

# IMP POWERS LTD.

Corporate Office : 35 C Popular Press Building, 2nd Floor, P  
M. M. Malviya Road, Tardeo, Mumbai - 400 034. Te. +91 22 2353 9160-64  
Fax +91 22 2353 9166-67 • E-mail: info@imp-powers.com  
CIN L31300DN1961PLC000232

Date: 28<sup>th</sup> September, 2019

To,  
The Manager,  
Department of Corporate Services,  
BSE Limited  
Phiroze Jeejeebhoy Tower,  
Dalal Street, Fort,  
Mumbai - 400 001,  
Maharashtra  
BSE Code: 517571  
BSE ID: INDLMETER

The Manager,  
Listing Compliance  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051,  
Maharashtra  
Symbol: INDLMETER

Sub: Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 alongwith Scrutinizer's Report

Dear Sir / Madam,

This has reference to 57<sup>th</sup> Annual General Meeting (AGM) of the Company which was held at Survey No. 263/3/2/2, Village Sayli, Umar Kuin Road, Silvassa - 396 230, Dadra & Nagar Haveli (U.T.) on Friday, 27<sup>th</sup> September, 2019 at 3.00 p.m. We inform you that the resolution(s) set forth in the Notice have been passed by the members of the Company with requisite majority. We are enclosing herewith the voting results of the AGM alongwith Scrutinizer's Report.

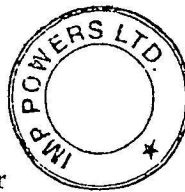
Kindly take the same on record.

Thanking you,

Yours faithfully,  
For IMP Powers Limited

*V. S. Ranade*  
Vibhav S. Ranade

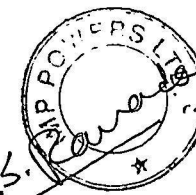
Company Secretary & Compliance Officer  
ICSI M. No. A35284



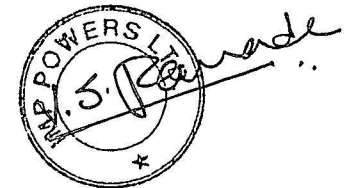
**Outcome of Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

|  |                                  |
|--|----------------------------------|
| Date of Annual General Meeting   | Friday, 27th September, 2019     |
| Total No. of Shareholders as on Record Date  | 4,926 as on 20th September, 2019 |
| <b>No. of Shareholders present in the Meeting either through person or through proxy</b> |                                  |
| Promoter & Promoter Group  | 13                               |
| Public   | 5                                |
| <b>No. of Shareholders attended the Meeting through Video Conferencing</b>               |                                  |
| Promoter & Promoter Group  | NIL                              |
| Public   | NIL                              |

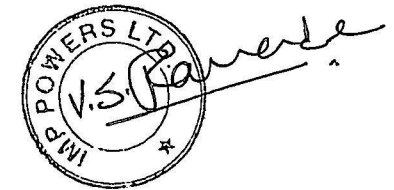
| Resolution No. 1: Ordinary Resolution                                     |                |                    | Adoption of Financial Statements for the financial year ended 31st March, 2019 |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | No   |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting | No. of shares held | No. of votes polled  | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes -Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                | [1]                | [2]  | [3]=[2]/[1]*100                         | [4]                      | [5]                   | [6]=[4]/[2]*100                      | [7]=[5]/[2]*100                    |
| Promoter and Promoter Group   | E-Voting       | 4576604            | 3988417  | 87.1480                                 | 3988417                  | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>3988417</b>   | <b>87.1480</b>                          | <b>3988417</b>           | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 24221              | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>0</b>   | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>              | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public Non Institutions   | E-Voting       | 4035738            | 2610   | 0.0647                                  | 2610                     | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>2610</b>  | <b>0.0647</b>                           | <b>2610</b>              | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| <b>Total</b>  |                | <b>8636563</b>     | <b>3991027</b>   | <b>46.2108</b>                          | <b>3991027</b>           | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |



| Resolution No. 2: Ordinary Resolution                                     |                |                    | Re-appointment of Shri Ajay R. Dhoot (DIN: 00210424), who retires by rotation and being eligible, offers himself for re-appointment. |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | Yes  |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting | No. of shares held | No. of votes polled  | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes -Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                | [1]                | [2]  | $[3]=\{[2]/[1]\}*100$                   | [4]                      | [5]                   | $[6]=\{[4]/[2]\}*100$                | $[7]=\{[5]/[2]\}*100$              |
| Promoter and Promoter Group   | E-Voting       | 4576604            | 2941629  | 64.2754                                 | 2941629                  | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>2941629</b>   | <b>64.2754</b>                          | <b>2941629</b>           | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 24221              | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>0</b>   | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>              | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public Non Institutions   | E-Voting       | 4035738            | 2610   | 0.0647                                  | 2110                     | 500                   | 80.8429                              | 19.1571                            |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>2610</b>  | <b>0.0647</b>                           | <b>2110</b>              | <b>500</b>            | <b>80.8429</b>                       | <b>19.1571</b>                     |
| <b>Total</b>  |                | <b>8636563</b>     | <b>2944239</b>   | <b>34.0904</b>                          | <b>2943739</b>           | <b>500</b>            | <b>99.9830</b>                       | <b>0.0170</b>                      |

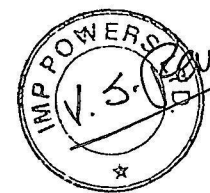


| Resolution No. 3: Ordinary Resolution                                     |                |                    | Ratification of Remuneration to be paid to Cost Auditor |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | No  |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting | No. of shares held | No. of votes polled                                     | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes -Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                | [1]                | [2]   | [3]=[2]/[1]*100                         | [4]                      | [5]                   | [6]=[4]/[2]*100                      | [7]=[5]/[2]*100                    |
| Promoter and Promoter Group   | E-Voting       | 4576604            | 3988417   | 87.1480                                 | 3988417                  | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 3988417   | 87.1480                                 | 3988417                  | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions   | E-Voting       | 24221              | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
| Public Non Institutions   | E-Voting       | 4035738            | 2610  | 0.0647                                  | 2610                     | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 2610  | 0.0647                                  | 2610                     | 0                     | 100.0000                             | 0.0000                             |
| Total   |                | 8636563            | 3991027   | 46.2108                                 | 3991027                  | 0                     | 100.0000                             | 0.0000                             |

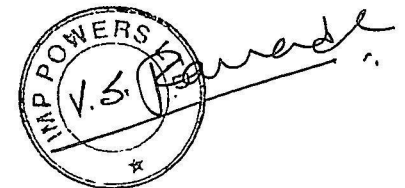




| Resolution No. 4: Special Resolution                                      |                |                    | Re-appointment of Shri Ramdas T. RajGuroo (DIN: 00001424) as an Independent Director of the Company |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | No  |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting | No. of shares held | No. of votes polled   | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes -Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                | [1]                | [2]   | [3]=[2]/[1]*100                         | [4]                      | [5]                   | [6]=[4]/[2]*100                      | [7]=[5]/[2]*100                    |
| Promoter and Promoter Group   | E-Voting       | 4576604            | 3988417   | 87.1480                                 | 3988417                  | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>3988417</b>  | <b>87.1480</b>                          | <b>3988417</b>           | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 24221              | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>0</b>  | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>              | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public Non Institutions   | E-Voting       | 4035738            | 2610  | 0.0647                                  | 2110                     | 500                   | 80.8429                              | 19.1571                            |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>2610</b>   | <b>0.0647</b>                           | <b>2110</b>              | <b>500</b>            | <b>80.8429</b>                       | <b>19.1571</b>                     |
| <b>Total</b>  |                | <b>8636563</b>     | <b>3991027</b>  | <b>46.2108</b>                          | <b>3990527</b>           | <b>500</b>            | <b>99.9875</b>                       | <b>0.0125</b>                      |



