



CERTIFICATE NO. : T-2486



IMP POWERS LTD.

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

2nd June, 2015

To,
Department of Investors Relations
Bombay Stock Exchange Ltd
1st Floor New Trade Wing
Rotunda Building
P.J. Towers, Dalal Street
Fort, Mumbai 400 051
Tel : 22721234/33
Fax : 22723121/33

BSE Code: 517571

Dear Sir,

Subject: Postal Ballot Notice of IMP Powers Ltd. pursuant to Section 110 of the Companies Act, 2013:

Pursuant to Clause 31 of the Listing Agreement, please find enclosed herewith the 3 (three) copies of the Postal Ballot Notice of the Company dated 27th May, 2015 along with the Postal Ballot Form seeking consent of the Members by means of Postal Ballot in respect of the following Special Business:-

- Issue of Equity Shares on Preferential basis to Advance Transformers & Equipments Pvt. Ltd. and Universal Transformers Pvt. Ltd. ("Promoter Group Companies" or "Proposed Allottees").

The Company would be availing the E-voting services of CDSL.

The Postal Ballot/ E-voting of the Company would commence from Wednesday, 3rd June, 2015 at 9.30 a.m. and would end on Thursday, 2nd July, 2015 at 5.30 p.m. and for this purpose the cut-off date (record date) is taken as 22nd May, 2015.

Kindly acknowledge the receipt.

Thanking You,
Yours faithfully,
For IMP Powers Ltd.

Romali M. Malvankar
Company Secretary
Encl.: a/a



DNV



IMP POWERS LTD.

Regd.Off. : Survey No.263/3/2/2, Umerkuin Road, Village Sayli, Silvassa - 396230, Dadra & Nagar Haveli (U.T.)
Corp. Off. : 35/C, 2nd Floor, Popular Press Building, P.T. M.M. Malviya Road, Tardeo, Mumbai- 400034.
Email:- investor@imp-powers.com; Website:-www.imp-powers.com Tel. No.: 91 22 23539180-85 Fax No.: 91 22 23539186-87
CIN:- L31300DN1961PLC000232

POSTAL BALLOT NOTICE (Pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholders,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the equity listing agreement executed with stock exchanges on which equity shares of the Company are listed, to transact the business mentioned in the Resolution appended below to be passed by way of Postal Ballot/ E-voting. The Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration. The Company has appointed Mr. Hitesh Gupta, (Membership No. 33684 & COP No. 12722) or Mr. Prasanjit Kumar Baul, (Membership No. 34347 & COP No. 12981) Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling the necessary details and affixing your signature at the designated place in the Form and return the duly completed form in original in the enclosed self addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.30 p.m. on Thursday, 2nd July, 2015.

Members desiring to opt for E-voting as per the facilities arranged by the Company are requested to read the notes to the Notice. References to Postal Ballot(s) in this Notice include votes received electronically.

The period of Ballot Voting/ E-voting commences from Wednesday, 3rd June, 2015 and ends on Thursday, 2nd July, 2015 (both days inclusive). The E-voting shall be disabled by CDSL at 5.30 p.m. on Thursday, 2nd July, 2015.

Upon the completion of the scrutiny of the votes cast, the scrutinizer will submit his report to the Chairman/ Vice-Chairman/ Managing Director of the Company. The results of the Postal Ballot will be announced by the Chairman/ Vice-Chairman/ Managing Director of the Company on Friday, 3rd July, 2015 and will also be informed to the Stock Exchanges and posted on the Company's website viz. www.imp-powers.com

SPECIAL BUSINESS:

Preferential Issue of Equity Shares to Promoter Group Companies:

