director
 Director-Marketing
 (Appointed as an Additional Director w.e.f. 13th August, 2014)

CHIEF FINANCIAL OFFICER

Shri Deepak Shah

COMPANY SECRETARY

Ms. Romali Malvankar

REGISTERED OFFICE & FACTORY

Survey No. 263/3/2/2, Sayli Village
 Umerkuin Road, Silvassa 396230, Dadra Nagar Haveli (U.T.)
 Tel. No.: 0260 - 653 8571
 Fax: 0260 - 268 1043 • Email : silvasaworks@imp-powers.com

BANKERS

State Bank of Hyderabad
 State Bank of India
 Bank of India
 The Karnataka Bank Ltd.
 IDBI Bank Ltd.
 Axis Bank Ltd.

CORPORATE OFFICE

35/C, Popular Press Building
 2nd Floor, Pt. M M Malviya Road,
 Tardeo, Mumbai – 400034
 Tel. No.: 9122 2353 9180-85
 Fax : 91 22 2353 9186-87 • Email : info@imp-powers.com

AUDITORS

M/S. BATLIBOI & PUROHIT
 National Insurance Building, 204,
 Dadabhoy Naoroji Road, Fort, Mumbai – 400 001

INTERNAL AUDITORS:

M/s. SHARP & TANNAN ASSOCIATES
 Chartered Accountants
 87, Nariman Bhavan, 227,
 Nariman Point
 Mumbai - 400 021.

REGISTRAR & TRANSFER AGENTS

Link Intime India (Private) Limited
 C-13, Pannalal Silk Mills Compound
 L.B.S. Marg, Bhandup, Mumbai -400078
 Tel: 022-25963838; Fax: 25946969

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52nd Annual General Meeting

Tuesday, 30th September, 2014 at 3.00 p.m. at the Registered office of the Company at
 263/3/2/2, Sayli Village, Umerkoin Road, Silvassa 396230, Dadra & Nagar Haveli (U.T.)

Members are requested to bring their copy of the Annual Report to the Annual General Meeting

IMP POWERS LIMITED

NOTICE TO THE MEMBERS

NOTICE IS HEREBY GIVEN THAT THE 52ND ANNUAL GENERAL MEETING OF THE MEMBERS OF IMP POWERS LIMITED WILL BE HELD ON TUESDAY, THE 30TH DAY OF SEPTEMBER, 2014 AT 3.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO.263/3/2/2, VILLAGE SAYLI, UMERKUI ROAD, SILVASSA 396230, DADRA & NAGAR HAVELI (U.T.) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company i.e. the Statement of Profit and Loss for the financial year ended 31st March, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Ordinary (Equity) Shares for the financial year ended 31st March, 2014.
3. To appoint a Director in place of Shri Rajendra Mimani (holding DIN No. 00017399), who retires by rotation and being eligible, offers himself for re-appointment.
4. Appointment of statutory auditors of the Company and fix their remuneration.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT that in accordance with applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), the retiring auditors, M/s. Batliboi & Purohit, Mumbai, Chartered Accountants (Firm Registration No. 101048W), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, at such remuneration plus out of pocket expenses; as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

5. **Re-appointment of Shri Ramniwas R Dhoot, as the Executive Chairman for a further period of 3 years:**

To re-appoint **Shri Ramniwas R Dhoot** (DIN: 00210094) as an Executive Chairman and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the consent of the Company, be and is hereby accorded to the re-appointment of **Shri Ramniwas R Dhoot** (DIN: 00210094) as a Executive Chairman of the Company for a period of 3 years, with effect from 1st April, 2014 upto 31st March, 2017, upon the terms and conditions as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board and **Shri Ramniwas R Dhoot**.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution."

6. **Revision in Remuneration payable to Shri Ramniwas R Dhoot, re-appointed as the Executive Chairman of the Company for a further period of 3 years:**

To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the consent of the Company, be and is hereby accorded for the revision in Remuneration to be paid to **Shri Ramniwas R Dhoot, Executive Chairman of the Company w.e.f 1st April, 2014**, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration in such manner as may be agreed to between the Board and **Shri Ramniwas R Dhoot**."

