

Adopted by Board at its Meeting held on 29.05.2014

THE REMUNERATION POLICY OF IMP POWERS LIMITED (IMP)

The Remuneration Policy of IMP Powers Limited ("The Policy") is in consonance with the Companies Act, 2013 and the Clause 49 of the Listing Agreement entered between IMP and the Stock Exchanges i.e. the Bombay Stock Exchange (BSE) and the National Stock Exchange of India Limited (NSE) (as may be amended from time to time).

The term "Remuneration" as described under Section 2(78) of the Companies Act, 2013 means any money or its equivalent given or passed to any person for the services rendered by him and includes the perquisites as defined under the Income tax Act, 1961 and as per the Schedule V to the Act, also includes the Reimbursement of any direct taxes to the Managerial Person.

Scope of the Policy:

The remuneration paid is determined keeping in view the industry benchmark, the relative performance of the Company to the industry performance and review of remuneration packages of Directors and the Senior Management Employees of other organizations.

Object of the Policy:

The main objective of the remuneration policy is to motivate each and every employee and to stimulate excellence in their performance, recognize merits / achievements in order to retain the talent in the Company and to promote the feeling of belongingness.

Payment of Remuneration under the Policy:

As per this Remuneration Policy of the Company, the payment of Remuneration to the Directors requires approval of the Board of Directors of the Company. In case of remuneration to be paid to Non-Executive Directors, except for sitting fees to the extent permitted under the Companies Act, 2013, also requires approval of the Members.

The annual variable pay of the Senior Management is linked to the performance of the Company in general and their individual performance for the relevant year measured against specific Key Result Areas, which are aligned to the Company's objectives.

Perquisites and Other benefits are paid to the Directors and the Senior Management Personnels of the Company, as per the terms of appointment.

The remuneration of the other Employees largely consists of basic salary, perquisites, bonus and performance incentives. The components of the total remuneration vary for different grades and are governed by the industry pattern, qualification & experience/ merits, performance of each employee.

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Sitting Fees:

The Whole-Directors of the Company are not entitled for sitting fees for attending meetings of the Board of Directors or any of its Committees.

Independent/ Non-Executive Directors are appointed for their professional expertise in their individual capacity as independent professionals/ Business Executives. Non-Executive/ Independent Directors to be paid sitting fees for attending the meetings of the Board and other Committees. Sitting fees may vary from type of meetings attended.

Absence or inadequacy of profits:

In the event of absence or inadequacy of profits in any financial year during the tenure of Whole-Directors, then they would be entitled for the aforesaid remuneration, perquisites and allowances as the minimum remuneration, subject to the ceiling limits prescribed under Schedule V and other applicable provisions of the Companies Act, 2013, subject to necessary approval from the Central Government (if required).

FOR IMP POWERS LIMITED

**Sd/-
RAMNIWAS R DHOOT
CHAIRMAN**

Dated: 29.05.2014

Place: Mumbai