

04-09-2025

To,
BSE Limited
PhirozeJeebhoy Towers,
Dalal Street,
Mumbai – 400001
Script Code: **517571**

To,
NSE Limited
Exchange Plaza, Plot No.C/1
Bandra- Kurla Complex
Bandra (East), Mumbai 400051
NSE Symbol: **INDLMETER**

Dear Sir/Ma'am,

Subject: Submission of Notice of 63rd Annual General Meeting pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Notice convening the 63rd Annual General Meeting (AGM) of IMP Powers Limited, scheduled to be held on Friday, September 26, 2025 at 12:30 p.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), along with the explanatory statement.

The Annual General Meeting Notice is also being sent electronically to those members whose e-mail IDs are registered with the Company/Depositories, in compliance with the applicable provisions of the Companies Act, 2013 and circulars issued by the Ministry of Corporate Affairs.

The AGM Notice is also available on the Company's website at www.imp-powers.com.

You are requested to take the record of the same.

Thanking you,

For, IMP Powers Limited

Shaishav
Rakeshkumar
Shah

Digitally signed by
Shaishav Rakeshkumar
Shah
Date: 2025.09.04
13:46:21 +05'30'

Shaishav Shah
Director
DIN: 00019293

NOTICE OF THE 63RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the **63rd Annual General Meeting** ("AGM") of **IMP Powers Limited** ("Company") will be held on **Friday, September 26, 2025 at 12:30 p.m.** (IST) through Video Conferencing / Other Audio Visual Means ("VC/OAVM") to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at Survey No. 263/3/2/2, Village Sayli, Umar Kuin Road, Silvassa, Dadra & Nagar Haveli - 396 230.

ORDINARY BUSINESS:

1. To receive, consider and adopt the: -
 - a) Audited standalone financial statements of the Company for the financial year ended on March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon; and
 - b) Audited consolidated financial statements of the Company for the financial year ended on March 31, 2025, together with the report of Auditors thereon.
2. To appoint a Director in place of Mr. Tanuj M. Shah (DIN: 08575039), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, approve Appointment of Mr. Naveen Kumar Singh (DIN: 06953675) as a Director of the Company and to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Naveen Kumar Singh (DIN: 06953675) who was appointed by the Board of Directors as an Additional Director in the category of Professional Director of the Company with effect from 8th August, 2025 in terms of Section 161 of the Act and who holds office upto the date of ensuing Annual General Meeting of the Company and who is eligible for appointment as a Director and pursuant to recommendation of Nomination and Remuneration Committee and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to do all such acts, deeds and things including filing of the necessary forms with the office of Registrar of the Companies in order to give effect to the above resolution."

4. To consider and if thought fit, approve the appointment of Mr. Naveen Kumar Singh (DIN: 06953675) as Whole-time Director (Key Managerial Personnel) designated as Executive Professional Director of the Company and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)] (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association and the Remuneration Policy of the Company, as amended, Mr. Naveen Kumar Singh (DIN: 06953675) be and is hereby appointed as a Whole-time Director of the Company for a period of 1 year at a remuneration of INR 1.40 Crores p.a. with effect from 8th August, 2025 till 7th August, 2026, upon such terms and conditions as set out in the Statement pursuant to Section 102(1) of the Act, annexed to this Notice.

RESOLVED FURTHER THAT Mr. Naveen Kumar Singh, Whole-Time Director shall work under the superintendence, control and direction of the Board of Directors.

RESOLVED FURTHER THAT Naveen Kumar Singh will be a Key Managerial Personnel of the Company as per the provisions of Section 203(1)(i) of the Act.

RESOLVED FURTHER THAT in case of inadequacy profits of the Company in any financial year during the currency of tenure of Mr. Naveen Kumar Singh (DIN: 06953675) as a Whole-time Director, the remuneration payable to him shall be in accordance with the limits and conditions prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) shall, in accordance with the statutory limits / approvals as may be applicable, be at full liberty to modify / amend the terms and conditions of the said appointment and / or remuneration, from time to time, as it may deem fit and to take such steps and do and perform all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this Resolution.”

