



IMP POWERS LTD

ISO 9001:2008 ISO 14001:2004 COMPANY

Stepping up !



53rd Annual Report 2014 - 2015



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
 Mrs. Rajkamal Sukhani
 Shri P. Uma Shankar

Chairman
 Vice-Chairman
 Managing Director
 Director
 Director
 Director
 Director
 Director
 Director
 Director

CHIEF FINANCIAL OFFICER

Shri Deepak Shah

COMPANY SECRETARY

Ms. Romali Malvankar

BANKERS

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

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

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

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

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53rd Annual General Meeting

Thursday, 24th September, 2015 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

NOTICE TO THE MEMBERS

NOTICE IS HEREBY GIVEN THAT THE 53RD ANNUAL GENERAL MEETING OF THE MEMBERS OF IMP POWERS LIMITED WILL BE HELD ON THURSDAY, THE 24TH DAY OF SEPTEMBER, 2015 AT 3.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO.263/3/2/2, VILLAGE SAYLI, UMERKOI ROAD, SILVASSA 396230, DADRA & NAGAR HAVELI (U.T.) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone as well as Consolidated Financial Statement of the Company for the financial year ended 31st March, 2015 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, 2015.
3. To appoint a Director in place of Shri Aaditya R Dhoot (holding DIN : 00057224), 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 pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof, for the time being in force), M/s. Batliboi & Purohit, Mumbai, Chartered Accountants (Firm Registration No. 101048W), be and are hereby appointed as Auditors of the Company for a period of two years from the conclusion of this Annual General Meeting till the conclusion of the 55th Annual General Meeting (subject to ratification of appointment by the Members at subsequent Annual General Meeting) on such remuneration as may be decided by the Board of Directors."

SPECIAL BUSINESS:

5. Ratification of Remuneration of Cost Auditor for the Financial year ending 31st March, 2016:

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 (including any statutory modification or re-enactment thereof, for the time being in force), the remuneration of Rs.50,000 (exclusive of applicable taxes and reimbursement of out of pocket expenses) payable to M/s. V.J. Talati & Co., Cost Accountants (Registration No.: 00213), for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2016, as approved by the Board be and is hereby ratified.

RESOLVED FURTHER THAT the Board (including any Committee of the Board) be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

6. Approval of material Related Party Transaction:

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

"RESOLVED THAT pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges and the relevant provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meeting of the Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactments thereof for the time being in force, approval of the Members of the Company, be and is hereby accorded to the Board of Directors to ratify/approve all the existing contracts/ arrangements/ agreements/ transactions entered into with IMP Energy Ltd. (IEL), [subsidiary of the Company and hence related party as per the aforesaid Law], for contracts executed/ to be executed (for purchase of goods from IEL) for each subsequent financial years (in ordinary course of business and on arms length basis) till the termination of the said contracts/ arrangements/ agreements, as detailed in the explanatory statement to the Notice for a sum not exceeding Rs. 8839.31 Lacs."

7. Increase in 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 earlier resolution passed by the Members of the Company at the Annual General Meeting held on 30th September, 2014 and pursuant to the provisions Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), for borrowing any sum or sums of money(s) by way of loan/debentures (whether secured or unsecured)/bonds/fund based and non fund based working capital facilities/guarantees for the purpose of the Company's business, from any bank(s) or any financial institution(s) or any other institutions(s), firm(s), body corporate(s) or other person(s) or from any other source in India or out-side India (apart from the temporary loans obtained from the Company's Banker(s) in the ordinary course of business), provided that the monies so borrowed together with the monies already borrowed by the Company and remaining outstanding shall be in excess of the aggregate paid-up share capital and free reserves, but not exceeding Rs. 500 crore (Rupees Five Hundred Crore only).