To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** in addition to the resolution passed by the members through Postal Ballot on 25th Day of February, 2015 and pursuant to the provisions of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 including all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications, amendments thereto or re-enactment thereof) (hereinafter referred to as "the Act"), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement entered into by the Company with the Stock Exchanges where the Equity shares of the Company are listed and in compliance with Chapter VII of Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2009 and subsequent amendments thereto, including but not restricted to [SEBI (ICDR) Regulations], Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and amendments thereto as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (SEBI) and subject to the approval of Reserve Bank of India ("RBI"), Government of India ("GOI") or any other relevant authority and clarifications thereon issued from time to time, if necessary and subject to all such other approvals, consents, permissions and sanctions as may be necessary of GOI, SEBI, Stock Exchanges and any other appropriate authorities (the "Concerned Authorities") as may be required and applicable and further subject to such conditions and modifications as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, consents, permissions and sanctions, as may be necessary, consent of the Members, 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(s) of the Board constituted/ to be constituted by the Board to exercise its powers including the powers conferred on the Board by this resolution) to create, offer, issue and allot upto 5,00,000 Equity Shares of the face value Rs. 10/- each, fully paid-up, in one or more tranches, on a Preferential basis, at an Issue Price (including premium) of Rs. 80/- per share (Rupees Eighty only) or such Price (including premium) being not less than the price determined in accordance with the Chapter VII of the SEBI (ICDR) Regulations, 2009, to **Advance Transformers & Equipments Pvt. Ltd. and Universal Transformers Pvt. Ltd. ("Promoter Group Companies" or Proposed Allottees)**, so that the total value of the number of shares so issued, shall be either adjusted against the Unsecured Loans of the Proposed Allottees or by re-payment of loan to the Proposed Allottees and bringing it back as fresh share application money or in any other manner as may be permitted by law, amounting to Rs. 4,00,00,000/- (Rupees Four Crore only) of the Promoter Group Companies as detailed in the Explanatory Statement forming part of this Notice.

RESOLVED FURTHER THAT the Company shall issue Equity shares through offer letter and/or Private placement memorandum and/or such other documents/ writings and in such manner and on such terms and conditions as may be determined by the Board or Committee of the Board and at an Issue Price (including premium) of Rs. 80/- per share (Rupees Eighty only) or such Price (including premium) being not less than the Price determined in accordance with the Chapter VII of the SEBI (ICDR) Regulations, 2009.

RESOLVED FURTHER THAT in accordance with the Provisions of SEBI (ICDR) Regulations, the 'Relevant Date' for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be 3rd June, 2015, being 30 days prior to the date of declaration of Result of Postal Ballot which is 3rd July, 2015 to approve the proposed preferential issue, in terms of Section 62(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Equity Shares to be allotted to the proposed allottee pursuant to the aforesaid preferential allotment shall rank paripassu in all respects including as to dividend, with the existing fully paid up equity shares of the face value of Rs. 10/- each of the Company, subject to lock-in as per requirements of SEBI (ICDR) Regulations and subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or the Committee of the Board be and is hereby authorised on behalf of the Company to take such steps and to do all such acts, deeds, matters and things as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental, to the issue or allotment of the aforesaid Equity Shares and listing of the Equity Shares to be allotted on preferential allotment basis with the Stock Exchange(s) and to settle any questions, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue and allotment of the Equity Shares, as the Board/ Committee of the Board in its absolute discretion, deem fit and proper, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

By Order of the Board

Sd/-

Aaditya R Dhoot
Managing Director

Place: Mumbai

Date: 27th May, 2015

Regd.Off. : Survey No.263/3/2/2
Umerkuin Road, Village Sayli
Silvassa - 396230
Dadra & Nagar Haveli (U.T.)
CIN:-L31300DN1961PLC000232
Email:- investor@imp-powers.com
Website:-www.imp-powers.com



NOTES:

- 1) An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed Resolution, is appended herein below along with the Form for your consideration.
- 2) The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Member/List of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on Friday, 22nd May, 2015. The voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said date.
- 3) In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company is offering e-voting facility to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the members to cast their votes electronically.
- 4) As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through speed/registered post/ courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may indicate their option to receive the physical Form from the Company by clicking on the box provided in the e-mail or alternatively download the Form from the link www.evotingindia.com, or from the 'Investors' section on the Company's website www.imp-powers.com
- 5) Members can opt for only one mode of voting i.e. either by ballot or through e-voting. In case you are opting for voting by Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Ballot and e-voting, the votes cast through ballot shall prevail and the votes cast through e-voting shall be considered invalid.
- 6) Members who have not registered their e-mail ID are requested to register the same with the Company's Registrar and Transfer Agents/ Depositories in order to receive the Company's Annual Report and other communications electronically.

