



IMP POWERS LTD

ISO 9001:2008 ISO 14001:2004 COMPANY

Stepping up !



54th Annual Report 2015 - 2016



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 Siby Antony

Shri Prakash Bagla

Shri P. Uma Shankar

Shri Prasant Pandit

Shri Praveen Saxena

Shri Jayant Godbole

Mrs. Rajkamal Sukhani

Chairman

Vice-Chairman

Managing Director

Director

Director

Director

Director

Director

Additional Director

Director (resigned w.e.f. 14th March 2016)Director (resigned w.e.f. 12th August 2016)**CHIEF FINANCIAL OFFICER**Shri B. K. Desai (w.e.f. 1st July 2016)Shri Deepak A. Shah (retired w.e.f. 30th June 2016)**COMPANY SECRETARY**

Mrs. Parvati Nair

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. BATHIYA & ASSOCIATES LLP

Chartered Accountants

9010- Hub Town, Solaris,

Phadte Road, Andheri East

Mumbai -400 069.

(for F.Y. 2016-17)

M/s. SHARP & TANNAN ASSOCIATES

Chartered Accountants

87, Nariman Bhawan, 227,

Nariman Point

Mumbai -400 021.

REGISTRAR & TRANSFER AGENTS

LINK INTIME INDIAPVT LTD.

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, Sayali Village

Umerkuin Road, Silvassa 396230, Dadra Nagar Haveli (U.T.)

Tel. No. 0260-6538571

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.: 91 22 2353 9180-85

Fax : 91 22 2353 9186-87 Email : info@imp-powers.com**CONTENTS**

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54th Annual General Meeting

Thursday, 29th September, 2016 at 3.00 p.m. at Registered office of the Company at
263/3/2/2, Sayali Village, Umerkuin 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 54th ANNUAL GENERAL MEETING OF THE MEMBERS OF IMP POWERS LIMITED WILL BE HELD ON THURSDAY, THE 29TH DAY OF SEPTEMBER, 2016 AT 3.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO.263/3/2/2, VILLAGE SAYALI, UMERKUI 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, 2016 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, 2016.
3. To appoint a Director in place of Shri Mr. Ramniwas R Dhoot (holding DIN 00210094), 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 one 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. Appointment of Dr. Praveen Saxena

To consider and if thought fit to pass with or without modification the following as ordinary resolution

"RESOLVED THAT, pursuant to Sections 149 and 152 read with Schedule IV and all other applicable provision of Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of the Directors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 Dr. Praveen Saxena (DIN: 03199264) who was appointed as an Additional Director of the Company by the board of directors w.e.f May 27, 2016 in the terms of section 161(1) of the Companies Act, 2013 and who holds office up to the date of this AGM and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director along with the Deposit of the requisite amount under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term expiring on 31st March, 2021 not liable to retire by rotation."

6. Ratification of Remuneration of Cost Auditor for the Financial year ending 31st March, 2017:

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. (Firm Reg. No. 00213), Cost Accountants, for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2017, 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 authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

7. 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 Regulation 23 of the Listing Obligation & Disclosure Requirement 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.”

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

Place: Mumbai
Date: 12th August, 2016

Regd.Off. :

Survey No.263/3/2/2
Umerkuin 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. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
3. 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.
4. In terms of the provisions of Section 152 of the Companies Act, 2013, Shri Ramniwas R Dhoot (DIN: 00210094), Chairman of the Company, retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

The Board of Directors of the Company commends his respective re-appointments.

Details of Directors proposed to be appointed/re-appointed as required in terms of SEBI Listing Regulations entered with Stock Exchange and Secretarial Standards on General Meeting issued by The Institute of Company Secretaries of India are provided in the Report on Corporate Governance forming part of the Annual Report.

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. The Annual Report duly circulated to the Members of the Company, is also available on the Company's website at www.imp-powers.com
8. 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.
9. 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 up to the date of the AGM.
10. Route Map showing directions to reach to the venue of the 54th AGM is given at the end of this Annual Report.

11. Book Closure and Dividend:

The Register of Members and the Share Transfer Books of the Company will be closed from **Thursday, 22nd September, 2016 to Thursday, 28th September, 2016**, 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 mandates:

- 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.

12. 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.
13. 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.

14. 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.
15. 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.