5. To consider and if thought fit, approve revision in borrowing limits under Section 180(1)(c) of the Companies Act, 2013 and to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the resolution passed by the Members at the 56th Annual General Meeting of the Company held on 28th September, 2018, and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, the consent of the members 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 be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) to borrow any sum(s) of money(ies) from time to time, at its discretion, for the purpose of the business of the Company, which together with the money(ies) already borrowed and remaining outstanding (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed at any point of time, the aggregate of its paid-up share capital, free reserves and securities premium by a sum not exceeding INR 500 Crore.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required to give effect to this resolution including fixing the terms and conditions of all such money(ies) to be borrowed from time to time as to interest, repayment, security or otherwise, finalizing and executing necessary agreement(s) and such other documents as may be required, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/ executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

6. To consider and if thought fit, approve creation of mortgage, hypothecation and/or charge under Section 180(1)(a) of the Companies Act, 2013 and to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the resolution passed by the Members at the 56th Annual General Meeting of the Company held on 28th September, 2018, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company, the consent of the Members 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 be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) to create mortgage, hypothecations and/or charge, on all or any moveable/ immoveable properties or other assets of the Company wherever situated, both present and future, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, comprising the whole or substantially the whole of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s), Trustee(s) or any other person(s), for securing the borrowings of the Company by way of loans (in foreign currency and/ or Indian currency) and securities (comprising of fully/ partly Convertible Debentures and/ or Non-Convertible Debentures and/or other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits as approved by the members of the Company under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s)/ Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other money(ies) payable by the Company in terms of the Loan Agreement(s)/ Debenture Trust Deed(s)/ Security document(s) or any other document(s)/ agreement(s), entered into/to be entered into between the Company and the Lender(s), Agent(s), Trustee(s) or any other person(s), in respect of the said loans/ borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s), Agent(s), Trustee(s) or any other person(s).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required to give effect to this resolution including finalizing and executing necessary documents/ deeds/ writings/ papers/ agreements as may be required, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/ executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

7. To consider and if thought fit, approve the Adoption of new Articles of Association of the Company and to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and as warranted by the aforesaid Act, the Articles of Association of the Company be and are hereby altered by deleting the existing Articles and by adopting the Articles from Table F under the said Act, with such modifications as may be applicable and relevant to the Company, and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the new set of Articles of Association be and are hereby adopted by the Shareholders to incorporate the provisions relating to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this Resolution."

8. To consider and if thought fit, approve making loans to any person or other bodies corporate; and/or give any guarantee or provide security in connection with a loan to any other body corporate or person; and/or acquire by way of subscription, purchase or otherwise securities of any body corporate up to INR 300 Crores and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any of the Act, or any amendments thereto or any substitutions or any re-enactments made thereof, for any time being in force), the consent of the members 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) to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of INR 300 Crores (Rupees Three Hundred crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of Free reserves and securities premium account of the Company, whichever is more, as provided under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board including any Committee of Directors, pursuant to applied rules of the Companies (Meetings of Board and its Powers) Rules, 2014 and Section 186 and other applicable provisions of the Companies Act, 2013, to give any loan to or guarantee or provide any security on behalf of, or acquire securities of, any other body corporate / the Wholly Owned Subsidiaries of the Company, for such sums as may be decided by Board/Committee of Directors as permitted or subject to the provisions specified therein."

9. To consider and if thought fit, approve the material related party transaction(s) with Electrify Energy Private Limited for the financial year 2025-26 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and

is hereby accorded to the Company to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Electrify Energy Private Limited, Promoter Company, a related party falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for financial year 2025-26 on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed value as detailed in the explanatory statement provided that the said transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a duly constituted Committee thereof) be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard."

10. To consider and if though fit, approve the reclassification of Authorised Share Capital & consequent amendment to the capital clause in the Memorandum of Association of the Company and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (along with any rules thereunder, including any statutory modification(s) or re-enactment thereof for time being in force and as may be enacted from time to time) ("Act"), consent of the members of the Company be and is hereby accorded to reclassify the existing authorized share capital of the Company being INR 34,00,00,000/- (Rupees Thirty Four Crore only) consisting of 2,76,70,000 (Two Crore Seventy Six Lakhs Seventy Thousand) Equity shares of INR 10/- (Rupees Ten only) each and 63,30,000 (Sixty Three Lakh Thirty Thousand) Preference Shares of INR 10/- (Rupees Ten only) each to INR 34,00,00,000/- (Rupees Thirty Four Crores only) consisting of 3,40,00,000 (Three Crore Forty Lakhs) Equity shares of INR 10/- (Indian Rupees Ten only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

"V. That the Authorized Capital of the Company is INR 34,00,00,000/- (Rupees Thirty Four Crores only) consisting of 3,40,00,000 (Three Crore Forty Lakhs) Equity shares of INR 10/- (Indian Rupees Ten only) each."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."

