



# IMP POWERS LTD.

Corporate Office : 35/C, Popular Press Building, 2nd Floor PT  
M.M. Malviya Road, Tardeo, Mumbai- 34. Tel.: +91 22 2353 9180-84  
Fax : +91 22 2353 9186-87 • E-mail : info@imp-powers.com  
CIN : L31300DN1961PLC000232

21<sup>st</sup> October, 2015

To,  
The Manager,  
Department of Investors relations cell  
National Stock Exchange of India Ltd,  
'Exchange Plaza', C-1,Block -G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400051  
Tel:022-26538236;26598235;  
Fax-26598237/38;  
email - cmlist@nse.co.in

**Subject: Minutes of the 53<sup>rd</sup> Annual General Meeting of IMP Powers Ltd.: NSE Code:  
INDLMETER**

Dear Sir/ Madam,

Enclosed is the certified true copy of the Minutes of the Annual General Meeting of the Company held on 24<sup>th</sup> September, 2015 at 3.00 p.m. at the Registered Office of the Company situated at 263/3/2/2, Sayli Village, Umerkoin Road, Silvassa- 396230, Dadra & Nagar Haveli (U.T.).

Request you to take the above on record and oblige.

Thanking you,  
Yours faithfully,  
For IMP POWERS LIMITED

Romali Malvankar  
Company Secretary  
Encl: a/a

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

Minutes of the 53<sup>rd</sup> Annual General Meeting of IMP Powers Limited held on Thursday, 24<sup>th</sup> September, 2015 from 3.00 p.m. to 3.45 p.m. at the Registered Office of the Company at Survey No. 263/3/2/2, Umar Kuin Road, Sayli Village, Silvassa 396230, (U.T.).

Following Directors Present:

Shri Ramniwas R Dhoot  
Shri Aaditya Dhoot  
Shri R. T. RajGuroo

Shri P. Uma Shankar

Chairman  
Managing Director  
Non-Executive, Independent Director  
& Chairman of the Audit Committee  
Non-Executive, Independent Director

In Attendance:

Shri. Deepak Shah  
Ms. Romali M. Malvankar

Chief Financial Officer  
Company Secretary

Members Present:

The Chairman called the Meeting to order. He mentioned that total 27 (Twenty-Seven) members were present in person and proxies, of which 9 (Nine) Authorized Representatives of Bodies Corporate were present representing 36,26,001 Equity Shares and 6 (Six) members were present through their proxies representing 3,67,769 Equity Shares.

Chairman:

Shri Ramniwas R Dhoot, Chairman presided over the Meeting and extended a warm welcome to the Directors, Shareholders present in the Meeting.

He introduced all the Directors seated on the dias to the Members of the Company and delivered the Chairman's speech.

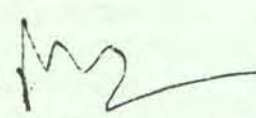
With the consent of the members present, the Notice of the Annual General Meeting already circulated to the members, were taken as read.

The Chairman announced that the documents mentioned in the Notice, the Statutory Registers of the Company under the Companies Act, 2013, the Auditors Report and the Secretarial Audit Report were available for inspection by the Members. The Chairman further stated that there were no qualification, observation or comment in the Auditors Report.

The Auditors Report, with the permission of the Members of the Company taken as read.

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FOR IMP POWERS LTD.

  
(Company Secretary)

  
CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

The Chairman then informed the Members that the Company had provided remote E-voting Facility to the Members to cast their vote pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, in respect of all businesses mentioned in the Notice of the Annual General Meeting of the Company. He further informed the Board that the remote E-voting facility was kept open from Monday, 21<sup>st</sup> September, 2015 (9.00 a.m.) to Wednesday, 23<sup>rd</sup> September, 2015 (5.00 p.m.).

He also stated that the Members, who were unable to cast their vote through remote E-voting or Ballot will be allowed to cast their vote at the AGM by way of Poll.

The Chairman further stated that Shri Hitesh Gupta, Practising Company Secretary, has been appointed to scrutinize the entire voting process (i.e. through remote E-voting/ Ballot and by way of Poll at the AGM.

Thereafter the poll papers were distributed to the Members and the proxies present.

The scrutinizer showed the empty ballot box to the Members present and locked an empty ballot box before the Members present.

Members and the proxies were requested to deposit the Poll papers in the demarcated ballot box kept for this purpose.

The Chairman further stated that the Members who have already cast their votes through remote e-voting/ ballot, then their votes if cast on the poll shall not be counted for the purpose of poll.