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

8. 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 earlier resolution passed by the Members of the Company at the Annual General Meeting held on 30th September, 2014 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, including any statutory modification(s) or re-enactment thereof, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations, if any, created by the Company, on all or any of the movable and/or immovable properties of the Company, both present and future or on the whole or substantially the whole of the undertaking(s) of the Company in favour of any bank(s) or any financial institution(s) or any other institution(s), firm(s), body corporate(s), lenders, trustees or other person(s) for securing loan/ debentures (whether secured or unsecured)/ fund based and non fund based working capital facilities/guarantees/ bonds together with interest, costs, charges, expenses and any other monies payable thereon for an amount not exceeding Rs. 500 crore (Rupees Five Hundred Crore only) over and above the aggregate of paid up share capital and free reserves of the Company.

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

9. Alteration of the Articles of Association of the Company :

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

"RESOLVED THAT, pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force, and subject to approvals, permissions and sanctions from the appropriate authority, if any, the Articles of Association of the Company be and are hereby altered in the manner as set out herein below:

i) The Existing Article No. 136 be deleted and replaced with the following new article:

"Article No 136: Retirement and Rotation of Directors:

136 (1) Not less than two-third of the total number of the Executive Directors and other Directors (excluding Independent Director) of the Company shall be the persons whose period of office is liable to determination by retirement of Directors by rotation and save as otherwise expressly provided in the Act and these Articles, be appointed by the Company in the Annual General Meeting.

136 (2) Shri Ramniwas R. Dhoot, Executive-Chairman, Shri Ajay R. Dhoot, Executive-Vice-Chairman and Shri Aaditya R. Dhoot, Managing Director and other Directors (excluding Independent Directors) shall be liable to retire by rotation.

136(3) The remaining Directors shall be appointed in accordance with the provisions of the act and amendments thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all the requisite, incidental, consequential and necessary steps in respect of this resolution and to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate in the best interest of the Company, to settle any question, query, doubt or difficulty that may arise in this regard, and to execute/publish all such notices, applications, deeds, agreements, documents, papers, undertakings/bonds and writings as may be necessary and required for giving effect to this resolution."

By Order of the Board

Sd/-

**Ramniwas R Dhoot
Chairman**

Place: Mumbai

Date: 13th August, 2015

Regd.Off. :

Survey No.263/3/2/2

Umerkoi Road, Village Sayali

Silvassa - 396230

Dadra & Nagar Haveli (U.T.)

CIN:- L31300DN1961PLC000232

Email:- investor@imp-powers.com Website:-www.imp-powers.com

IMP POWERS LIMITED

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. In terms of the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company Shri Aaditya R Dhoot (DIN: 00057224), Managing Director of the Company, retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment. Details required under Clause 49 of the Listing Agreement with the Stock Exchanges is enclosed as an Annexure to the Notice.
4. 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.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. The Annual Report duly circulated to the Members of the Company, is also available on the Company's website at www.imp-powers.com
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. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, during business hours upto the date of the AGM.

9. **Book Closure and Dividend:**

The Register of Members and the Share Transfer Books of the Company will be closed from Thursday, 17th September, 2015 to Wednesday, 23rd September, 2015, both days inclusive for the purpose of ascertaining the eligibility of the members for payment of dividend. 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.

10. **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.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in the physical form are requested to advise any change in their address or bank mandates immediately to the Registrar and Share transfer Agents of the Company.

12. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Registrar and Share Transfer Agents for assistance in this regard.
13. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agents, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.

14. **Nomination Facility:**

As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Both Forms are appended at the end of the Annual Report. Members holding shares in physical form are requested to submit the forms to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form may obtain the nomination forms from their respective depository participants.

15. 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.
16. Electronic copy of the Annual Report for 2014-15 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 2014-15 is being sent in the permitted mode.
17. 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 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 2012, as on 17th December, 2012 (date of 50th AGM), 30th September, 2013 (date of 51st AGM) and 30th September, 2014 (date of 52nd 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.

18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned depository participant and holdings should be verified.

19. **Updation of Members' Details:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrar and Share Transfer Agents to record additional details of members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended to the notice. Members holding shares in physical form are requested to submit the filled in form to the Company or its Registrar and Share Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective depository participants.

20. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Registrars/ Depositories.
21. Members desiring any information relating to Accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

22. Voting through electronic means:

- a. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement, a facility is provided to the Members to cast their votes using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") in respect of the resolutions proposed in the accompanying Notice dated 13th August, 2015.
- b. The Board of Directors of the Company has appointed Mr. Hitesh J. Gupta, Practising Company Secretary (Membership No.: ACS 33684; CP No: 12722) (Address: B/701, Astor Place Building, Charkop Kandivali - West, Mumbai- 400067) as the Scrutinizer to scrutinize the voting process at the AGM, including remote e-voting process in a fair and transparent manner.
- c. Members who do not have access to remote e-voting facility may send their votes using Ballot form provided alongwith the Annual Report of the Company and will be available on the website of the Company at www.imp-powers.com. The Ballot Form shall also be made available to such Members upon a request made in writing to the Company at its Corporate office or by sending an e-mail to the Company Secretary at investor@imp-powers.com or to the Registrar and Transfer Agents at rnt.helpdesk@linkintime.co.in, by mentioning their Folio No./DP ID and Client ID No.
- d. The Ballot Form has to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Hitesh J. Gupta, Practising Company Secretary (Membership No.: ACS 33684; CP No: 12722), at the Corporate Office of the Company at 35/C, Popular Press Building, 2nd Floor, PT M. M. Malviya Road, Tardeo, Mumbai- 400034, not later than Wednesday, 23rd September, 2015 at 5.00 p.m.
- e. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final. Ballot form received after 5.00 p.m. on Wednesday, 23rd September, 2015 will be considered as invalid.
- f. A facility for voting by Poll or otherwise will also be made available at the Meeting to the Members attending the Meeting who have not already cast their votes by remote e-voting or Ballot Form voting prior to the Meeting. Members who have cast their votes by remote e-voting or Ballot Form prior to the Meeting may attend the Meeting but shall not be entitled to cast their votes again at the AGM.
- g. Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off-date i.e. Wednesday, 16th September, 2015. A person, whose name is recorded in the register of members or in the register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the cut-off date, i.e. Wednesday, 16th September, 2015, only shall be entitled to avail the facility of remote e-voting/ Ballot Paper Voting/ Voting facility provided at the Meeting.
- h. Any person becoming a Member of the Company after the dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Wednesday, 16th September, 2015, shall be entitled to vote by remote e-voting or by Ballot Paper Voting or Voting facility provided at the Meeting.
- i. Voting Results:
The Scrutinizer shall immediately after the conclusion of voting at the Meeting, will first count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the said Report to the Chairman/ Vice-Chairman/ Managing Director of the Company, who shall countersign the same and declare the result of the voting forthwith.
- j. The Results once declared, alongwith the consolidated Scrutinizer's report shall be placed on the Company's website www.imp-powers.com and on the website of CDSL www.evoting.cdsl.com within two days of the passing of the resolutions at the AGM of the Company and shall also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- k. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 24th September, 2015.
- l. Members can opt for only one mode of voting i.e. either through remote e-voting or by Ballot voting/Voting facility provided at the Meeting. If a Member casts vote by more than one mode, then voting done through remote e-voting shall prevail and the Voting through Ballot/Voting facility provided at the Meeting shall be considered as invalid.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency for providing e-voting facility. Instructions for remote e-voting are as under:

E-VOTING PROCESS -

The information for shareholders and other instructions relating remote e-voting are as under:

The remote voting period begins on Monday, 21st September, 2015 at 9.00 a.m. and ends on Wednesday, 23rd September, 2015 at 5.00 p.m. 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 Wednesday, 16th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The shareholders should log on to the e-voting website www.evotingindia.com.

Click on Shareholders.

Now Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

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.

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.

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) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the Sticker at the back side of the Annual Report / 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. 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).

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

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 also 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.

For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN for the relevant Company's name <IMP Powers Ltd.> on which you choose to vote.

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.

Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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.

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.

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.

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 Corporates.

IMP POWERS LIMITED

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.

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 Umerkoi 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	Mr. Hitesh Gupta cshitesh.gupta@gmail.com

By Order of the Board

Sd/-

Ramniwas R Dhoot
Chairman

Place: Mumbai

Date: 13th August, 2015

Regd.Off. :

Survey No.263/3/2/2

Umerkoi Road, Village Sayali

Silvassa - 396230

Dadra & Nagar Haveli (U.T.)

CIN:- L31300DN1961PLC000232

Email:- investor@imp-powers.com

Website:-www.imp-powers.com.

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 special business mentioned at Item Nos. 5 to 9 of the accompanying Notice dated 13th August, 2015.

Item No. 5 :

The cost audit of the product of the Company i.e. the Transformers is conducted on an annual basis by M/s. V.J. Talati & Co. (Firm Reg. No. 00213), Cost Accountants. The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. V.J. Talati & Co., Cost Accountants as the Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2015, at a remuneration of Rs. 50000/- (Rupees Fifty thousand only) excluding applicable taxes and reimbursement of out of pocket expenses incurred in connection with Cost Audit.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016.

The Board Recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the resolution set out at Item No. 5 of the Notice.

Item No. 6

Pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board and prior approval of the members by Special Resolution in case certain Related Party Transactions which exceeds such sum as specified in the Rules. The aforesaid provisions are not applicable in respect of transactions entered into by the Company in the ordinary course of business and on arm's length basis.

However, pursuant to revised Clause 49(VII) of the Listing Agreement with the Stock Exchanges, effective from 1st October, 2014, approval of the Members through Special Resolution is required for all material Related Party Transactions (RPT) even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a RPT will be considered material if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

IMP Powers Ltd. ("The Company") had received 6 (six) contracts amounting to Rs. 10399 Lacs (Gross Value) in response to a Tender Notice No. HYDRO/CHILONG/ 21 Dt. 24/12/2011 floated by Kargil Renewable Energy Development Authority (KREDA) for a period of 3 years (or for such extended period) from the date of commissioning. The said contracts were sub-contracted by the Company to its Subsidiary, IMP Energy Ltd. (IEL) by way of back-to-back agreements (to be renewed as and when required) for an aggregate contract value of Rs. 8839.31 Lacs, the details of which are provided as under:

Sr. No.	Nature of Work	Aggregate Amount of Contract Value (Rs.in Lacs)
	Contract Execution includes- Design, Construction, Manufacture, Supply, Erection, Testing and Commissioning including execution of power evacuation, transmission line on lump sum cost and turnkey basis including running and maintenance for a period of 3 years (or such extended period) from the date of Commissioning of the following 6 (six) Contracts in Kargil, Ladakh:	
1.	Khandi MHP (2X750 KW)	1316.58
2.	Sangrah MHP (2X750KW)	1194.97
3.	Bairas MHP (2X750KW)	1441.02
4.	Chilong MHP (2X500KW)	1389.44
5.	Raru MHP (2X500KW)	2223.64
6.	Matayeen MHP (2X500KW)	1273.66
	Total:	8839.31
	Others- Corporate Guarantee	
	Corporate Guarantee given by the Company on behalf of IEL:	2200.00

IEL raises bills on the Company from time to time for the work executed, based on the Back-to-Back Sub-contract agreements between the Company and IEL.

With regard to the provisions of the Clause 49 of the Listing Agreement, effective from 1st October, 2014, it is pertinent to mention that the value of Transactions with IEL, in respect of the contracts executed (for Purchase of Goods from IEL), upto the Financial Year 2014-2015, taken together with the value of the transactions for the Contracts to be executed (for Purchase of Goods from IEL), during the Financial Year 2015-2016 and each subsequent financial year thereafter, till the termination of the said sub-contracting agreements are estimated to exceed the threshold prescribed under the proviso to Clause 49 (VII)(C) of the Listing Agreement and therefore will be considered as material.