11. To consider and if though fit, approve the Shifting of the Registered office of the Company from Silvassa to Ahmedabad and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT, in supersession to the earlier resolution passed if any and pursuant to the provisions of Section 12 and 13(4) of the Companies Act, 2013 and other applicable provisions if any, and rules made thereunder, and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) and subject to approval of Regional Director (Central Government) North-Western Region, Ahmedabad and all requisite consent(s) and approval(s) required in this behalf, the approval of the members of the Company be and is hereby accorded for shifting registered office of the Company from the Union Territory Dadra and Nagar Haveli to the State of Gujarat within the jurisdiction of same Registrar of Companies (ROC) (i.e. ROC Gujarat) and to file a petition with the Regional Director, North-Western Region, Ministry of Corporate Affairs for shifting Registered Office of the Company": -

Current registered office: -

[SURVEY NO. 263/3/2/2, SAYLI VILLAGE UMAR KUIN ROAD SILVASSA (U. T.) DADRA & NAGAR HAVELI, SILVASSA, DADRA & NAGAR HAVELI, INDIA, 396230]

New registered office: -

[CH 7 INSPIRE BUSINESS PARK, SHANTIGRAM NEAR VAISHNODEVI CIRCLE, KHODIYAR, AHMEDABAD, DASKROI, GUJARAT, INDIA, 382421]

"RESOLVED FURTHER THAT upon shifting of the Registered Office being effective, the existing Clause-II of the Memorandum of Association of the Company be substituted with the following altered sub-clause II":-

"II. The Registered Office of the Company will be situated in the STATE OF GUJARAT"



“RESOLVED FURTHER THAT, any one of the Directors or Key Managerial Personnel of the Company be and is hereby severally authorized to sign and execute the petition, Affidavit, Agreements or such other documents as may be required in connection with the Petition to be filed with under Section 13(4) of the Companies Act, 2013 and to take all necessary steps and actions, including but not limited to filing the requisite forms with the Registrar of Companies (RoC), to give effect to the aforesaid change of registered office and to comply with all statutory and other requirements under the applicable provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT, any directors of the Company be and is hereby severally authorized to notify the relevant Stock Exchange(s), the Securities and Exchange Board of India (SEBI), and any other regulatory or governmental authorities, as may be required, of the change in the registered office of the Company.”

Date: 08.08.2025
Place: Ahmedabad

By order of Board of Directors
For, IMP Powers Limited

Registered office:
Survey No. 263/3/2/2, Village Sayli,
Umar Kuin Road, Silvassa,
Dadra & Nagar Haveli - 396 230
CIN: L31300DN1961PLC000232

Rakesh Shah
Chairman
DIN: 00421920

NOTES:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 9/2024 dated September 19, 2024 read with earlier circulars issued in this regard ("MCA Circulars") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with earlier circulars in this regard issued by the Securities and Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said circulars, the 63rd Annual General Meeting ("AGM") of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/ OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 14 and available at the Company's website: www.imp-powers.com.

In this Annual Report the connotation of "Members" and "Shareholders" is the same.

2. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto.
3. Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this Hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to the Notice. However, the Body Corporates are entitled to appoint authorised representatives for attending the AGM through VC/OAVM, participating thereat and casting their votes through e-voting.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. In line with the aforesaid MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.imp-powers.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The said Notice of the AGM is also available on the website of MUFG Intime India Private Limited (agency for providing the Remote e-Voting facility and e-voting system during the AGM) at <https://instavote.linkintime.co.in/>.
7. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
8. Shareholders holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R&T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
9. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual Shareholders holding shares in the physical form. The Shareholders who are desirous of availing this facility, may kindly write to Company's R&T Agent for nomination form by quoting their folio number.
10. The balance lying in the unpaid dividend account of the Company in respect of dividend declared for the financial year 2017-18 shall be transferred to the Investor Education and Protection Fund.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
12. The Members can join the AGM in the VC/OAVM mode 30 (Thirty) minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
13. In accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015,

the Company is also sending a letter to Shareholders whose e-mail addresses are not registered with Company / Registrar / DP providing the weblink of Company's website from where the Annual Report for FY 2024-25 can be accessed. The Company shall send a physical copy of Annual Report for FY 2024-25 to those Members who have made a request for the same to the Company. Additionally, any member who desires to get a physical copy of Annual Report FY 2024-25, may request for the same by sending an email to the Company at cs@imp-powers.com mentioning their Folio No./DP ID and Client ID.

14. Voting through electronic means:

- i. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members the facility to exercise their right to vote in respect of the business to be transacted at the 63rd Annual General Meeting ("AGM") by electronic means. The Members are provided with the facility of casting votes by a Shareholders using remote e-voting as well as e-voting system on the date of the AGM to cast their vote electronically, through the e-voting services provided by MUFG Intime India Private Limited ("MUFG Intime"), on all resolutions set forth in this Notice of AGM.
- ii. Shareholders whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, September 19, 2025, shall be entitled to avail the facility of remote e-voting as well as venue voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, September 19, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on Tuesday, September 23, 2025, at 11:00 a.m. and will end on Thursday, September 25, 2025, at 5:00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Friday, September 19, 2025, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by MUFG Intime thereafter. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- v. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, September 19, 2025.
- vi. The Company has appointed Ms. Shilpa Shah, Practising Company Secretary (Membership No. ACS: A15232; CP No: 27483), to act as the Scrutinizer for conducting the remote e-voting process as well as the venue voting system on the date of the AGM, in a fair and transparent manner.

