



# IMP POWERS LTD

ISO 9001:2008 ISO 14001:2004 COMPANY

## Stepping up !



## 52<sup>nd</sup> Annual Report 2013 - 2014



CERTIFICATE NO. : T-2486  
NABL Accredited Lab

## IMP POWERS LTD.

Corporate Identity No. (CIN): L31300DN1961PLC000232

Registered Office: Survey No. 263/3/2/2, Village Sayli, Umerkoin Road, Silvassa 396230, Dadra Nagar Haveli (U.T.)  
Tel. No.0260 – 6538571 Fax No. 0260 – 2681043  
E-mail: investor@imp-powers.com Website: www.imp-powers.com

### BOARD OF DIRECTORS

Shri Ramniwas R Dhoot  
Shri Ajay R Dhoot  
Shri Aaditya R Dhoot  
Shri R. T. RajGuroo  
Shri Jayant N. Godbole  
Shri Siby Antony  
Shri Prashant J. Pandit  
Shri Prakash Bagla  
Shri Rajendra Mimani  
Mrs. Rajkamal Sukhani

Chairman  
Vice-Chairman (w.e.f. 29th May, 2014)  
Managing Director (w.e.f. 29th May, 2014)  
Director  
Director  
Director  
Director  
Director  
Director  
Director-Marketing  
(Appointed as an Additional Director w.e.f. 13<sup>th</sup> August, 2014)

### CHIEF FINANCIAL OFFICER

Shri Deepak Shah

### COMPANY SECRETARY

Ms. Romali Malvankar

### BANKERS

State Bank of Hyderabad  
State Bank of India  
Bank of India  
The Karnataka Bank Ltd.  
IDBI Bank Ltd.  
Axis Bank Ltd.

### AUDITORS

M/S. BATLIBOI & PUROHIT  
National Insurance Building, 204,  
Dadabhoy Naoroji Road, Fort, Mumbai – 400 001

### INTERNAL AUDITORS:

M/s. SHARP & TANNAN ASSOCIATES  
Chartered Accountants  
87, Nariman Bhavan, 227,  
Nariman Point  
Mumbai - 400 021.

### REGISTRAR & TRANSFER AGENTS

Link Intime India (Private) Limited  
C-13, Pannalal Silk Mills Compound  
L.B.S. Marg, Bhandup, Mumbai -400078  
Tel: 022-25963838; Fax: 25946969

### REGISTERED OFFICE & FACTORY

Survey No. 263/3/2/2, Sayli Village  
Umarkoin Road, Silvassa (U.T D&NH) -396230  
Tel. No.: 0260 - 653 8571  
Fax: 0260 - 268 1043 • Email : silvasaworks@imp-powers.com

### CORPORATE OFFICE

35/C, Popular Press Building  
2<sup>nd</sup> Floor, Pt. M M Malviya Road,  
Tardeo, Mumbai – 400034  
Tel. No.: 9122 2353 9180-85  
Fax : 91 22 2353 9186-87 • Email : info@imp-powers.com

### CONTENTS

1. Notice .....
2. Directors' Report .....
3. Management Discussion & Analysis Report .....
4. Corporate Governance Report .....
5. Auditors' Report .....
6. Balance Sheet .....
7. Profit and Loss Account .....
8. Cash Flow Statement .....
9. Notes Forming Part of Accounts .....
10. Consolidated Financial Statements.....

### 52<sup>nd</sup> Annual General Meeting

Tuesday, 30<sup>th</sup> September, 2014 at 3.00 p.m. at the Registered office of the Company at  
263/3/2/2, Sayli Village, Umerkoin Road, Silvassa 396230, Dadra & Nagar Haveli (U.T.)

Members are requested to bring their copy of the Annual Report to the Annual General Meeting

# IMP POWERS LIMITED

## NOTICE TO THE MEMBERS

**NOTICE IS HEREBY GIVEN THAT THE 52ND ANNUAL GENERAL MEETING OF THE MEMBERS OF IMP POWERS LIMITED WILL BE HELD ON TUESDAY, THE 30TH DAY OF SEPTEMBER, 2014 AT 3.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO.263/3/2/2, VILLAGE SAYLI, UMERKUI ROAD, SILVASSA 396230, DADRA & NAGAR HAVELI (U.T.) TO TRANSACT THE FOLLOWING BUSINESS:**

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### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company i.e. the Statement of Profit and Loss for the financial year ended 31st March, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Ordinary (Equity) Shares for the financial year ended 31st March, 2014.
3. To appoint a Director in place of Shri Rajendra Mimani (holding DIN No. 00017399), who retires by rotation and being eligible, offers himself for re-appointment.
4. Appointment of statutory auditors of the Company and fix their remuneration.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** that in accordance with applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), the retiring auditors, M/s. Batliboi & Purohit, Mumbai, Chartered Accountants (Firm Registration No. 101048W), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, at such remuneration plus out of pocket expenses; as may be mutually agreed between the Board of Directors of the Company and the Auditors."