He also addressed the Members that, upon receipt of the report from the Scrutinizer appointed for the poll, the votes cast by poll shall be consolidated with the votes cast through remote E-voting/ Ballot.

The Members were also informed that the consolidated results will be declared subsequently and disseminated to the Members through the Stock Exchanges, Company's website and the website of CDSL.

The Chairman then invited the members to seek clarifications and offer comments on the resolutions mentioned in the Notice or on the business of the Company.

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For IMP POWERS LTD;

  
(Company Secretary)

  
CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

The Chairman requested the Members to propose and second the following business as transacted at the Meeting:

**Ordinary Business:**

**Item No. 1 - Ordinary Resolution**

**Adoption of Audited Accounts Directors and Auditors Report:**

"RESOLVED THAT Audited Financial Statements of the Company i.e. the Standalone as well as Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2015 together with the Reports of the Board of Directors and Auditors thereon be and are hereby approved and adopted."

Proposed By: Shri Ramashish Mishra

Seconded By: Shri Amit Kara

**Item No. 2- Ordinary Resolution**

**Declaration of Dividend:**

"RESOLVED THAT a Dividend of Re.0.50/- (i.e.5 %) per Equity Share of the face value of Rs.10/- each be and is hereby declared on Equity Shares of the Company."

Proposed By: Shri Ramniwas R Dhoot

Seconded By: Shri Aaditya R Dhoot

**Item No.3: Ordinary Resolution**

**Re-appointment of Shri Aaditya R. Dhoot:**

"RESOLVED THAT Shri Aaditya R Dhoot, whose period of office is liable to retire by rotation be and is hereby re-appointed as a Director of the Company."

Proposed By: Shri Bhanwar Singh

Seconded By: Shri Deepak Shah

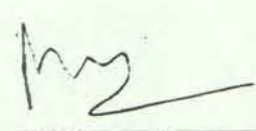
**Item No.4: Ordinary Resolution**

**Appointment of Statutory Auditors of the Company and to fix their Remuneration:**

"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

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(Company Secretary)

  
CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

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."

Proposed By: Shri G.L. Joshi

Seconded By: Shri D. R. Thakur

**Special Business:**

**Item No.5: Ordinary Resolution**

**Ratification of Remuneration of Cost Auditor:**

"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 & Associates, Cost Accountants (Registration No.: 00213), for conducting the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> 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."

Proposed By: Shri S.S. Raju

Seconded By: Shri R.K Dubey

**Item No.6: Special Resolution**

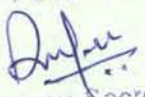
**Approval of material Related Party Transaction:**

"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."

Proposed By: Shri Deepak Shah

Seconded By: Shri R. T. RajGuroo

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FOR IMP POWERS LTD.

  
(Company Secretary)



CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**Item No.7: Special Resolution**  
**Increase in Borrowing Limits of the Company:**

"RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company at the Annual General Meeting held 30<sup>th</sup> 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."

Proposed By: Shri G.L. Joshi  
Seconded By: Shri Bhanwar Singh

**Item No.8: Special Resolution**  
**Creation of Charge on the assets of the Company:**

"RESOLVED THAT in supersession to the earlier resolution passed by the Members of the Company at the Annual General Meeting held 30<sup>th</sup> 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

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For IMP POWER LTD.

  
(Company Secretary)



CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

institution(s) or any other institutions(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 above resolution."

Proposed By: Shri Anil Budhabati  
Seconded By: Shri Himanshu Trivedi

**Item No.9**

**Alteration of the Articles of Association of the Company:**

"**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 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.

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(Company Secretary)

  
CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**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."

Proposed By: Shri Rajesh Singh

Seconded By: Shri Beenaben Trivedi

Thereafter the Members proceeded to cast their votes by way of poll at the AGM.

Members were requested to deposit their duly filled and signed poll papers in the demarcated Ballot Box.

The Chairman thanked the members for attending the 53<sup>rd</sup> Annual General Meeting of the Company.

**Results of the remote E-voting/ Ballot and by way of Poll on the ordinary and special businesses at the 53<sup>rd</sup> Annual General Meeting of the Company:**

On the basis of the Scrutinizers Report dated 25th September, 2015, for the remote E-voting/ Ballot and by way of Poll at the 53<sup>rd</sup> Annual General Meeting of the Company, the summary of which is mentioned hereunder, all the Resolutions for the Ordinary and Special businesses as set out in the item No.'s 1 to 9 in the Notice of the Annual General Meeting of the Company have been duly passed by requisite majority.