| Resolution No. 5: Special Resolution                                      |                |                    | Re-appointment of Shri Prashant J. Pandit (DIN: 03079878) as an Independent Director of the Company. |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | No   |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting | No. of shares held | No. of votes polled  | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes -Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                | [1]                | [2]  | [3]=[2]/[1]*100                         | [4]                      | [5]                   | [6]=[4]/[2]*100                      | [7]=[5]/[2]*100                    |
| Promoter and Promoter Group   | E-Voting       | 4576604            | 3988417  | 87.1480                                 | 3988417                  | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 3988417  | 87.1480                                 | 3988417                  | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions   | E-Voting       | 24221              | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
| Public Non Institutions   | E-Voting       | 4035738            | 2610   | 0.0647                                  | 2110                     | 500                   | 80.8429                              | 19.1571                            |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 2610   | 0.0647                                  | 2110                     | 500                   | 80.8429                              | 19.1571                            |
| <b>Total</b>  |                | <b>8636563</b>     | <b>3991027</b>   | <b>46.2108</b>                          | <b>3990527</b>           | <b>500</b>            | <b>99.9875</b>                       | <b>0.0125</b>                      |



Dhirendra R. Maurya  
M.Com, ACS

✉: maurya.dhirendra@gmail.com,  
csmaurya.dhirendra@gmail.com  
☎: 98 1959 4742; Off: 2814 9480

## Dhirendra Maurya & Associates Company Secretaries

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### Scrutinizers' Report - Combined

#### (Consolidated Report of Scrutinizers' on remote e-voting and voting by poll at the 57<sup>th</sup> 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 57<sup>th</sup> Annual General Meeting of the Members of IMP Powers Limited [CIN: L31300DN1961PLC000232] ('the Company') held on Friday, the 27<sup>th</sup> day of September, 2019 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 57<sup>th</sup> Annual General Meeting of the Company held on Friday, the 27<sup>th</sup> day of September, 2019 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 National Securities Depository Limited ('NSDL') for conducting the remote e-voting by the Members of the Company. The remote e-voting period remained open from Monday, September 23, 2019, 9.00 a.m. (IST) to Thursday, September 26, 2019, 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 28<sup>th</sup> day of September, 2019 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),

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Add: Shop No. 4, Laxmi Bhawan, Ramchandra & Laxmi CHS, Next to Saibaba Temple, Saibaba Nagar, Navghar Road, Bhayander (East), Thane - 401105

## Dhirendra Maurya & Associates Company Secretaries

Proprietor of M/s. Dhirendra Maurya & Associates, Practicing Company Secretaries, Mumbai have been appointed as the Scrutinizers by the Chairman of the 57<sup>th</sup> AGM to conduct the Poll process in a fair and transparent manner on all the resolutions of the 57<sup>th</sup> AGM of the Members of the Company, held on the Friday, the 27<sup>th</sup> day of September, 2019 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 28<sup>th</sup> day of September, 2019 on the poll taken on all the resolutions contained in the notice to the 57<sup>th</sup> 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 57<sup>th</sup> AGM of the Company for the complete details of resolutions:

| Sr. No.                   | 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 |
|---------------------------|---|------------------------------|----------------------------|---------------------------|---------------------------|-------------------------|
| <b>Ordinary Business:</b> |   |                              |                            |                           |                           |                         |
| 1                         | To receive, consider, approve and adopt the Audited Financial Statement (Standalone & Consolidated) of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)        | 3991027                      | 0                          | 0                         | 100                       | 0                       |
| 2                         | 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)  | 2943739                      | 500                        | 0                         | 99.98                     | 0.02                    |
| <b>Special Business:</b>  |   |                              |                            |                           |                           |                         |
| 3                         | Ratification of Remuneration payable to Cost Auditor for the Financial year ending March 31, 2020. (Ordinary Resolution)  | 3991027                      | 0                          | 0                         | 100                       | 0                       |
| 4                         | Re-appointment of Shri Ramdas T. RajGuroo (DIN: 00001424) as independent Director of the Company for a Second Term of 5 (Five) Consecutive Years with effect from 30 <sup>th</sup> September 2019 To 29 <sup>th</sup> September 2024. (Special Resolution): | 3990527                      | 500                        | 0                         | 99.98                     | 0.02                    |

Dhirendra R. Maurya  
M.Com, ACS

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csmaurya.dhirendra@gmail.com  
☎: 98 1959 4742; Off: 2814 9480

## Dhirendra Maurya & Associates Company Secretaries

|   |  |         |     |   |       |      |
|---|--|---------|-----|---|-------|------|
| 5 | Re-appointment of Shri Prashant J. Pandit (DIN: 03079878) as independent Director of the Company for a Second Term of 5 (Five) Consecutive Years with effect from 30 <sup>th</sup> September 2019 To 29 <sup>th</sup> September 2024. (Special Resolution) | 3990527 | 500 | 0 | 99.98 | 0.02 |
|---|--|---------|-----|---|-------|------|

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 57<sup>th</sup> AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the 57<sup>th</sup> 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 NSDL, 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 57<sup>th</sup> AGM.