7. **Re-appointment of Shri Ajay R Dhoot, designated as the Vice-Chairman for a further period of 5 years and Revision in Remuneration:**

To re-appoint Shri Ajay R Dhoot, (DIN:00210424) designated as the Vice-Chairman and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the consent of the Company, be and is hereby accorded to the re-appointment and the revision in remuneration of **Shri Ajay R Dhoot, (DIN:00210424) designated as the Vice-Chairman** of the Company for a period of 5 years, with effect from 1st April, 2014 upto 31st March, 2019, upon the terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment/remuneration in such manner as may be agreed to between the Board and **Shri Ajay R Dhoot**.

RESOLVED FURTHER THAT as the **Executive Vice-Chairman** of the Company, Shri Ajay R Dhoot, shall be liable to retire by rotation under Section 152 of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) however, on being re-appointed as a Director immediately on retirement by rotation, he shall continue to hold his office of Vice-Chairman and such re-appointment as a Director shall not be deemed to constitute a break in his appointment as the Vice-Chairman of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution."

8. Re-appointment of Shri Aaditya R Dhoot, designated as the Managing Director for a further period of 5 years and Revision in Remuneration:

To re-appoint **Shri Aaditya R Dhoot**, (DIN: 00057224) **designated as the Managing Director**, and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the consent of the Company, be and is hereby accorded to the re-appointment and the revision in remuneration of **Shri Aaditya R Dhoot**, (DIN: 00057224) **designated as the Managing Director** of the Company for a period of 5 years, with effect from 1st April, 2014 upto 31st March, 2019, upon the terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment/remuneration in such manner as may be agreed to between the Board and **Shri Aaditya R Dhoot**.

RESOLVED FURTHER THAT as the **Managing Director** of the Company, Shri Aaditya R Dhoot, shall be liable to retire by rotation under Section 152 of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) however, on being re-appointed as a Director immediately on retirement by rotation, he shall continue to hold his office of Managing Director and such re-appointment as a Director shall not be deemed to constitute a break in his appointment as the **Managing Director** of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution."

9. Appointment of Mrs. Rajkamal Sukhani, as an Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mrs. Rajkamal Sukhani (holding DIN No. 02440797), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of the Director and a declaration that she meet the criteria for independence as provided in Section 149(6) of the act and who is eligible for appointment, be and is hereby appointed as an independent Director of the Company to hold office for a period of five consecutive years commencing from 30th September, 2014."

10. Appointment of Shri R. T. RajGuroo, as an Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri R. T. RajGuroo (holding DIN No. 00001424), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 30th September, 2014."

11. Appointment of Shri Jayant Godbole, as an Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, **Shri Jayant Godbole** (holding DIN No. 00056830), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 30th September, 2014."

12. Appointment of Shri Siby Antony, as an Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri Siby Antony (holding DIN No. 00075909), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 30th September, 2014."

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13. Appointment of Shri Prashant Pandit, as an Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, **Shri Prashant Pandit** (holding DIN No. 03079878), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 30th September, 2014."

14. Ratification of Remuneration of Cost Auditor:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs.50,000 plus out-of-pocket expenses payable to M/s. N. Ritesh & Associates, Cost Accountants, who are appointed as Cost Auditors of the Company to conduct Cost Audit relating to cost records of the Company for the year ending 31st March, 2015.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

15. Approve borrowing limits of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the Annual General Meeting held on 30th November, 2007 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) for the time being in force) and Memorandum and Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company ('the Board') to borrow from time to time, for the purpose of the Company's business, such sum or sums of money, as they in their absolute discretion think fit, notwithstanding 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.200,00,00,000/- (Rupees Two Hundred Crores only) over and above the paid up share capital and free reserves for the time being of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/ or any member of such Committee."

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the Annual General Meeting held on 30th November, 2007 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company ('the Board') to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations, if any, created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of any person including, but not limited to, financial / investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustee(s) or otherwise (hereinafter collectively referred to as 'Lenders'), to secure the loans, borrowings, debentures, hire purchase and / or working capital facilities and other credit facilities, provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said loans, for which such charges, mortgages or hypothecations are created, shall not, at any time exceed the limit of 200 crore (Rupees Two Hundred crore only) or the aggregate of the paid up share capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be conferred to a Committee constituted by the Board and/ or any member of such Committee."