**Mode of Voting: by Remote E-voting/ Ballot & Poll at the AGM:**

**Agenda wise:**

**Resolution at Item No. 1 - Ordinary Resolution**

Adoption of Audited Standalone as well as Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2015 together with the Reports of the Board of Directors and Auditors thereon.

| Promoter /Public               | No of shares held | No of votes polled* | % of Votes polled on outstanding shares | No of Votes-in favour | No of Votes - Against | % of votes in favour on votes polled | % of votes against on votes polled |
|--------------------------------|-------------------|---------------------|-----------------------------------------|-----------------------|-----------------------|--------------------------------------|------------------------------------|
|                                | (1)               | (2)                 | (3)=[(2)/(1)]*100                       | (4)                   | (5)                   | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 4622986           | 4622986             | 100                                     | 4622986               | 0                     | 100                                  | 0                                  |
| Public - Institutional holders | 0                 | 0                   | 0                                       | 0                     | 0                     | 0                                    | 0                                  |
| Public- Others                 | 1484202           | 1484202             | 100                                     | 1484202               | 0                     | 100                                  | 0                                  |
| <b>Total</b>                   | <b>6107188</b>    | <b>6107188</b>      | <b>100</b>                              | <b>6107188</b>        | <b>0</b>              | <b>100</b>                           | <b>0</b>                           |

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FOR IMP POWERS LTD.

*[Signature]*  
(Company Secretary)

*[Signature]*  
CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**Resolution at Item No. 2 - Ordinary Resolution**

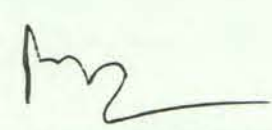
Declaration of Dividend on Ordinary (Equity) Shares for the Financial Year 2014-15

| Promoter/<br>Public                  | No of<br>shares<br>held | No of<br>votes<br>polled* | % of<br>Votes<br>polled<br>on<br>outstand<br>ing<br>shares | No of<br>Votes- in<br>favour | No of<br>Votes -<br>Against | % of<br>votes in<br>favour<br>on votes<br>polled | % of<br>votes<br>against<br>on<br>votes<br>polled |
|--------------------------------------|-------------------------|---------------------------|------------------------------------------------------------|------------------------------|-----------------------------|--------------------------------------------------|---------------------------------------------------|
|                                      | (1)                     | (2)                       | (3)=[(2)/(1)]*100                                          | (4)                          | (5)                         | (6)=[(4)/(2)]*100                                | (7)=[(5)/(2)]*100                                 |
| Promoter<br>and<br>Promoter<br>Group | 4622986                 | 4622986                   | 100                                                        | 4622986                      | 0                           | 100                                              | 0                                                 |
| Public -<br>Institutional<br>holders | 0                       | 0                         | 0                                                          | 0                            | 0                           | 0                                                | 0                                                 |
| Public-<br>Others                    | 1484202                 | 1484202                   | 100                                                        | 1484202                      | 0                           | 100                                              | 0                                                 |
| Total                                | 6107188                 | 6107188                   | 100                                                        | 6107188                      | 0                           | 100                                              | 0                                                 |

**Resolution Item No. 3 - Ordinary Resolution**

Re-appointment of Shri Aaditya R. Dhoot (holding DIN: 00057224), who retires by rotation and being eligible, offers himself for re-appointment.

| Promoter/<br>Public                  | No of<br>shares<br>held | No of<br>votes<br>polled* | % of Votes<br>polled on<br>outstandin<br>g shares | No of<br>Votes- in<br>favour | No of<br>Votes -<br>Against | % of<br>votes in<br>favour<br>on votes<br>polled | % of<br>votes<br>against<br>on<br>votes<br>polled |
|--------------------------------------|-------------------------|---------------------------|---------------------------------------------------|------------------------------|-----------------------------|--------------------------------------------------|---------------------------------------------------|
|                                      | (1)                     | (2)                       | (3)=[(2)/(1)]*100                                 | (4)                          | (5)                         | (6)=[(4)/(2)]*100                                | (7)=[(5)/(2)]*100                                 |
| Promoter<br>and<br>Promoter<br>Group | 3374123                 | 3374123                   | 100                                               | 3374123                      | 0                           | 100                                              | 0                                                 |
| Public -<br>Institutional<br>holders | 0                       | 0                         | 0                                                 | 0                            | 0                           | 0                                                | 0                                                 |
| Public-<br>Others                    | 1484202                 | 1484202                   | 100                                               | 1483052                      | 1150                        | 99.92                                            | 0.08                                              |
| Total                                | 4858325                 | 4858325                   | 100                                               | 4857175                      | 1150                        | 99.98                                            | 0.02                                              |

