

Dhirendra Maurya & Associates

Company Secretaries

Scrutinizers' Report - Combined

(Consolidated Report of Scrutinizers' on remote e-voting and voting by poll at the 55th Annual General Meeting)

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Company (Management and Administration) Rules, 2014 and the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India]

To,

The Chairman/Authorised Signatory of the 55th Annual General Meeting of the Members of IMP Powers Limited ('the Company') held on Thursday, the 28th day of September, 2017 at 3.00 p.m. 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.)

Dear Sir,

Re: Scrutinizers' Report on remote e-voting and voting by poll in terms of provisions of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard - 2 (SS - 2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 55th Annual General Meeting of the Company held on Thursday, the 28th day of September, 2017 at 3.00 p.m.

1. I, Mr. Dhirendra Maurya, Practicing Company Secretary (C.P. No.: 9594, Membership No.: 22005), Proprietor of M/s. Dhirendra Maurya & Associates, Mumbai, have been appointed as a Scrutinizer by the Board of Directors of IMP Powers Limited ('the Company') for the purpose of scrutinizing the remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), the Secretarial Standard- 2 (SS - 2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited ('CDSL') for conducting the remote e-voting by the Members of the Company. The remote e-voting remained open from Monday, September 25, 2017, 9.00 a.m. (IST) till Wednesday, September 27, 2017, 5.00 p.m. (IST) and the remote e-voting platform was blocked thereafter.
3. On the basis of the votes exercised by the Members of the Company through remote e-voting, I have issued separate Scrutinizer's Report dated the 29th day of September, 2017 on the remote e-voting.
4. Under the provisions of Section 109 of the Act read with Rule 21 of the Rules, and in terms of the SS - 2, we, Mr. Dhirendra Maurya, (C.P. No.: 9594, Membership No.: 22005), Proprietor of M/s. Dhirendra Maurya & Associates, Practicing Company Secretaries, Mumbai have been appointed as the Scrutinizers by the Chairman of the 55th AGM to



Dhirendra Maurya & Associates

Company Secretaries

conduct the Poll process in a fair and transparent manner on all the resolutions of the 55th AGM of the Members of the Company, held on the Thursday, the 28th day of September, 2017 at 3.00 p.m. 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.)

5. We have issued separate Scrutinizers' Report dated the 29th day of September, 2017 on the poll taken on all the resolutions contained in the notice to the 55th AGM of the Company.
6. As requested by the Management of the Company, we submit herewith our combined report on the result of e-voting together with that of Poll as under with brief description of resolutions. Kindly refer the notice of 55th AGM of the Company for the complete details of resolutions:

Item of Notice	No. of votes cast- in favour	No. of votes cast- against	No. of invalid votes cast	% of votes cast in favour	% of votes cast against
I. Ordinary Business:					
1. To receive, consider, approve and adopt the Audited Financial Statement (Standalone & Consolidated) of the Company for the Financial Year 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. (ORDINARY RESOLUTION)	4649637	0	0	53.84	0
2. To declare Dividend on equity Shares for the financial year 2016 -17 (ORDINARY RESOLUTION)	4649637	0	0	53.84	0
3. 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 (ORDINARY RESOLUTION)	4649637	0	0	53.84	0
4. To appoint Statutory Auditors of the Company and fix their remuneration. (ORDINARY RESOLUTION)	4649637	0	0	53.84	0
II. SPECIAL BUSINESS:					
5. Ratification of Remuneration payable to Cost Auditor for the Financial year ending March 31, 2018 (ORDINARY RESOLUTION)	4649637	0	0	53.84	0



Dhirendra Maurya & Associates Company Secretaries

6. Regularization of Ms. Priyanjali Dhoot alias Mrs. Priyanjali Abhishek Malpani as the director of the Company (ORDINARY RESOLUTION)	4649637	0	0	53.84	0
7. 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 (SPECIAL RESOLUTION)	4414825	0	0	51.12	0

7. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to e-voting and poll on all the resolutions contained in the Notice of the 55th AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the 55th AGM is restricted to make Scrutinizers' report of the votes cast 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities, and Link Intime India Private Limited ('R & TA') and at the time of poll taken at the 55th AGM.