The results declared along with the Scrutinizer's Report shall be placed on the website of the Company and on the website of MUFG Intime India Private Limited within two working days of the passing of the Resolutions at the 63rd Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

- vii. For ease of conduct, members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance atleast 7 days prior to the AGM mentioning their name, demat account number / folio number, email id, mobile number at cs@imp-powers.com. The shareholders who do not want to speak during the AGM but have queries may send their queries in advance at least 7 days prior to the AGM mentioning their name, demat account number / folio number, email id, mobile number at cs@imp-powers.com. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

The instructions for e-voting are as under:

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on "Link InTime/ MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user will be able to see e-voting menu.

- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

3. Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

4. Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No. + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in NSDL form, shall provide ‘D’ above

**Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

- Set the password of your choice

(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

- Enter Image Verification (CAPTCHA) Code
- Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

c) Click on “Login” under ‘SHARE HOLDER’ tab.

- User ID: Enter your User ID
- Password: Enter your Password
- Enter Image Verification (CAPTCHA) Code
- Click “Submit”

d) Cast your vote electronically:

- After successful login, you will be able to see the “Notification for e-voting”.
- Select ‘View’ icon.
- E-voting page will appear.
- Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

E. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

5. Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- Visit URL: <https://instavote.linkintime.co.in>
- Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- Fill up your entity details and submit the form.
- A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to instavote.linkintime.co.in.
- Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on “Investor Mapping” tab under the Menu Section
- Map the Investor with the following details:

A. ‘Investor ID’ –

- NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
- CDSL demat account – User ID is 16 Digit Beneficiary ID.

B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.

C. ‘Investor PAN’ - Enter your 10-digit PAN.

D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on “Votes Entry” tab under the Menu section.
- Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- Enter “16-digit Demat Account No.” for which you want to cast vote.
- Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the “Notification for e-voting”.
- Select “View” icon for “Company’s Name / Event number”.
- E-voting page will appear.
- Download sample vote file from “Download Sample Vote File” tab.
- Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option.
- Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

6. Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

7. Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No. + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Process and manner for attending the AGM through VC/OAVM via InstaMeet is as under:

Login method for shareholders to attend the General Meeting through InstaMeet:

- Visit URL: <https://instameet.in.mpms.mufig.com> & click on "Login".
 - Select the "Company Name" and register with your following details:
 - Select Check Box - Demat Account No. / Folio No. / PAN
- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.

- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

d) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the cs@imp-powers.com .
2. Shareholders will get confirmation on first come first serve basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/Members who have voted through remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience. Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting. Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk: Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufig.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

For Item No. 3 & 4:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 8th August, 2025, had appointed Mr. Naveen Kumar Singh (DIN: 06953675) as an Additional Director of the Company. In terms of Section 161(1) of the Act, Mr. Singh holds office only upto the date of the forthcoming General Meeting and is eligible for appointment as a Director.

The Company has received (i) a consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) an intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, from Mr. Naveen Kumar Singh. The Company has also received a Notice under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Naveen Kumar Singh's appointment as a Director. Mr. Naveen Kumar Singh has further confirmed that he is neither disqualified nor debarred from holding the Office of Director under the Companies Act or pursuant to any Order issued by SEBI. Further, on recommendation of the Nomination and Remuneration Committee, the Board has also appointed Mr. Naveen Kumar Singh as a Whole-time Director, designated as Executive Director of the Company for a tenure of 1 year starting from 8th August 2025, not liable to retire by rotation, upon the terms & conditions hereinafter indicated, subject to approval of the shareholders.

Brief resume and other details of Mr. Naveen Kumar Singh are provided in the annexure to the Notice pursuant to the provision of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. The Nomination & Remuneration Committee and the Board are of the view that the association of Mr. Naveen Kumar Singh and the vast experience & knowledge he brings with him, would benefit the Company. Further, Mr. Singh is an extremely organised and results-oriented leader with almost 2 decades of experience in building organizations from scratch, mentoring multifaceted teams towards organizational objectives. He has a proven track record of breaking monopolies structurally and creating profitable businesses in unchartered territories, repeatedly. He is a highly Innovative & Enterprising professional with expertise in diverse facets of power business including Power Trading, Transmission, Renewable Energy, Strategic Business Development, Market Creation, Regulatory & Policy Advocacy, Market Analytics etc. He further has an extremely strong professional connect with key Central, State and Private Sector stakeholders across the Indian Power & Energy Sector including Discoms, Generators, Transmission Developers, Traders, Power Exchanges, CTU, MNRE, SECI, CEA, Consulting firms, Regulators and Industry Associations because of his expertise in managing client relations, nurturing new business relationships at the Senior most levels.