The instructions for shareholders voting electronically are as under:

- (i) The period of Ballot Voting/ E-voting commences from Wednesday, 3rd June, 2015 and ends on Thursday, 2nd July, 2015 (both days inclusive). The E-voting shall be disabled by CDSL at 5.30 p.m. on Thursday, 2nd July, 2015.
During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22nd May, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of the Company i.e. 150528006 to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

EXPLANATORY STATEMENT
(Pursuant to section 102 of the Companies Act, 2013)

Material facts relating to the Preferential Allotment:

Your Company currently having state of Art manufacturing facilities at Silvassa, manufacturing entire range of Power and EHV Transformers and is primarily engaged in the business of Electrical Products like Power & distribution transformers and its parts.

The proposed issue of Equity shares on preferential basis is either adjusted against the Unsecured Loans of the Proposed Allottees or by re-payment of loan to the Proposed Allottees and bringing it back as fresh share application money or in any other manner as may be permitted by law amounting to Rs. 4,00,00,000/- (Rupees Four Crore only) of Advance Transformers & Equipments Pvt. Ltd. and Universal Transformers Pvt. Ltd. (Promoter Group Companies) (as detailed herein below).

The Board at its Meeting held on 17th January, 2015 had considered the proposal for issue and allotment of such number of Equity shares on preferential basis to viz. Advance Transformers & Equipments Pvt. Ltd. and Universal Transformers Pvt. Ltd. (Promoter Group Companies) and recommended the same to the Members vide Postal Ballot notice dated 17th January, 2015 for passing the necessary Special Resolution.

On 25th February, 2015, the Members through Postal Ballot passed the required Special Resolution with requisite majority.

However, in the notice of Postal Ballot dated 17th January, 2015, the details of **natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees** namely Advance Transformers & Equipments Pvt. Ltd. and Universal Transformers Pvt. Ltd. (Promoter Group Companies) in terms of Regulation 73(1)(e) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 [SEBI (ICDR) Regulations], could not be mentioned inadvertently. Due to which the BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE) denied the in-principle approval for allotment of Equity Shares to the said Promoter Group Companies and suggested to seek fresh approval of the Members.

Hence, it has been proposed to seek fresh approval from the Members of the Company by way of Postal Ballot for issuing upto 5,00,000 Equity Shares of the face value of Rs. 10/- each, on preferential basis, at an Issue Price (including premium) of Rs. 80/- per share (Rupees Eighty only) or such Price (including premium) being not less than the Price determined in accordance with the Chapter VII of the SEBI (ICDR) Regulations to viz. Advance Transformers & Equipments Pvt. Ltd. and Universal Transformers Pvt. Ltd. (Promoter Group Companies) which shall be adjusted against the Unsecured Loans amounting to Rs. 4,00,00,000/- (Rupees Four Crore only) of the Promoter Group Companies, in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations and Section 62(1)(c) of the Companies Act, 2013.

In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and Rules made thereunder (the "Act"), a company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and Section 62(1)(c) of the Companies Act, 2013 read with provisions of Chapter VII – "Preferential Issue" of the SEBI (ICDR) Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations.

The proposed issue and allotment of the Equity Shares will be governed by the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, the Listing Agreement entered into between the Company and the Stock Exchanges where the Equity shares of the Company are listed and the SEBI (ICDR) Regulations.

In terms of the SEBI (ICDR) Regulations, since the Equity Shares of the Company have been listed on a recognized stock exchange for a period more than six (6) months as on the Relevant Date, then the Equity Shares shall be allotted at a price not less than the higher of the following:

- The average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the recognised stock exchange during the twenty-six weeks preceding the Relevant Date; Or
- The average of the weekly high and low of the volume weighted average prices of the related equity shares of the Company quoted on the recognised stock exchange during the two weeks preceding the Relevant Date.

Stock Exchange for the purpose of clauses (a) or (b) above means any of the recognised stock exchange where the Equity Shares of the Company are listed and where the highest trading volume in respect of the said shares has been recorded during the preceding twenty six weeks prior to the relevant date.