Thanking you,
Yours faithfully,

Dhirendra Maurya

Dhirendra Maurya
Proprietor

M/s. Dhirendra Maurya & Associates
Company Secretaries

Scrutinizer for E-voting

Mem. No.: 22005; C.P. No.: 9594



Date: September 29, 2017

Place: Mumbai

Acknowledge receipt of the same

For IMP Powers Limited,

Prakash

Chairman/ Authorized Signatory

Dhirendra Maurya & Associates

Company Secretaries

SCRUTINIZER'S REPORT ON E-VOTING

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (4)(xii) of the Companies (Management and Administration) Rules, 2014 and the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India]

To,

The Chairman/Authorised Signatory of the 55th Annual General Meeting of the Members of IMP Powers Limited [CIN: L31300DN1961PLC000232] ('the Company') held on Thursday, the 28th day of September, 2017 at 3.00 p.m. 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.)

Dear Sir,

1. I, Mr. Dhirendra Maurya, Practicing Company Secretary (C.P. No.: 9594, Membership No.: 22005), Proprietor of M/s. Dhirendra Maurya & Associates, Mumbai, have been appointed by the Board of Directors of IMP Powers Limited ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions provided in the notice to the 55th Annual General Meeting (AGM) of the Members of the Company, held on Thursday, the 28th day of September, 2017 at 3.00 p.m. 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.)
2. The Management of the Company is responsible to ensure compliance with the requirements of the Act and the Rules relating to voting through electronic means on the resolutions provided in the Notice to the 55th AGM of the Members of the Company. My responsibility as the Scrutinizer for the remote e-voting process is restricted to prepare a Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ('CDSL'), the authorized agency to provide remote e-voting facilities and engaged by the Company.
3. Further to the above, I submit my report as under:-
 - i. The remote e-voting period remained open from Monday, September 25, 2017, 9.00 a.m. (IST) to Wednesday, September 27, 2017, 5.00 p.m. (IST).
 - ii. The Members of the Company as on the 'cut-off' date (record date) for the purpose of e-voting were entitled to vote on the resolutions (Item nos. 1 to 7 as set out in the notice of the 55th AGM of the Company).
 - iii. The E-voting platform was blocked on Wednesday, September 27, 2017 after 5.00 p.m. (IST) and the votes cast were unblocked on Thursday, September 28, 2017 in the presence of two witnesses, Mr. Rahul Khatri and Mr. Dhiraj Maurya, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Dhirendra Maurya & Associates Company Secretaries


Name: Rahul Khatri


Name: Dhiraj Maurya

- iv. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for" or "against" each of the resolutions that were put to vote were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> and based on such report generated, the result of the e-voting is as under:

I. Ordinary Business:

- (a) Resolution No. 1: To receive, consider, approve and adopt the Audited Financial Statement (Standalone & Consolidated) of the Company for the Financial Year 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. (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
21	4649359	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	N.A.	N.A.

(iii) Invalid votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

- (b) Resolution No. 2: To declare Dividend on equity Shares for the financial year 2016 -17. (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
21	4649359	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	N.A.	N.A.



Dhirendra Maurya & Associates Company Secretaries

(iii) Invalid votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

- (c) Resolution No. 3: 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. (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
21	4649359	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	N.A.	N.A.

(iii) Invalid votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

- (d) Resolution No. 4: To appoint Statutory Auditors of the Company and fix their remuneration. (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
21	4649359	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	N.A.	N.A.

(iii) Invalid votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.



Dhirendra Maurya & Associates

Company Secretaries

(e) Resolution No. 5: Ratification of Remuneration payable to Cost Auditor for the Financial year ending March 31, 2018. (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
21	4649359	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	N.A.	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

(f) Resolution No. 6: Regularization of Ms. Priyanjali Dhoot alias Mrs. Priyanjali Abhishek Malpani as the director of the Company. (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
21	4649359	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	N.A.	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.