The Board of Directors has, accordingly, considered the following terms and conditions of Mr. Singh's appointment as per the recommendations of the Nomination and Remuneration Committee which is in accordance with Schedule V of the Companies Act, 2013:

- (i) Term of appointment: for a period of 1-year w.e.f. August 8, 2025, with a liberty to either party to terminate the appointment on three months' notice in writing to the other.
- (ii) The Whole-Time Director will be eligible for perquisites such as, medical insurance for himself and his spouse, mobile phone, internet and other benefits as per the Company's policy.
- (iii) The Whole-Time Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company. The Whole-Time Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.
- (iv) The Whole-Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- (v) He is entitled of the Increment as per the Company policy applicable from time to time.

In case of inadequacy profits of the Company in any financial year during the currency of tenure of Mr. Naveen Kumar Singh (DIN: 06953675) as a Whole-time Director, the remuneration payable to him shall be in accordance with the limits and conditions prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

The Executive Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof. The Nomination & Remuneration Committee and the Board of Directors is of the opinion that Mr. Naveen Kumar Singh's vast knowledge and experience will be of great value to the Company and has recommended the Resolutions at Item Nos. 3 and 4 of this Notice relating to his appointment as a Director and as the Whole Time Director, designated as Executive Director for a tenure of 1 year, starting from 8th August 2025 as Ordinary and special resolution respectively for your approval.

The Explanatory Statement together with the accompanying notice should be treated as an abstract of the terms of the Agreement and memorandum of concern or interest under Section 190 of the Companies Act, 2013.

Except, Mr. Naveen Kumar Singh, none of the other Directors, Key Managerial Personnel (KMP) or their relatives are, in anyway, concerned or interested in the Resolution set-out at Item nos. 3 and 4 of this Notice. Mr. Naveen Kumar Singh is not related to any Director or KMP of the Company.

Additional information as required under Schedule V of the Companies Act:

A. General Information:

- (i) Nature of Industry:
Transformer Industry
- (ii) Date of Commencement of Commercial Production:
The Company was incorporated on 24th March, 1961.
- (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:
Not applicable as the Company is an existing Company.
- (iv) Financial performance based on given indications – as per audited financial statements for the financial year ended 31st March, 2025:

(₹ In Lakhs)

Particulars	31.03.2025	31.03.2024
Total Income from operations	467.24	154.82
Profit/ Loss before Tax	(208.40)	(2048.99)
Profit/ Loss after Tax	(208.40)	(2048.99)

- (v) Foreign Investments or Collaborations:
None

B. Information about the Appointee:

a. Background details:

Mr. Naveen Kumar Singh is a results-oriented leader with almost 2 decades of experience in building organizations from scratch, mentoring multifaceted teams towards organizational objectives. He has a proven track record of breaking monopolies structurally and creating profitable businesses in uncharted territories, repeatedly. He is a highly Innovative & Enterprising professional with expertise in diverse facets of power business including Power Trading, Transmission, Renewable Energy, Strategic Business Development, Market Creation, Regulatory & Policy Advocacy, Market Analytics etc. He further has an extremely strong professional connect with key Central, State and Private Sector stakeholders across the Indian Power & Energy Sector including Discoms, Generators, Transmission Developers, Traders, Power Exchanges, CTU, MNRE, SECI, CEA, Consulting firms, Regulators and Industry Associations because of his expertise in managing client relations, nurturing new business relationships at the Senior most levels.

- b. **Past remuneration:** The total remuneration paid to Mr. Naveen Kumar Singh during Financial Year 2024-25 is ₹ Nil.

c. Recognition of awards:

- Headed Sub-Group on Energy Storage for EPTA and presented to Secretary Power (GOI) convincing him of Grid Scale Energy Storage requirement for India, leading to two Pilot Projects on the National Grid.
- Have been representing his organizations on multiple media platforms including CNBC TV18, Moneycontrol, Business Newspapers, Magazines and Conferences
- Has been a regular contributor to the Print Media through Articles & Blogs in Newspapers, Magazines & Newsletters
- Has been a Speaker in many Power Conferences & Events
- Has been offering training as a Power Market & Power Transmission Expert
- Has been Guest Lectures in different Management Colleges & Schools

d. Job profile and his suitability:

Mr. Singh is an accomplished leader with over two decades of expertise in the power and energy sector, having successfully led initiatives across generation, transmission, distribution, and trading. He possesses deep proficiency in market development, business growth, and navigating complex regulatory and policy frameworks. He has been instrumental in driving companies to profitability and unprecedented growth through his nuanced understanding of market dynamics and an extensive professional network.

e. Remuneration proposed:

It is proposed to pay INR 1.4 Crore p.a. to Mr. Naveen Kumar Singh including salary, perks and other benefits.