Thanking you,

Yours faithfully,


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

Date: September 28, 2019  
Place: Mumbai

Acknowledge receipt of the same

For IMP Powers Limited,  
For IMP POWERS LIMITED

  
Authorized Signatory  
Chairman Authorized Signatory

Add: Shop No. 4, Laxmi Bhawan, Ramchandra & Laxmi CHS, Next to Saibaba Temple, Saibaba Nagar, Navghar Road,  
Bhayander (East), Thane - 401105

## Dhirendra Maurya & Associates Company Secretaries

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### 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]

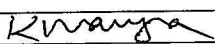
To,

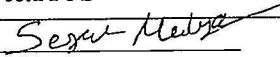
**The Chairman/Authorised Signatory** of the 57<sup>th</sup> Annual General Meeting of the Members of **IMP Powers Limited** [CIN: L31300DN1961PLC000232] ('the Company') held on Friday, the 27<sup>th</sup> day of September, 2019 at 3.00 p.m. at the Registered Office of the Company at Survey no. 263/3/2/2, 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 57<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company, held on Friday, the 27<sup>th</sup> day of September, 2019 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 57<sup>th</sup> 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 National Securities Depository Limited ('NSDL'), 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 23, 2019, 9.00 a.m. (IST) to Thursday, September 26, 2019, 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 5 as set out in the notice of the 57<sup>th</sup> AGM of the Company).
  - iii. The E-voting platform was blocked on Thursday, September 27, 2019 after 5.00 p.m. (IST) and the votes cast were unblocked on Friday, September 27, 2019 in the presence of two witnesses, Ms. Kusum Maurya and Ms. Sejal 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: Ms. Kusum Maurya

  
Name: Ms. Sejal 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 NSDL i.e. <https://evoting.nsdl.com> and based on such report generated, the result of the e-voting is as under:

### Ordinary Business:

1. 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, 2019 and the Reports of the Board of Directors and 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                      | 3991027                      | 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                       | NA                           | NA  |

- (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.   |

2. Resolution No. 2: 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 |
|-------------------------|------------------------------|---|
| 14                      | 2943739                      | 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 |
|-------------------------|------------------------------|---|
| 1                       | 500                          | 100   |

- (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.   |

### SPECIAL BUSINESS

## Dhirendra Maurya & Associates Company Secretaries

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**3. Resolution No. 3: Ratification of Remuneration payable to Cost Auditor for the Financial year ending March 31, 2020. (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                      | 3991027                      | 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                       | NA                           | NA  |

(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.   |

**4. Resolution No. 4: Re-appointment of Shri Ramdas T. RajGuroo (DIN: 00001424) as independent Director of the Company for a Second Term of 5 (Five) Consecutive Years with effect from 30<sup>th</sup> September 2019 To 29<sup>th</sup> September 2024. (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                      | 3990527                      | 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 |
|-------------------------|------------------------------|---|
| 1                       | 500                          | 100   |

(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. Resolution No. 5: Re-appointment of Shri Prashant J. Pandit (DIN: 03079878) as independent Director of the Company for a Second Term of 5 (Five) Consecutive Years with effect from 30<sup>th</sup> September 2019 To 29<sup>th</sup> September 2024. (Special Resolution):**

(iv) 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                      | 3990527                      | 100   |



## Dhirendra Maurya & Associates Company Secretaries

(v) Voted against the resolution:

| Number of Members voted | Number of votes cast by them | % of total number of valid votes cast on e-voting |
|-------------------------|------------------------------|---|
| 1                       | 500                          | 100   |