16. **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.

17. 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.
18. Electronic copy of the Annual Report for 2015-16 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 2015-16 is being sent in the permitted mode.

19. **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) and 24th September' 2015 (date of the 53rd 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.

20. 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.

21. **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.

22. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Registrars/ Depositories.
23. 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.

24. **Voting through Electronic means:**

- a) Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members desiring to vote through electronic mode may refer to the detailed procedure on remote e-voting given hereinafter.

E-Voting Process –

Information and other instructions relating to remote e-voting are as under:

The remote voting period begins on 26th September, 2016 at 9.00 a.m. and ends on 28th September, 2016 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 21st September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting

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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.

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 Umerkuin Road, Village Sayali Silvassa, 396230 Dadra & Nagar Haveli (U.T.) CIN:- L31300DN1961PLC000232 Email:- investor@imp-powers.com ; parvati@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. Dharendra Maurya maurya.dhirendra@gmail.com

In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :

- (i) Initial password is provided at the bottom of the Attendance Slip for the AGM:
EVEN (E Voting Event Number) USER ID PASSWORD/PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.
- b) **Voting at AGM:** The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.
- c) If you are already registered with CDSL for e-voting then you can use your existing User ID and Password/PIN for casting your vote.
- d) 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 future communication(s).
- e) **The Members, whose names appear in the Register of Members/list of Beneficial Owners as on 21st September 2016, are entitled to vote on the Resolutions set forth in this Notice.**
- f) The remote e-voting period will commence at 9.00 a.m. on 26th September' 2016 and will end at 5.00 p.m. on 28th September' 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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- g) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 21st September' 2016.
- h) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September 2016 may obtain the login ID and password by sending an email to investor@imp-powers.com or parvati@imp-powers.com or helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/ Password" option available on www.evoting.cdsl.com.
- i) A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- j) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- k) Mr. Dharendra R. Maurya, Proprietor of Dharendra Maurya & Associates has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- l) The Scrutiniser shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within 3 days of conclusion of the meeting submit a consolidated scrutiniser report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.
- m) The results along with the Scrutinisers Report shall be placed on the website of the Company and on the website of CDSL and shall be communicated to BSE Limited and National Stock Exchange of India

By Order of the Board

Sd/-

**Ramniwas R Dhoot
Chairman**

Place: Mumbai

Date: 12th August, 2016

Regd.Off. :

Survey No.263/3/2/2
Umerkuin 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 business mentioned at Item Nos. 5 to 7 of the accompanying Notice dated August 12, 2016

Item No. 5:

The Board of Directors of the Company had, at its Meeting held on May 27, 2016, appointed Dr. Praveen Saxena as an Additional Director of the Company with effect from May 27, 2016. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Dr. Praveen Saxena is holding office up to the date of this Annual General Meeting.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and Regulation 25 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015, it is proposed to appoint Dr. Praveen Saxena as an Independent Director of the Company to hold office for a term expiring on March 31, 2021 and not liable to retire by rotation during this period.

Dr. Praveen Saxena is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has also given his consent to act as Director.

The Company has received a notice in writing from a Member of the Company proposing the candidature of Dr. Praveen Saxena for the office of the Director of the Company along with the deposit of requisite amount under Section 160 of the Companies Act, 2013.

The Company has also received declaration from Dr. Praveen Saxena about his meeting the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 25 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015.

In the opinion of the Board, Dr. Praveen Saxena fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as Independent Director of the Company and is independent of the management.

Brief resume of Dr. Praveen Saxena, nature of his expertise in specific functional areas and name of companies in which he holds directorship and membership/chairmanship of Board Committees, shareholding and relationship between director inter-se as stipulated under Regulation 25 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015, are provided in the Corporate Governance Report forming part of the Annual Report. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, the Board recommends the Ordinary Resolution set forth in Item No. 5 for the approval of the Members.

None of the Directors and Key Managerial Personnel and their relatives except Dr. Praveen Saxena, to whom the resolution relates, is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5

Item No. 6:

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, 2016, 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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2017.

The Board recommends the Ordinary Resolution set out at Item No. 6 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. 6 of the Notice.

Item No.7

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 transactions entered into by the Company in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the Listing Obligation & Disclosure Requirement with the Stock Exchanges, effective from 1st October,