In the event of absence or inadequacy of profits of the Company in any financial year, Mr. Naveen Kumar Singh will be entitled to receive the remuneration, perquisites and benefits as aforesaid.

Mr. Naveen Kumar Singh shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof.

f. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The remuneration proposed for Mr. Naveen Kumar Singh, the Whole-Time Director (looking at the profile of the position and person) is commensurating the remuneration being generally paid by the Companies of comparable size in the industry in which the Company operates.

g. Pecuniary relationship directly or indirectly with the Company, or relationship with the management personnel, if any:

None.

C. Other Information:

(i) Reasons of loss or inadequate profits:

The Company was under CIRP since 29th March 2022. It resulted in almost stagnation of operations, which in-turn translated into accumulated losses for the Company and also inadequacy of profits due to general operational expenses for factory of the Company.

(ii) Steps taken or proposed to be taken for improvement, and Expected increase in productivity and profits in measurable terms:

- Necessary repair & maintenance activities have been carried out for plant to be fully functional.
- Reaching out to participate in Markets, building up of quality order book and translating the same into billable projects to be executed by the Company.
- The Company has recruited necessary man power to deliver the projects within time.

For Item No. 5:

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the company shall with the consent of the members of the Company by way of Special Resolution, borrow money(ies) in excess of the aggregate of paid-up share capital, free reserves and securities premium apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

At the 56th Annual General Meeting of the Company held on 28th September, 2018, the Members of the Company pursuant to the provisions of Section 180(1)(c), authorized the Board of Directors of the Company to borrow from time to time a sum of money (apart from temporary loans obtained from bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company, free reserves and securities premium, provided that, the sums of money(ies) so borrowed and remaining outstanding at any time shall not exceed INR 750 Crore.

In view of the business requirements of the Company in coming years, the Board of Directors of the Company at their meeting held on August 8, 2025, had approved, to borrow money from any Banks/ Financial Institutions/ bodies corporate/ other bodies/ entities/ persons upto an amount not exceeding INR 500 Crore (Rupees Five Hundred Crore Only), outstanding at any point of time in excess of the aggregate of the paid-up capital, free reserves and securities premium subject to the approval of the Members of the Company.

It is therefore proposed to seek approval of Members authorizing the Board of Directors of the Company to borrow money(ies) upto INR 500 Crore, outstanding at any point of time, in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company in terms of Section 180(1)(c) of the Companies Act, 2013.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

For Item No. 6:

As per the provisions of Section 180(1)(a) of the Act, the Board of Directors shall not except with the consent of the members of the Company by way of Special Resolution sell, lease or otherwise dispose of the whole or substantially whole of the undertaking(s) of the Company.

Creation of mortgage/ hypothecations and/or charge, in favour of the Lender(s), Agents(s), Trustee(s) or any other person(s), on all or any moveable/immoveable properties and other assets of the Company wherever situated, both present and future, as and when necessary, to secure any Loan (Rupee/ foreign currency loan), or money raised through debt securities issued/ to be issued, with the power to take over the management of the business, is regarded as disposal of the Company's whole or substantially the whole of the undertaking(s) within the meaning of Section 180(1)(a).

At the 56th Annual General Meeting of the Company held on 28th September, 2018, the Members pursuant to the provisions of Section 180(1)(a) of the Act, authorized the Board of Directors of the Company for mortgaging and/or charging all or any of the present and/or future movable immovable properties or other assets of the Company from time to time to secure the sum(s) of money borrowed and remaining outstanding at any time not exceeding INR 750 Crore (Rupees Seven Hundred Fifty Crore Only).

The approval of the Members is being sought at Item No. 5 of the Notice pursuant to Section 180(1)(c) of the Act, to borrow money up to INR 500 Crore in excess of the aggregate of paid-up share capital, free reserves and securities premium of the Company. The borrowings of the Company may be required to be secured by way of creation of mortgage/ hypothecations and/or charge on all or any of the movable, immovable properties or other assets of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

It is proposed to seek approval of members under Section 180(1)(a) of the Act, authorizing the Board of Directors of the Company to create mortgage/ hypothecations and/or charge on all or any of the moveable, immovable properties or other assets of the Company, subject to the limits approved by the members under Section 180(1)(c) of the Companies Act, 2013.