By Order of the Board
Sd/-
Ramniwas R Dhoot
Chairman

Place: Mumbai

Date: 13th August, 2014

Regd.Off. :

Survey No.263/3/2/2

Umerkuin Road, Village Sayli, Silvassa, 396230

Dadra & Nagar Haveli (U.T.)

CIN:- L31300DN1961PLC000232

Email:- investor@imp-powers.com

Website:-www.imp-powers.com

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the AGM.
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. The provisions of Section 149 and section 152(6) of the Companies Act, 2013, have come into force with effect from 1st April, 2014, which says that Independent Directors are not liable to retire by rotation. Accordingly, in compliance with these new provisions, Shri Rajendra Mimani, Director-Marketing will retire at the ensuing annual general meeting and being eligible offers himself for re-appointment.
4. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/ re-appointment at the AGM are annexed hereto and forms an integral part of the Notice.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. **Book Closure and Dividend:**
The Register of Members and the Share Transfer Books of the Company will be closed from 17th September, 2014 to 23rd September, 2014, both days inclusive. The Dividend, if declared at the Annual General Meeting, will be paid on OR before 30th day from the date of this Meeting to those persons or their mandatees:
 - i) whose names appear as beneficial owners on the date of the meeting in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - ii) whose names appear as Members in the register of members of the Company after giving effect to valid share transfers in physical form lodged with the Registrar and Share Transfer Agent on the date of the meeting.
9. **National Electronic Clearing Service (NECS):**
 - (a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided National Electronic Clearing Service (NECS) facility to the Members for the remittance of dividend. NECS facility is available at locations identified by the Reserve Bank of India from time to time. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Registrars and Share Transfer Agents, Link Intime India Pvt. Ltd.
 - (b) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the depository participant of the Members.
10. **Nomination Facility:**
Members holding shares in physical form may obtain the Nomination forms from the Company's Registrar and Share Transfer Agents. Members holding shares in electronic form may obtain the Nomination forms from their respective depository participants.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents.
12. Electronic copy of the Annual Report for 2013-14 is being sent to all the members whose email IDs are registered with the Company/ depository participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2013-14 is being sent in the permitted mode.
13. Details of Unclaimed Dividend on the website:
The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders to ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2011, as on 20th December, 2011 (date of 49th AGM) and 17th December, 2012 (date of 50th AGM), respectively on the website of the IEPF viz. www.iepf.gov.in and under "Investors Section" on the Website of the Company viz: www.imp-powers.com.
14. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Registrars/ Depositories.

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15. Voting through electronic means:

The Company is pleased to offer E-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

The instructions for E-voting are as under:

SECTION A - E-VOTING PROCESS -

- Step 1 : Open your web browser during the voting period and log on to the E-voting Website: www.evotingindia.com.
- Step 2 : Click on "Shareholders" to cast your vote(s)
- Step 3 : Select the Electronic Voting Sequence Number (EVSN) i.e. "**140904018**" along with "COMPANY NAME" i.e. "IMP Powers Limited" from the drop down menu and click on "SUBMIT".
- Step 4 : Please enter User ID -
- For account holders in CDSL :- Your 16 digits beneficiary ID
 - For account holders in NSDL :- Your 8 Character DP ID followed by 8 Digits Client ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Step 5 : Enter the Image Verification as displayed and Click on Login
- Step 6 : 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.
- Step 7 : If you are a first time user follow the steps given below:
- 7.1 Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.
For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
- 7.2 Enter the Date of Birth (DOB) recorded in the demat account or registered with the Company for the demat account in DD/MM/YYYY format#
- 7.3 Enter your Dividend Bank details (Account Number) recorded in the demat account or registered with the Company for the demat account#
Any one of the details i.e. DOB or Dividend Bank details should be entered for logging into the account. If Dividend Bank details and Date of Birth are not recorded with the Depository or Company please enter the number of shares held by you as on the cut off date (record date) i.e. 29th August, 2014 in the Dividend Bank details field.
- Step 8 : After entering these details appropriately, click on "SUBMIT" tab.
- Step 9 : First time user holding shares in Demat form will now reach Password Generation menu wherein they are required to create their login password in the password field. Kindly note that this password can also be used by the Demat holders for voting for resolution 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. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system. Members holding shares in physical form will then directly reach the Company selection screen.
- Step 10 : Click on the EVSN of the Company i.e. "**140904018**" to vote.
- Step 11 : On the voting page, you will see Resolution description and against the same the option 'YES/NO' for voting. Select the relevant option as desired YES or NO and click on submit.
- Step 12 : Click on the Resolution File Link if you wish to view the Notice.
- Step 13 : 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.
- Step 14 : Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- The E-voting period commences on 22nd September, 2014 (10.30 a.m.) and ends on 24th September, 2014 (6.30 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut off date (record date) of 29th August, 2014 may cast their vote electronically. The E-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- The voting rights of shareholders shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company.
- Shri Hitesh J. Gupta, Practising Company Secretary (Membership No.: ACS 33684; CP No: 12722) (Address: B/701, Astor Place Building, Charkop Kandivali - West, Mumbai- 400067) has been appointed as the Scrutinizer to scrutinize the E-voting process.