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For IMP POWER LTD.  
(Company Secretary)  
CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**Resolution Item No. 4 -Ordinary Resolution**

Appointment of Statutory Auditors of the Company and to fix their remuneration

| Promoter /Public               | No of shares held | No of votes polled* | % of Votes polled on outstanding shares | No of Votes- in favour | No .of Votes - Against | % of votes in favour on votes polled | % of votes against on votes polled |
|--------------------------------|-------------------|---------------------|-----------------------------------------|------------------------|------------------------|--------------------------------------|------------------------------------|
|                                | (1)               | (2)                 | (3)=[(2)/(1)*100                        | (4)                    | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 4622986           | 4622986             | 100                                     | 4622986                | 0                      | 100                                  | 0                                  |
| Public - Institutional holders | 0                 | 0                   | 0                                       | 0                      | 0                      | 0                                    | 0                                  |
| Public- Others                 | 1484202           | 1484202             | 100                                     | 1484202                | 0                      | 100                                  | 0                                  |
| Total                          | 6107188           | 6107188             | 100                                     | 6107188                | 0                      | 100                                  | 0                                  |

**Resolution Item No. 5 -Ordinary Resolution**Ratification of Remuneration of Cost Auditor for the Financial Year ending 31<sup>st</sup> March, 2016.

| Promoter /Public               | No of shares held | No of votes polled* | % of Votes polled on outstanding shares | No of Votes- in favour | No of Votes - Against | % of votes in favour on votes polled | % of votes against on votes polled |
|--------------------------------|-------------------|---------------------|-----------------------------------------|------------------------|-----------------------|--------------------------------------|------------------------------------|
|                                | (1)               | (2)                 | (3)=[(2)/(1)*100                        | (4)                    | (5)                   | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 4622986           | 4622986             | 100                                     | 4622986                | 0                     | 100                                  | 0                                  |
| Public - Institutional holders | 0                 | 0                   | 0                                       | 0                      | 0                     | 0                                    | 0                                  |
| Public- Others                 | 1484202           | 1484202             | 100                                     | 1484202                | 0                     | 100                                  | 0                                  |
| Total                          | 6107188           | 6107188             | 100                                     | 6107188                | 0                     | 100                                  | 0                                  |

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For IMP POWERS LTD.
  
(Company Secretary)

  
CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**Resolution Item No. 6 - Special Resolution**

Approval of material Related Party Transaction of the Company

| Promoter/<br>Public                      | No of<br>shares<br>held | No of<br>votes<br>polled* | % of<br>Votes<br>polled<br>on<br>outstan<br>ding<br>shares | No of<br>Votes-<br>in<br>favour | No of<br>Votes -<br>Against | % of<br>votes in<br>favour<br>on votes<br>polled | % of<br>votes<br>against<br>on votes<br>polled |
|------------------------------------------|-------------------------|---------------------------|------------------------------------------------------------|---------------------------------|-----------------------------|--------------------------------------------------|------------------------------------------------|
|                                          | (1)                     | (2)                       | (3)=[(2)/<br>(1)*100                                       | (4)                             | (5)                         | (6)=[(4)/<br>(2)]*100                            | (7)=[(5)/<br>(2)]*100                          |
| Promoter<br>and<br>Promoter<br>Group     | 0                       | 0                         | 0                                                          | 0                               | 0                           | 0                                                | 0                                              |
| Public -<br>Institutio<br>nal<br>holders | 0                       | 0                         | 0                                                          | 0                               | 0                           | 0                                                | 0                                              |
| Public-<br>Others                        | 1484202                 | 1484202                   | 100                                                        | 1483052                         | 1150                        | 99.92                                            | 0.08                                           |
| Total                                    | 1484202                 | 1484202                   | 100                                                        | 1483052                         | 1150                        | 99.92                                            | 0.08                                           |

