



IMP POWERS LTD.

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CIN : L31300DN1961PLC000232

Date: September 29, 2017

To,

The Manager, Department of Corporate Services, BSE Limited 1 st Floor New Trade Wing Rotunda Building, P. J. Towers, Dalal Street Mumbai 400 001 BSE Code: 517571	The Manager, Listing Compliance National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex Bandra (E) Mumbai 400 051 Symbol: INDLMETER
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Dear Sir/Madam,

Sub: Proceedings of the 55th Annual General Meeting

In terms of Regulation 30 read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time ('Listing Regulations'), we have to inform you that the 55th Annual General Meeting of the Members of the Company was held on Thursday, September 28, 2017, at the Registered Office of the Company at Survey no. 263/3/2/2, Village Sayli, Umar kuin Road, Silvassa - 396230, Dadra & Nagar Haveli (U.T.) at 3.00 p.m. and concluded at 7.30 p.m.

At the 55th Annual General Meeting of the Company, Shri Ramniwas R Dhoot, Chairman, Shri Ajay R Dhoot, Vice-Chairman, Shri Aaditya R Dhoot, Managing Director, Shri Siby Antony, Joint Chairman of the Audit & Nomination & Remuneration Committee and Independent Director were present. Leave of Absence was granted to Shri R.T. RajGuroo (Independent Director), Shri Prashant Pandit (Independent Director), Shri P. Uma Shankar (Independent Director), Shri Praveen Saxena (Independent Director) and Ms. Priyanjali Abhishek Malpani (Director) who had conveyed their inability for attending the AGM due to their prior commitments and communicated the same to the Chairman of the Company in advance. Mr. Sneh Siyar, Partner of M/s. Batliboi & Purohit, Statutory Auditors and Mr. Dharendra Maurya, Proprietor of M/s. Dharendra Maurya & Associates, Secretarial Auditor was also present at the AGM. Total 23 Members were present in person including 9 representative of Body Corporate. 4 proxies were received by the Company.

Shri Ramniwas R Dhoot, Chairman, took the Chair. The requisite quorum being present, the Chairman declared the Meeting in order. The Managing Director appraised the members about the Company's financial results for FY 2016-17 and also about the bright future outlook in the context of growing powers sector in particular and growing Indian Economy in general. He also informed that considering our Government's emphasis on growing power sector as a means to grow infrastructure and consequently Indian Economy through "SAUBHAGYA" & other Schemes announced by the Prime Minister, the power Transmission sector and transformer Industry will be informed that the Company will look into the opportunities for and ways of growing business.

Miss Priya Shah, Company Secretary, briefed the Members about the relevant provisions of the Companies Act, 2013, the relevant rules made thereunder, provisions of the Listing Regulations

and the procedure of the AGM. Ms. Priya Shah, Company Secretary informed that as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and other applicable provisions of the Companies Act, 2013 and Regulation 44 of the Listing Regulations, the Company had provided to its Members the facility to cast their votes by electronic means on all the resolutions as stated in the notice to the 55th AGM and e-voting was kept open from 9.00 a.m. (IST) on Monday, September 25, 2017 till 5.00 p.m. (IST) on Wednesday, September 27, 2017. Mr. Dharendra Maurya, Proprietor of M/s. Dharendra Maurya & Associates, Secretarial Auditor, acted as Scrutinizer for e-voting.

With the consent of all the Members, Notice of the 55th AGM along with Corrigendum, Auditors Report, Secretarial Audit Report, Director's Report and MDA were taken as read. Further the typing errors in the report were ratified.

The Chairman also provided a fair opportunity to the Members of the Company who are entitled to vote to seek clarifications and/or offer comments related to the items of business and same were adequately addressed.

Since voting by show of hands was not permissible as per the provisions of the Companies Act, 2013 and Listing Regulations, the Chairman ordered for a poll for the voting on all the resolutions as mentioned in the notice of the 55th AGM and voting was conducted by means of poll for the said resolutions in order to enable the Members to cast their vote who have not voted through e-voting.

Thereafter, the Chairman appointed Mr. Dharendra Maurya, Proprietor of M/s. Dharendra Maurya & Associates, Secretarial Auditor, as Scrutinizers for poll. The poll was conducted as per the provisions of the Companies Act, 2013 and Rules made there under in a fair and transparent manner.

The Scrutinizer issued separate Scrutinizer's Report on the Remote E-voting he also issued separate Scrutinizers' Report on the poll taken on all the resolutions contained in the notice of the 55th AGM of the Company. The Scrutinizers also submitted the combined report on the result of Remote e-voting together with that of Poll. Reports of Scrutinizers were furnished on September 29, 2017.

Mode of voting for all the resolutions at the 55th AGM: Remote E-voting was conducted between Monday, September 25, 2017 to Wednesday, September 27, 2017 and poll was taken at the AGM.