- iv. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the E-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any and submit forth with to the Chairman of the Company.
- v. The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.imp-powers.com and on the website of CDSL <https://www.evotingindia.co.in> within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- vi. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- vii. For Members holding shares in physical form, the password and default number can be used only for E-voting on the resolutions given in the notice.
- viii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- ix. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL E-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- x. 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.

Contact Details:

Company

IMP Powers Ltd.
 Regd. Office Address:
 Survey No.263/3/2/2
 Umerkuin Road, Village Sayli, Silvassa, 396230
 Dadra & Nagar Haveli (U.T.)
 CIN:- L31300DN1961PLC000232
 Email:- investor@imp-powers.com;
romali@imp-powers.com
 Website:-www.imp-powers.com

Registrar and Transfer Agents

Link Intime India Private Limited
 C-13, Pannalal Silk Mills Compound, L.B.S. Marg,
 Bhandup (W), Mumbai-400078
 Phone: +91-22-25946970 Fax: +91-22-2594 6969

e-Voting Agency :

Central Depository Services (India) Limited
 E-mail ID: helpdesk.evoting@cdslindia.com

Scrutinizer

Shri Hitesh Gupta
cshitesh.gupta@gmail.com

By Order of the Board
Sd/-
Ramniwas R Dhoot
Chairman

Place: Mumbai

Date: 13th August, 2014

Regd.Off. :

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

IMP POWERS LIMITED

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

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item Nos. 5 to 16 of the accompanying Notice dated 13th August, 2014.

Item No. 5 and 6 to the Notice:

The Board of Directors of the Company ("the Board"), at its meeting held on 13th February, 2014 has, subject to the approval of members, re-appointed Shri Ramniwas R Dhoot as the Executive Chairman of the Company for a further period of 3 years w.e.f 1st April, 2014, on the expiry of his present term which expired on 31st March, 2014.

Further, the revision in Remuneration Shri Ramniwas R Dhoot, Executive Chairman of the Company was recommended by the Remuneration Committee (Now named as the "Nomination and Compensation Committee") and approved by the Board at their respective Meetings held on 29th May, 2014.

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

Shri Ramniwas R Dhoot, currently the Executive Chairman of the Company, has been the driving force of the Company since its existence. He has an immense experience of more than five decades in the transformer industry and is instrumental in creating a strong organization and steering the Company into the league of top transformer manufacturers in India. He is also actively involved in philanthropic activities. Shri Ramniwas Dhoot, since inception has been the leader in Human Resource Management and is very close to the workers. He is the guiding force of the entire Organisation.

The Board is of the view that the re-appointment of Shri Ramniwas R Dhoot, as the Executive Chairman for a further period of 3 years w.e.f 1st April, 2014 will greatly benefit the operations of the Company and the revised remuneration payable to him is commensurate with his abilities and experience.