None of the Directors/ Key Managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

For Item No. 7:

The existing Articles of Association ("AOA") is based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific Sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

Accordingly, it is proposed to adopt a new set of Articles of Association of the Company as per Table F of the Companies Act, 2013 (which sets out the model Articles of Association for a Company limited by Shares), with such modifications as may be applicable and relevant to the Company. The new AoA to be substituted in place of existing AoA. A copy of the proposed Articles of Association of the Company would be available for inspection for the Members at the Registered Office of the Company during the business hours on any working day till the date of the General Meeting and shall also be uploaded on the website of the Company at www.imp-powers.com. Pursuant to the provisions of Section 14 of the Act, the consent of the Members by way of a Special Resolution is required for alteration of AOA of the Company.

The Board of Directors recommends the said resolution, as set out in item 7 of this Notice for your approval.

None of the Directors, Key Managerial Person(s) of the Company or their relatives are concerned or interested, financially or otherwise in the Resolution.

For Item No. 8:

Your Company is in the initial growth phase and keeping in view of facilitating funds for any future expansions/acquisitions by the Company, by way of loans/investments and/or providing guarantees/security(ies) for loans that may be taken by any bodies corporate, your Board, at the meeting held on August 8, 2025, approved a proposal for seeking Shareholders approval by way of special resolution under Section 186 of the Companies Act, 2013 for authorizing the Board to give loans, make investments and/or provide guarantees/security(ies) up to a financial limit of ₹ 300 crores over and above limits available under Section 186 of Act which inter alia provides for limits of higher of 60% of Paid-up Share Capital, Free Reserves and Securities Premium Account or 100% of Free Reserves and Securities Premium Account.

The Board of Directors recommends the resolution as set out in Item No. 8 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

For Item No. 9:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) INR 1,000 crore or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. Further, the definition of Related Party Transaction as per Regulation 2(1)(zc) of the SEBI Listing Regulations includes the transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Master Circular dated November 11, 2024 and the Companies Act, 2013 is provided below:

Sr. No.	Description	Particulars
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Electrify Energy Private Limited (EEPL) EEPL is the Promoter Company and accordingly related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	-
3.	Type, material terms and particulars of the proposed transaction	For funding requirement to meet the Company's objectives/ requirements, to meet capital expenditure, revenue expenditure, operational expenditures and any other necessary business expenses, reimbursement of expenses in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in.
4.	Tenure of the transaction	FY 2025-26
5.	Value of the proposed transaction	INR 50 Cr – Loan INR 7 Cr – Interest on Loan
6.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	Transaction of Borrowing ₹ 50 Cr --- 1070% Transaction of Interest ₹ 7 Cr-----149.8% (Due to take over as a going concern entity under liquidation, there was no operation in previous financial year and hence % of transaction to Turnover is quite high.)
7.	Details of the transaction relating to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
a)	Details of the source of funds in connection with the proposed transaction	Through internal accruals of EEPL
b)	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds, and - Tenure	EEPL is expected to have internal accruals sufficient enough to provide necessary funds to the Company.

Sr. No.	Description	Particulars
c)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Tenure: 1 year Interest Rate: 9.5% Repayment schedule: On demand Unsecured loan
d)	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Please refer Sr. No. 2
8.	Justification as to why the RPT is in the interest of the listed entity	Due to change in management of the Company, there shall be requirement of fresh fund from Promoter(s) of the Company in the initial stage to run the operations smoothly as well as to augment the growth opportunities.
9.	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
10.	Any other information that may be relevant	All relevant/ important information forms part of this statement setting out material facts.

Pursuant to Regulation 23 of SEBI LODR Regulations, no related party shall vote to approve this resolution.

The Board accordingly recommends the resolutions set out at Item No 9 of this Notice for approval by the Members by way of an ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company or the relatives thereof are concerned or interested in this resolution except to the extent of their shareholding in the Company, if any.

For Item No. 10

The Board of Directors, in their meeting held on August 8, 2025, for increasing the authorised equity share capital base to accommodate the allotment of equity shares to be made at a later date, considered and approved the reclassification of the authorised Share Capital of the Company and consequent amendment to the Memorandum of Association of the Company, subject to the approval of the shareholders as mentioned in the resolution set out in Item no. 10 of this Notice.

As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association with the consent of Shareholders. The proposed change of capital clause requires the approval of shareholders through Ordinary Resolution pursuant to the applicable provisions of the Companies Act, 2013.

As required by Section 102(3) of the Companies Act, 2013, the copy of the proposed Memorandum of Association shall be available for inspection at the Registered Office of the Company during business hours from 10:00 A.M. to 6:30 P.M.

The Board of Directors recommends passing of the resolution as set out at item no. 10 of this Notice as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or the relatives thereof are concerned or interested in this resolution except to the extent of their shareholding in the Company, if any.