As per the consolidated Report of the Scrutinizer(s), all the resolutions as set out in the Notice of 55th AGM have been approved by the Members of the Company with requisite majority. The details of the resolutions passed at 55th AGM are given in table below:

Resolu tion No.	Brief description of resolutions	Outcome of voting
1	Ordinary Resolution: To receive, consider, approve and adopt the Audited Financial Statement (Standalone & Consolidated) of the Company for the Financial Year	Approved unanimously

	ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of Directors' and the Auditors' thereon. "RESOLVED THAT the audited standalone and consolidated financial statements for the financial year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017 and Statement of Profit and Loss Account on that date and Cash Flow for the year ended on that date together with the annexures forming part of the Accounts, the Auditors' Report as well as the Directors' Report as circulated to the shareholders and laid before the meeting, are received, considered and adopted."	
2	Ordinary Resolution: To declare Dividend on equity Shares for the financial year 2016 -17. "RESOLVED THAT the final dividend of 0.50 Paise per Equity Share i.e. 5% on face value of Rs. 10/- each out of the profits of the financial year ending on March 31, 2017 on 86,36,563 Equity shares of Rs. 10/- each fully paid up aggregating to Rs. 51.97 Lakhs /- be and is hereby approved to be paid to all the members/beneficiaries, whose names appear in the Register of Members as on the cutoff date i.e. September 20, 2017. RESOLVED FURTHER THAT the Directors of the Company be and are by authorized to take requisite steps to give effect to the aforesaid resolution."	Approved unanimously
3	Ordinary Resolution: To appoint a Director in place of Shri Ajay R Dhoot (DIN: 00210424), who retires by rotation and being eligible, offers himself for re-appointment. "RESOLVED THAT Shri Ajay R Dhoot, Vice Chairman cum Whole-time Director, (DIN: 00210424), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company."	Approved unanimously
4	Ordinary Resolution: To appoint Statutory Auditors of the Company and fix their remuneration.	Approved unanimously

	"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of Audit Committee to appoint M/s. V.S. Somani & Co., Chartered Accountants, Mumbai having ICAI Firm Registration No. 117589W be and is hereby appointed as Statutory Auditors of the Company to hold office for 5 consecutive years, from the conclusion of 55th Annual General Meeting till the conclusion of the 59th Annual General Meeting to be held in 2022, subject to ratification at every AGM, at such remuneration as may be recommended by Audit Committee and fixed by the Board of Directors and the Auditors, in addition to service tax and re-imbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company."	
5	Ordinary Resolution: Ratification of Remuneration payable to Cost Auditor for the Financial year ending March 31, 2018. "RESOLVED THAT pursuant to the provision of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the Cost Auditor, M/s. V. J. Talati & Co., (Firm Reg. No. 00213), appointed by the Board of Directors of the Company as recommended by Audit Committee to conduct audit of the cost records of the Company for the Financial year ending on March 31, 2018, be paid the remuneration of Rs.50,000 (exclusive of applicable taxes and reimbursement of out of pocket expenses) RESOLVED FURTHER THAT the Board of Directors (including any Committee of the Board) be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."	Approved unanimously
6	Ordinary Resolution: Regularization of Ms. Priyanjali	Approved unanimously

	Dhoot alias Mrs. Priyanjali Abhishek Malpani as the director of the Company. "RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Priyanjali Dhoot alias Mrs. Priyanjali Abhishek Malpani (DIN: 07702915), who was appointed as an Additional Director in the Board Meeting held on November 10, 2016, having tenure upto the ensuing Annual General Meeting and who is not disqualified to become a Director under the Companies Act, 2013 and who is eligible for appointment be and is hereby appointed as a Woman Director of the Company." "RESOLVED FURTHER THAT pursuant to provision of Section 196, 197 read with schedule V and other applicable provisions, if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules made there under, of Companies Act, 2013, Ms. Priyanjali Dhoot alias Mrs. Priyanjali Abhishek Malpani, be and is hereby appointed as Executive Director at a remuneration of Rs. 50,000 per month (all inclusive) w.e.f November 10, 2016 liable to retire by rotation and the Board of Directors be and is hereby authorized to take such steps as may be necessary, proper or expedient to give effect to the resolution."	
7	Special Resolution: Re-appointment of Shri Ramniwas R Dhoot, as Whole-time Director and Chairman for further period of 3 years w.e.f April 1, 2017. "RESOLVED THAT pursuant to the provisions of Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as 'the Act') and in accordance with the Articles of Association of the Company, on recommendation of the Nomination & Remuneration	Approved unanimously

Committee, approval of the shareholders of the Company be and is hereby accorded to the re-appointment of Shri Ramniwas R Dhoot as the Chairman and Whole-time Director of the Company w.e.f. April 1, 2017 for a further period of 3 years not subject to retirement by rotation on such terms and conditions as mentioned in the draft agreement to be entered into between the Company and Shri Ramniwas R Dhoot, the draft of which be and is hereby submitted to this meeting duly initialed by the Chairman for the purpose of identification, which draft Agreement is hereby specifically sanctioned with liberty to the Board of Directors shall be deemed to include the Nomination & Remuneration Committee constituted by the Board with liberty to the Board of Directors on the recommendation of the Nomination & Remuneration Committee to alter and vary the terms and conditions of the said re-appointment and/or remuneration and/or agreement subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time or any amendments thereto as may be agreed to between the Board of Directors and Shri Ramniwas R Dhoot.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites shall not exceed the aggregate of the remuneration as provided in Section II of Part II of Schedule V of the Companies Act, 2013.

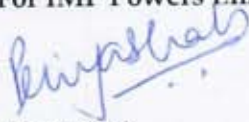
RESOLVED FURTHER THAT that the Board of Directors be and is hereby authorised to take such steps as may be necessary, proper or expedient to give effect to such resolution."

Aforesaid Voting Results were declared on September 29, 2017 and posted on the website of the Company at www.imp-powers.com and at the Registered Office and Corporate Office of the Company and also at the website of the CDSL at www.evotingindia.com.

Kindly take the above proceedings on your record and oblige.

Thanking You.

Yours faithfully,
For IMP Powers Limited



Priya Shah
Company Secretary & Compliance Officer