**Resolution Item No. 7 - Special Resolution**

Increase in Borrowing Limits of the Company

| Promoter<br>/Public                      | No of<br>shares<br>held | No of<br>votes<br>polled* | % of<br>Votes<br>polled<br>on<br>outstan<br>ding<br>shares | No of<br>Votes-<br>in<br>favour | No of<br>Votes -<br>Against | % of<br>votes in<br>favour<br>on votes<br>polled | % of votes<br>against on<br>votes<br>polled |
|------------------------------------------|-------------------------|---------------------------|------------------------------------------------------------|---------------------------------|-----------------------------|--------------------------------------------------|---------------------------------------------|
|                                          | (1)                     | (2)                       | (3)=[(2)/<br>(1)*100                                       | (4)                             | (5)                         | (6)=[(4)/<br>(2)]*100                            | (7)=[(5)/<br>(2)]*100                       |
| Promoter<br>and<br>Promoter<br>Group     | 4622986                 | 4622986                   | 100                                                        | 4622986                         | 0                           | 100                                              | 0                                           |
| Public -<br>Institutio<br>nal<br>holders | 0                       | 0                         | 0                                                          | 0                               | 0                           | 0                                                | 0                                           |
| Public-<br>Others                        | 1484202                 | 1484202                   | 100                                                        | 1484052                         | 150                         | 99.99                                            | 0.01                                        |
| Total                                    | 6107188                 | 6107188                   | 100                                                        | 6107038                         | 150                         | 99.99                                            | 0.01                                        |

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For IMP POWERS LTD.  
(Company Secretary)  
CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**Resolution Item No. 8 - Special Resolution**  
**Creation of Charge on the assets of the Company**

| Promoter/<br>Public                      | No of<br>shares<br>held | No of<br>votes<br>polled* | % of<br>Votes<br>polled<br>on<br>outstand<br>ing<br>shares | No of<br>Votes-<br>in<br>favour | No of<br>Votes -<br>Against | % of<br>votes in<br>favour<br>on votes<br>polled | % of<br>votes<br>against<br>on<br>votes<br>polled |
|------------------------------------------|-------------------------|---------------------------|------------------------------------------------------------|---------------------------------|-----------------------------|--------------------------------------------------|---------------------------------------------------|
|                                          | (1)                     | (2)                       | (3)=[(2)/(1)]*100                                          | (4)                             | (5)                         | (6)=[(4)/(2)]*100                                | (7)=[(5)/(2)]*100                                 |
| Promoter<br>and<br>Promoter<br>Group     | 4622986                 | 4622986                   | 100                                                        | 4622986                         | 0                           | 100                                              | 0                                                 |
| Public -<br>Institutio<br>nal<br>holders | 0                       | 0                         | 0                                                          | 0                               | 0                           | 0                                                | 0                                                 |
| Public-<br>Others                        | 1484202                 | 1484202                   | 100                                                        | 1484052                         | 150                         | 99.99                                            | 0.01                                              |
| Total                                    | 6107188                 | 6107188                   | 100                                                        | 6107038                         | 150                         | 99.99                                            | 0.01                                              |

**Resolution Item No. 9 - Special Resolution**  
**Alteration of the Articles of Association of the Company**

| Promoter/<br>Public                      | No of<br>shares<br>held | No of<br>votes<br>polled* | % of<br>Votes<br>polled on<br>outstandi<br>ng shares | No of<br>Votes-<br>in<br>favour | No of<br>Votes -<br>Against | % of<br>votes in<br>favour<br>on votes<br>polled | % of<br>votes<br>against<br>on<br>votes<br>polled |
|------------------------------------------|-------------------------|---------------------------|------------------------------------------------------|---------------------------------|-----------------------------|--------------------------------------------------|---------------------------------------------------|
|                                          | (1)                     | (2)                       | (3)=[(2)/(1)]*100                                    | (4)                             | (5)                         | (6)=[(4)/(2)]*100                                | (7)=[(5)/(2)]*100                                 |
| Promoter<br>and<br>Promoter<br>Group     | 4622986                 | 4622986                   | 100                                                  | 4622986                         | 0                           | 100                                              | 0                                                 |
| Public -<br>Institutio<br>nal<br>holders | 0                       | 0                         | 0                                                    | 0                               | 0                           | 0                                                | 0                                                 |
| Public-<br>Others                        | 1484202                 | 1484202                   | 100                                                  | 1484052                         | 150                         | 99.99                                            | 0.01                                              |
| Total                                    | 6107188                 | 6107188                   | 100                                                  | 6107038                         | 150                         | 99.99                                            | 0.01                                              |

CHAIRMAN

Date : 5<sup>th</sup> October, 2015

Place : Mumbai

CERTIFIED TRUE COPY  
 For IMP POWERS LTD.

*[Signature]*  
 (Company Secretary)

*[Signature]*

CHAIRMAN'S INITIALS