Disclosures in accordance with the Companies Act, 2013 and Chapter VII of the SEBI (ICDR) Regulations, 2009 with respect to the proposed issue of Equity Shares on preferential basis, is given as under:

1. Objects of the Preferential issue:

The proposed issue of Equity shares on preferential basis is for repayment of the unsecured loan (by re-payment of loan and bringing it back as fresh share application money or adjustment/ appropriation of unsecured loan towards share application money or in any other manner as may be permitted by law) of Advance Transformers & Equipments Private Limited and Universal Transformers Private Limited (Promoter Group Companies), to meet working capital requirement and other general corporate purposes.

2. The total number of shares or other securities to be issued:

The Board intends to offer, issue and allot up to 5,00,000 (Five lakh) fully paid-up equity shares of the Company, having face value of Rs. 10/- (Rupees Ten Only) each, at a price of Rs. 80/- (Rupees Eighty Only) per equity share or the minimum price determined as on Relevant Date in accordance with Regulation 76(1) of the SEBI (ICDR) Regulations and applicable law, whichever is higher.

3. Basis on which the price has been arrived at along with report of the registered valuer:

As such this is not applicable in the present case since the Company is a listed company and the pricing is in terms of the SEBI (ICDR) Regulations. However, it is agreed that the issue price shall be Rs. 80/- (Rupees Eighty Only) per equity share or the minimum price determined as on Relevant Date in accordance with Regulation 76(1) of the ISEBI (ICDR) Regulations and applicable law, whichever is higher.

4. The proposal of the Promoters, Directors or Key Management Personnel of the issuer to subscribe to the offer:

Advance Transformers & Equipments Pvt. Ltd. and Universal Transformers Pvt. Ltd. (Promoter Group Companies) has proposed to subscribe to all Equity Shares on Preferential basis.

None of the promoters, directors or key managerial persons other than mentioned above intends to subscribe to any Equity Shares pursuant to this Preferential Issue.

5. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees as mentioned at point no. (9) below.

6. Shareholding pattern of the Company (before and after the preferential issue):

The pre issue and post issue shareholding pattern of the Company after considering the preferential issue to be made to Proposed allottees is provided as under:

	Category of Shareholder	Pre-Issue Equity Shareholding		Post Issue Equity Shareholding	
		No of Shares held	%	No of Shares held	%
A)	Promoter and Promoter Group holding				
	Indian				
	Individuals/ Hindu Undivided Family	1284402	15.78	1284402	14.87
	Bodies Corporate	2863801	35.20	3363801	38.95
	Sub Total(A)	4148203	50.98	4648203	53.82
	Foreign Promoters	Nil	0.00	Nil	0.00
B)	Non Promoter and Promoter Group holding				
	Institutional Investors	344206	4.23	344206	3.99
	Non-institutional Investors	Nil	0.00	Nil	0.00
	Bodies Corporate	1845284	22.68	1845284	21.37
	Indian Public	1754785	21.57	1754785	20.31
	Non Resident Indians	26841	0.33	26841	0.31
	Clearing Members	17244	0.21	17244	0.20
	Sub Total(B)	3988360	49.02	3988360	46.18
	Grand Total (A+B)	8136563	100	8636563	100

* Assuming the allotment of 5,00,000 Equity shares at an issue price of Rs. 80/- (Rupees Eighty only). The number of shares may decrease if the minimum price determined as on Relevant Date in accordance with Regulation 76(1) of the SEBI (ICDR) Regulations will be higher than the above mentioned price i.e. Rs. 80/-.



7. The time within which the preferential allotment shall be completed:

The preferential allotment pursuant to a special resolution shall be completed within a period of 15 (fifteen) days from the date of passing of such resolution, provided that where permission by any regulatory authority or the Central Government for allotment is pending, the period of 15 (fifteen days) shall be counted from the date of approval or permission, as the case may be.

Accordingly, the allotment of Equity Shares shall take place within the applicable period mentioned above.