(vi) 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,



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

Date: September 28, 2019

Place: Mumbai

Acknowledge receipt of the same

For IMP Powers Limited,  
For IMP POWERS LIMITED



Auth. natory  
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 57<sup>th</sup> Annual General Meeting of the Members of IMP Powers Limited [CIN: L31300DN1961PLC000232] ('the Company') held on Friday, the 27<sup>th</sup> day of September, 2019 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 57<sup>th</sup> Annual General Meeting (AGM) of the Company for the purpose of the poll taken on the resolutions mentioned in the notice of the 57<sup>th</sup> AGM of the Company, at the said AGM of the Equity Shareholders of the Company held on Friday, the 27<sup>th</sup> day of September, 2019 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. - NOT APPLICABLE
3. Total Nil poll papers representing Nil equity shares were received.
4. The result of the Poll is given hereunder with brief description of resolutions. Kindly refer to the notice of the 57<sup>th</sup> AGM for the complete resolutions.

#### Ordinary Business:

1. 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, 2019 and the Reports of the Board of Directors and 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 poll |
|-------------------------|------------------------------|---|
|-------------------------|------------------------------|---|

## Dhirendra Maurya & Associates Company Secretaries

|   |     |    |
|---|-----|----|
| 0 | N.A | NA |
|---|-----|----|

(ii) Voted against the resolution:

| Number of Members<br>voted | Number of votes cast by<br>them | % of total number of valid<br>votes cast on poll |
|----------------------------|---------------------------------|--|
| 0                          | N.A.                            | N.A.   |

(iii) Invalid votes:

| Total number of Members whose votes<br>were declared invalid. | Total number of votes cast by them<br>on poll |
|---|---|
| 0   | N.A.  |

2. **Resolution No. 2: 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<br>voted | Number of votes cast by<br>them | % of total number of valid<br>votes cast on poll |
|----------------------------|---------------------------------|--|
| 0                          | N.A.                            | N.A.   |

(ii) Voted against the resolution:

| Number of Members<br>voted | Number of votes cast by<br>them | % of total number of valid<br>votes cast on poll |
|----------------------------|---------------------------------|--|
| 0                          | N.A.                            | N.A.   |

(iii) Invalid votes:

| Total number of Members whose votes<br>were declared invalid. | Total number of votes cast by them<br>on poll |
|---|---|
| 0   | N.A.  |

### SPECIAL BUSINESS

3. **Resolution No. 3: Ratification of Remuneration payable to Cost Auditor for the Financial year ending March 31, 2020. (Ordinary Resolution):**

(i) Voted in favour of the resolution:

| Number of Members<br>voted | Number of votes cast by<br>them | % of total number of valid<br>votes cast on poll |
|----------------------------|---------------------------------|--|
| 0                          | N.A.                            | N.A.   |

(ii) Voted against the resolution:

| Number of Members<br>voted | Number of votes cast by<br>them | % of total number of valid<br>votes cast on poll |
|----------------------------|---------------------------------|--|
| 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 poll |
|--|--|
| 0  | N.A.                                       |

4. **Resolution No. 4: Re-appointment of Shri Ramdas T. RajGuroo (DIN: 00001424) as independent Director of the Company for a Second Term of 5 (Five) Consecutive Years with effect from 30<sup>th</sup> September 2019 To 29<sup>th</sup> September 2024. (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 poll |
|-------------------------|------------------------------|---|
| 0                       | N.A.                         | N.A.  |

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

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

5. **Resolution No. 5: Re-appointment of Shri Prashant J. Pandit (DIN: 03079878) as independent Director of the Company for a Second Term of 5 (Five) Consecutive Years with effect from 30<sup>th</sup> September 2019 To 29<sup>th</sup> September 2024. (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 poll |
|-------------------------|------------------------------|---|
| 0                       | N.A.                         | N.A.  |

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

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

Dhirendra R. Maurya  
M.Com, ACS

✉: maurya.dhirendra@gmail.com,  
csmaurya.dhirendra@gmail.com  
☎: 98 1959 4742; Off: 2814 9480

## Dhirendra Maurya & Associates Company Secretaries

5. A Compact Disc (CD) containing a list of equity shareholders who voted 'In Favour' and 'Against' is enclosed. - Not applicable
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. - NOT APPLICABLE

Thanking you,  
Yours faithfully,



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

Date: September 28, 2019  
Place: Mumbai

Acknowledge receipt of the same

For ~~IMP Powers Limited~~  
FOR IMP POWERS LIMITED



~~Chairman~~ Authorized Signatory