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

a) Salary and perquisites (per Annum):

Sr. No.	Name of the Director	Salary	Perquisites and allowances	Total
1.	Shri Ramniwas R Dhoot	53,40,000	5,60,000	59,00,000

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

b) Period of Appointment :

Sr. No.	Name of the Director	Tenure of Appointment
1.	Shri Ramniwas R Dhoot	3 Years (From 1st April, 2014 upto 31st March, 2017)

c) Minimum Remuneration:

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

d) The annual increments which will be effective 1st April each year, will be decided by the Board and will be merit-based and take into account the Company's performance; Incentive Remuneration and/or Commission based on certain performance criteria to be laid down by the Board; Benefits, Perquisites, Allowances as may be determined from time to time.

e) The terms and conditions of re-appointment of Shri Ramniwas R Dhoot, as the Chairman (hereinafter referred to as "the Appointees") also include, inter-alia, following principal clauses:

- 1) The Appointee shall adhere with the Code of Conduct for Directors and Senior Management Personnel's and the Ethical Code of Conduct for the Executive Directors, Senior Management Personnel's and Employees of the Company.
- 2) The Chairman will perform his respective duties as such with regard to all work of the Company and he will manage and attend to such business and discharge such functions as the board may from time to time delegate.
- 3) The Chairman shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- 4) The office of the Chairman may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.

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

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri Ramniwas R Dhoot under Section 190 of the Companies Act, 2013.

Shri Ramniwas R Dhoot is interested in the resolutions set out respectively at Item Nos. 5 & 6 of the Notice, which pertain to their respective re-appointment and revision in remuneration payable him.

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

Your Directors hereby recommend passing of the Resolutions at Item No. 5 of the Notice as a Special Resolution and at Item No. 6 of the Notice as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, in the said Resolutions, except for Shri Ramniwas R Dhoot Executive Chairman, in the Resolutions at Item Nos. 5 & 6 of the Notice.

ITEM NO. 7 and 8 to the Notice:

The Board at its Meeting held on 13th February, 2014, has, subject to the approval of members, re-appointed Shri Ajay R Dhoot, as the Managing Director and Shri Aaditya R Dhoot as the Jt. Managing Director of the Company for a further period of 5 years w.e.f 1st April, 2014, on the expiry of their present terms, which expired on 31st March, 2014 and at a Remuneration as recommended by the Remuneration Committee (Now named as the "Nomination and Compensation Committee") and approved by the Board at their respective Meetings held on 29th May, 2014.

The Board at its Meeting held on 29th May, 2014 designated Shri Ajay R Dhoot, Managing Director as the Vice-Chairman and Shri Aaditya R Dhoot, Jt. Managing Director as the Managing Director of the Company.

It is now proposed to seek the approval of the Members for the re-appointment and revision in remuneration payable to Shri Ajay R Dhoot designated as the Vice-Chairman and Shri Aaditya R Dhoot designated as the Managing Director, in terms of the applicable provisions of the Act.

The brief profile of Shri Ajay R Dhoot and Shri Aaditya R Dhoot to be re-appointed is given below:

Shri Ajay R Dhoot

Shri Ajay R Dhoot, designated as Vice-Chairman of the Company, has an experience of more than 33 years in the field of Marketing, Finance and Administration. He is a prudent businessman 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

Shri Aaditya R Dhoot, designated as Managing Director of the Company, has an experience of more than 27 years in the transformer industry and has been instrumental in the Company's foray into higher rating transformers as well as its capacity expansion. He oversees the Project expansion, Accounts and Material Managements. He is actively involved in Indian Electrical and Electronics Manufacturers Association (IEEMA) activities and is the Mentor of Transformer Division and the Member of the Executive Council of IEEMA since 2007. Shri Aaditya R Dhoot, has also been elected as the Chairman of Elecrama 2016, which is the World's largest Electrical Transmission & Distribution Exhibition.

The Board is of the view that the re-appointment of Shri Ajay R Dhoot designated as Vice-Chairman for a further period of 5 years and Shri Aaditya R Dhoot, Managing Director for a further period of 5 years w.e.f 1st April, 2014 will greatly benefit the operations of the Company and the revised remuneration payable to them is commensurate with their abilities and experience.

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

a) Salary and perquisites (per Annum):

Sr. No.	Name of the Director	Salary	Perquisites and allowances	Total
1.	Shri Ajay R Dhoot	51,90,000	3,10,000	55,00,000
2.	Shri Aaditya R Dhoot	50,40,000	1,60,000	52,00,000

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

b) Period of Appointment :

Sr. No.	Name of the Director	Tenure of Appointment
1.	Shri Ajay R Dhoot	5 years(From 1st April, 2014 upto 31st March, 2019)
2.	Shri Aaditya R Dhoot	5 years(From 1st April, 2014 upto 31st March, 2019)