8. Issue price and relevant date :

The Issue Price (including premium) of Rs. 80/- per share (Rupees Eighty only) or such Price (including premium) being not less than the Price determined in accordance with the Chapter VII of the SEBI (ICDR) Regulations, and for the purpose of the above guidelines the Relevant Date is 3rd June, 2015.

In terms of SEBI (ICDR) Regulations, the price per Equity Share are determined as follows:

a. Average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the Recognised Stock Exchange Ltd., during the 26 weeks preceding the Relevant Date

OR

b. Average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the Recognised Stock Exchange Ltd., during the two weeks preceding the Relevant Date

The Company is proposing to make a preferential allotment at an Issue Price (including premium) of Rs. 80/- per share (Rupees Eighty only) or such Price (including premium) being not less than the Price determined in accordance with the Chapter VII of the SEBI (ICDR) Regulations, as on the Relevant date which is higher of the amount mentioned at (a) or (b) above.

The "Relevant Date" in terms of Regulation 71(a) of the SEBI (ICDR) Regulations for determination of minimum price is 3rd June, 2015, being a date which is 30 (Thirty) days prior to the date when the results of this postal ballot are announced, i.e. 3rd July, 2015.

9. The identity of the (Natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control) proposed allottees and the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Name(s) of the proposed Allottee(s)	Category	Natural person who ultimately controls the proposed allottees	Maximum no. of equity shares*	Value (in Rs.)	Existing Shareholding		Post Issue Shareholding	
					No. of Shares	%	*No of Shares	%
Advance Transformers & Equipments Pvt. Ltd.	Promoter Group Company	Shri Ajay R Dhoot & Shri Aaditya R Dhoot	163750	13100000	773189	9.50	936939	10.85
Universal Transformers Pvt. Ltd.	Promoter Group Company	Shri Ajay R Dhoot & Shri Aaditya R Dhoot	336250	26900000	Nil	Nil	336250	3.89
TOTAL			500000	40000000				

*Assuming the allotment of 5,00,000 Equity shares at an issue price of Rs. 80/- (Rupees Eighty only). The number of shares may decrease if the minimum price determined as on Relevant Date in accordance with Regulation 76(1) of the SEBI (ICDR) Regulations will be higher than the above mentioned price i.e. Rs. 80/-.

10. The change in control, if any, in the Company that would occur consequent to the preferential offer:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue of Equity Shares except for a corresponding increase in the proposed shareholding of the proposed Allottee(s) as shown in the above table.

11. An undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of the SEBI (ICDR) Regulations where it is required to do so:

It is not required to re-compute the issue price, as the volume weighted average prices of the Equity Shares of the Company as on the Relevant Date will be available for calculating the issue price as per Regulation 76(1) of SEBI (ICDR) Regulations.

12. An undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees:

Not applicable, as the price will be calculated as per Regulation 76(1) of SEBI (ICDR) Regulations.

13. Lock in Period as per the SEBI (ICDR) Regulations:

The Equity Shares proposed to be issued on preferential basis shall be subject to lock-in period as per SEBI (ICDR) Regulations. The locked-in Equity Shares held by the above Promoter & Promoter Group Company may be transferred among Promoter or Promoter Group or to a new promoter or persons in control of the issuer Company provided that lock-in on such Equity Shares shall continue for the remaining period with the transferee.

14. Certificate from Statutory Auditor of the Company:

A Certificate from M/s. Battiboi & Purohit, the Statutory Auditor of the Company, certifying that the proposed preferential issue is being made in accordance with the requirements contained under Chapter VII of the SEBI (ICDR) Regulations, shall be placed on the website of the Company and shall also be available for inspection at the Registered Office of the Company during normal working hours on working days.

15. Shareholders Consent :

Shareholders Consent is sought pursuant to Section 62(1) (c) read with Section 42 of the Companies Act, 2013 and in terms of the listing agreement with Stock Exchanges, and SEBI (ICDR) Regulations, to the issue of the abovementioned Equity Shares, as set out in the Resolution.

Accordingly, the Directors recommend passing of the Special Resolution as set out in the Notice submitted to the Meeting.