For Item No. 11:

Members of the Company at the Extra Ordinary General Meeting of the Company held on 10th February 2025 approved to shift the Registered Office of the Company from "SURVEY NO. 263/3/2/2, SAYLI VILLAGE UMAR KUIN ROAD SILVASSA (U. T.) DADRA & NAGAR HAVELI, 396230" to "CH 7 INSPIRE BUSINESS PARK, SHANTIGRAM NEAR VAISHNODEVI CIRCLE, KHODIYAR, AHMEDABAD, DASKROI, GUJARAT, 382421 for administrative ease and to carry on the business of the Company more economically and efficiently and with better strategic and effective convenience and considering the change in management. Now, in order to file an application with Hon'ble Regional Director, North-Western Region, it is required to pass the resolution again in a recent date.

Accordingly, the Board of Directors at their meeting held on 8th August 2025, passed the resolution again to shift the registered office of the Company.

As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company outside the local limits of Union Territory which requires approval of the Members by way of Special Resolution. Therefore, the Board recommends the Resolution as set out in Item No. 11 for approval of the Members as Special Resolution.



The draft of the Memorandum of Association of the Company reflecting the Change of Registered Office are available for inspection by the Members at Registered Office of the Company on all working days between 10:00 A.M. to 6:30 P.M. upto the date of the AGM.

None of the Directors or Key Managerial Personnel of the Company or the relatives thereof are concerned or interested in this resolution except to the extent of their shareholding in the Company, if any.

Date: 08.08.2025
Place: Ahmedabad

By order of Board of Directors
For, IMP Powers Limited

Registered office:
Survey No. 263/3/2/2, Village Sayli,
Umar Kuin Road, Silvassa,
Dadra & Nagar Haveli - 396 230
CIN: L31300DN1961PLC000232

Rakesh Shah
Chairman
DIN: 00421920

Annexure to the item No. 2, 3 & 4 of the Notice

Details of Directors seeking reappointment:

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India)

Name of the Director	Mr. Tanuj M. Shah	Mr. Naveen Kumar Singh
Director Identification Number (DIN)	08575039	06953675
Date of Birth and Age	26 th March 1989 (36 years)	22 nd February 1981 (44 years)
Date of first appointment on the Board	11 th September 2024	8 th August 2025
Qualifications	BS (Hon's) in Computing & MS. In Network security (United Kingdom)	M.B.A. (Power Management), B.E. (Computer Science)
Designation	Non-Executive Promoter Director	Whole-time Director in professional capacity
Expertise in specific functional area	<ul style="list-style-type: none"> Innovation, technology & digitisation Project Management General Management 	Power & Energy Sector
Brief Profile & Experience	Mr. Tanuj Shah has done BS (Hon's) in Computing & MS. In Network security (United Kingdom). He has experience of around 12 years in the field of Information and technology (IT) and exposure to work in international environment.	Mr. Naveen Kumar Singh is a results-oriented leader with almost 2 decades of experience in building organizations from scratch, mentoring multifaceted teams towards organizational objectives. He has a proven track record of breaking monopolies structurally and creating profitable businesses in unchartered territories, repeatedly. He is a highly Innovative & Enterprising professional with expertise in diverse facets of power business including Power Trading, Transmission, Renewable Energy, Strategic Business Development, Market Creation, Regulatory & Policy Advocacy, Market Analytics etc. He further has an extremely strong professional connect with key Central, State and Private Sector stakeholders across the Indian Power & Energy Sector including Discoms, Generators, Transmission Developers, Traders, Power Exchanges, CTU, MNRE, SECI, CEA, Consulting firms, Regulators and Industry Associations because of his expertise in managing client relations, nurturing new business relationships at the Senior most levels.
Number of Shares held in the Company as beneficial owner (as on date of the notice)	Nil	Nil
Terms & conditions of appointment or re-appointment	Non-Executive Director, liable to retire by rotation.	Please refer to the Explanatory Statement forming a part of this Notice.
Details of remuneration sought to be paid	Nil	Please refer to the Explanatory Statement forming a part of this Notice.
Remuneration last drawn	Not applicable	Not applicable

Name of the Director	Mr. Tanuj M. Shah	Mr. Naveen Kumar Singh
Number of Board Meetings attended (FY 2024-25)	2 out of 3	Not applicable
Directorships in other Companies as on date of notice	1	None
Membership/ Chairmanship of Committees of other Boards	None	None
Names of listed entities in which the person also holds the Directorships (excluding this Company)	None	None
Names of listed entities in which the person also holds Membership of Committees of Board.* (excluding this company)	Not Applicable	Not Applicable
Listed Entities from which Director has resigned as Director in past three years	None	None
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None	None

**Committee includes Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee across all Listed Companies excluding this company.*