Dhirendra Maurya & Associates Company Secretaries

(g) Resolution No. 7 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 (SPECIAL RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
20	4175777	100

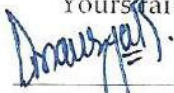
(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	N.A.	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

Thanking you,
Yours faithfully,



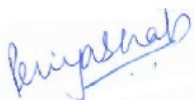
Dhirendra Maurya
Proprietor
M/s. Dhirendra Maurya & Associates
Company Secretaries
Scrutinizer for E-voting
Mem. No.: 22005; C.P. No.: 9594



Date: September 29, 2017
Place: Mumbai

Acknowledge receipt of the same

For IMP Powers Limited,



Chairman/ Authorized Signatory

Dhirendra Maurya & Associates

Company Secretaries

FORM MGT-13

SCRUTINIZERS' REPORT (ON POLL AT AGM)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman/Authorised Signatory of the 55th Annual General Meeting of the Members of IMP Powers Limited [CIN: L31300DN1961PLC000232] ('the Company') held on Thursday, the 28th day of September, 2017 at 3.00 p.m. 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.)

Dear Sir,

I, Mr. Dhirendra Maurya, Practicing Company Secretary (C.P. No.: 9594, Membership No.: 22005), Proprietor of M/s Dhirendra Maurya & Associates, was appointed as the Scrutinizers by the Chairman of the 55th Annual General Meeting (AGM) of the Company for the purpose of the poll taken on the resolutions mentioned in the notice of the 55th AGM of the Company, at the said AGM of the Equity Shareholders of the Company held on Thursday, the 28th day of September, 2017 at 3.00 p.m. 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.)

I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized, serially numbered and initialled by us. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
3. Total 6 poll papers representing 278 equity shares were received. We did not find any invalid poll paper.
4. The result of the Poll is given hereunder with brief description of resolutions. Kindly refer to the notice of the 55th AGM for the complete resolutions.



Dhirendra Maurya & Associates

Company Secretaries

I. Ordinary Business:

- (a) Resolution No. 1: To receive, consider, approve and adopt the Audited Financial Statement (Standalone & Consolidated) of the Company for the Financial Year 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. (ORDINARY RESOLUTION):

- (i) Voted **in favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
6	278	100

- (ii) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	N.A.	N.A.

- (iii) Invalid votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

- (b) Resolution No. 2: To declare Dividend on equity Shares for the financial year 2016 -17. (ORDINARY RESOLUTION):

- (i) Voted **in favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
6	278	100

- (ii) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	N.A.	N.A.

- (iii) Invalid votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.



Dhirendra Maurya & Associates

Company Secretaries

- (c) Resolution No. 3: 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. (ORDINARY RESOLUTION):

- (i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
6	278	100

- (ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	N.A.	N.A.

- (iii) Invalid votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

- (d) Resolution No. 4: To appoint Statutory Auditors of the Company and fix their remuneration. (ORDINARY RESOLUTION):

- (i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
6	278	100

- (ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	N.A.	N.A.

- (iii) Invalid votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.



Dhirendra Maurya & Associates Company Secretaries

SPECIAL BUSINESS

- (e) Resolution No. 5: Ratification of Remuneration payable to Cost Auditor for the Financial year ending March 31, 2018. (ORDINARY RESOLUTION):

- (i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
6	278	100

- (ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	N.A.	N.A.

- (iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

- (f) Resolution No. 6: Regularization of Ms. Priyanjali Dhoot alias Mrs. Priyanjali Abhishek Malpani as the director of the Company. (ORDINARY RESOLUTION):

- (i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
6	278	100

- (ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	N.A.	N.A.

- (iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.



Dhirendra Maurya & Associates Company Secretaries

(g) Resolution No. 7 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 (SPECIAL RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
6	278	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	N.A.	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

5. A Compact Disc (CD) containing a list of equity shareholders who voted 'In Favour' and 'Against' is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,
Yours faithfully,

Dhirendra Maurya

Dhirendra Maurya
Proprietor
M/s. Dhirendra Maurya & Associates
Company Secretaries
Scrutinizer for E-voting
Mem. No.: 22005; C.P. No.: 9594



Date: September 29, 2017
Place: Mumbai

Acknowledge receipt of the same

For IMP Powers Limited,

Prakash

Chairman/ Authorized Signatory