Except Shri Ajay R Dhoot, Vice-Chairman and Shri Aaditya R Dhoot, Managing Director and their relatives, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives is in any way concerned or interested in the above referred Resolution.

By Order of the Board
Sd/-

Aaditya R Dhoot
Managing Director

Place: Mumbai

Date: 27th May, 2015

Regd.Off. : Survey No.263/3/2/2
Umerkuin Road, Village Sayli
Silvassa - 396230
Dadra & Nagar Haveli (U.T.)
CIN:-L31300DN1961PLC000232
Email:- investor@imp-powers.com
Website:-www.imp-powers.com



IMP POWERS LTD.

Regd.Off. : Survey No.263/3/2/2, Umerkuin Road, Village Sayli, Silvassa - 396230, Dadra & Nagar Haveli (U.T.)

Corp. Off. : 35/C, 2nd Floor, Popular Press Building, P.T. M.M. Malviya Road, Tardeo, Mumbai- 400034.

Email:- investor@imp-powers.com; Website:-www.imp-powers.com Tel. No.: 91 22 23539180-85 Fax No.: 91 22 23539186-87

CIN:- L31300DN1961PLC000232

Postal Ballot Form (To be returned to Scrutinizer appointed by the Company)

The last date for
receipt of Postal
Ballot Form is
2nd July, 2015

1. Name and Address of the
Sole/ First named Member :
2. Name of the Joint Holder(s) :
(if any)
3. Registered Folio No. /DPID No. :
/ Client ID No.*
(*Applicable to investors
Holding shares in demat Form)
4. No. of Equity Shares held :
5. I/We hereby exercise my/our vote(s) in respect of the following Special Resolution to be passed through Postal Ballot for the special business stated in the Notice of Postal Ballot dated 27th May, 2015 of IMP Powers Ltd. ("the Company") by convening/ sending my/ our assent or dissent to the said Special Resolution by placing a tick (✓) mark at the appropriate column below:

Description	Type of Resolution	No. of Equity Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Issue of Equity Shares on Preferential basis to Advance Transformers & Equipments Pvt. Ltd. and Universal Transformers Pvt. Ltd. ("Promoter Group Companies" or "Proposed Allottees").	Special			

Place:

Date:

(Signature of the Shareholder)

Electronic Voting Particulars

EVSN (Electronic Voting Sequence Number)	User ID	Password/ PIN

Note:

- (i) Kindly read the instructions printed overleaf before exercising the vote through this form or E-voting.
- (ii) Postal Ballot forms received after that date will be treated as if the reply from such Member(s) has not been received.



INSTRUCTIONS

1. A Member desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer, Mr. Hitesh Gupta or Mr. Prasanjit Baul, Practising Company Secretaries, Mumbai, in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by courier or registered/speed post at the expense of the Member will also be accepted.
2. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
3. The self-addressed business reply envelope bears the name of the Scrutinizer appointed by the Board and postal address in the (c/o. of the Registrar & Transfer Agents (R&T) Agents i.e. Linkintime India Pvt. Ltd.) of the Company.
4. This Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company or furnished by National Securities Depositories Ltd. (NSDL)/ Central Depository Services (India) Ltd. (CDSL) in respect of the shares held in physical or dematerialized form respectively. In case of joint holding, this Form should be completed and signed by the first named Member and in his/ her absence, by the next named Member.
5. Unsigned, incomplete or incorrectly ticked Postal Ballot Form shall be rejected.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 5.30 p.m. on Thursday, 2nd July, 2015. All Postal Ballot Forms received after this date will be treated as if reply from such Member(s) has not been received.
7. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of Joint Member(s).
8. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter together with the specimen signature of the Authorised Signatories.
9. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e. 5.30 p.m. on Thursday, 2nd July, 2015.
10. The exercise of vote through Postal Ballot is not permitted through proxy.
11. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing medium/s like pencil).
12. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on cut-off date i.e. Friday, 22nd May, 2015.
13. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous papers are found in such envelope, the same will be destroyed by the Scrutinizer.
14. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
15. The result of the Postal Ballot will be displayed on the website of the Company: www.imp-powers.com and also published in the newspaper(s) for the information of the Members.
16. The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.