### SPECIAL BUSINESS:

5. **Re-appointment of Shri Ramniwas R Dhoot, as the Executive Chairman for a further period of 3 years:**

To re-appoint **Shri Ramniwas R Dhoot** (DIN: 00210094) as an Executive Chairman and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the consent of the Company, be and is hereby accorded to the re-appointment of **Shri Ramniwas R Dhoot** (DIN: 00210094) as a Executive Chairman of the Company for a period of 3 years, with effect from 1st April, 2014 upto 31st March, 2017, upon the terms and conditions as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board and **Shri Ramniwas R Dhoot**.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution."

6. **Revision in Remuneration payable to Shri Ramniwas R Dhoot, re-appointed as the Executive Chairman of the Company for a further period of 3 years:**

To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the consent of the Company, be and is hereby accorded for the revision in Remuneration to be paid to **Shri Ramniwas R Dhoot, Executive Chairman of the Company w.e.f 1st April, 2014**, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration in such manner as may be agreed to between the Board and **Shri Ramniwas R Dhoot**."

7. **Re-appointment of Shri Ajay R Dhoot, designated as the Vice-Chairman for a further period of 5 years and Revision in Remuneration:**

To re-appoint Shri Ajay R Dhoot, (DIN:00210424) designated as the Vice-Chairman and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the consent of the Company, be and is hereby accorded to the re-appointment and the revision in remuneration of **Shri Ajay R Dhoot, (DIN:00210424) designated as the Vice-Chairman** of the Company for a period of 5 years, with effect from 1st April, 2014 upto 31st March, 2019, upon the terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment/remuneration in such manner as may be agreed to between the Board and **Shri Ajay R Dhoot**.

**RESOLVED FURTHER THAT** as the **Executive Vice-Chairman** of the Company, Shri Ajay R Dhoot, shall be liable to retire by rotation under Section 152 of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) however, on being re-appointed as a Director immediately on retirement by rotation, he shall continue to hold his office of Vice-Chairman and such re-appointment as a Director shall not be deemed to constitute a break in his appointment as the Vice-Chairman of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution."

**8. Re-appointment of Shri Aaditya R Dhoot, designated as the Managing Director for a further period of 5 years and Revision in Remuneration:**

To re-appoint **Shri Aaditya R Dhoot**, (DIN: 00057224) **designated as the Managing Director**, and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the consent of the Company, be and is hereby accorded to the re-appointment and the revision in remuneration of **Shri Aaditya R Dhoot**, (DIN: 00057224) **designated as the Managing Director** of the Company for a period of 5 years, with effect from 1st April, 2014 upto 31st March, 2019, upon the terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment/remuneration in such manner as may be agreed to between the Board and **Shri Aaditya R Dhoot**.

**RESOLVED FURTHER THAT** as the **Managing Director** of the Company, Shri Aaditya R Dhoot, shall be liable to retire by rotation under Section 152 of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) however, on being re-appointed as a Director immediately on retirement by rotation, he shall continue to hold his office of Managing Director and such re-appointment as a Director shall not be deemed to constitute a break in his appointment as the **Managing Director** of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution."

**9. Appointment of Mrs. Rajkamal Sukhani, as an Independent Director of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mrs. Rajkamal Sukhani (holding DIN No. 02440797), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of the Director and a declaration that she meet the criteria for independence as provided in Section 149(6) of the act and who is eligible for appointment, be and is hereby appointed as an independent Director of the Company to hold office for a period of 5 (five) consecutive years commencing from 30th September, 2014."

**10. Appointment of Shri R. T. RajGuroo, as an Independent Director of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri R. T. RajGuroo (holding DIN No. 00001424), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 30th September, 2014."

**11. Appointment of Shri Jayant Godbole, as an Independent Director of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, **Shri Jayant Godbole** (holding DIN No. 00056830), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 30th September, 2014."

**12. Appointment of Shri Siby Antony, as an Independent Director of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri Siby Antony (holding DIN No. 00075909), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 30th September, 2014."

## IMP POWERS LIMITED

### 13. Appointment of Shri Prashant Pandit, as an Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, **Shri Prashant Pandit** (holding DIN No. 03079878), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 30th September, 2014."

### 14. Ratification of Remuneration of Cost Auditor:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs.50,000 plus out-of-pocket expenses payable to M/s. N. Ritesh & Associates, Cost Accountants, who are appointed as Cost Auditors of the Company to conduct Cost Audit relating to cost records of the Company for the year ending 31<sup>st</sup> March, 2015.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### 15. Approve borrowing limits of the Company:

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

**"RESOLVED THAT** in supersession of the Ordinary Resolution passed at the Annual General Meeting held on 30th November, 2007 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) for the time being in force) and Memorandum and Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company ('the Board') to borrow from time to time, for the purpose of the Company's business, such sum or sums of money, as they in their absolute discretion think fit, notwithstanding that the monies so borrowed together with the monies already borrowed by the Company and remaining outstanding shall be in excess of the aggregate paid-up share capital and free reserves, but not exceeding Rs.200,00,00,000/- (Rupees Two Hundred Crores only) over and above the paid up share capital and free reserves for the time being of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/ or any member of such Committee."

### 16. Creation of Charge on the assets of the Company:

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

**"RESOLVED THAT** in supersession of the Ordinary Resolution passed at the Annual General Meeting held on 30th November, 2007 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company ('the Board') to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations, if any, created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of any person including, but not limited to, financial / investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustee(s) or otherwise (hereinafter collectively referred to as 'Lenders'), to secure the loans, borrowings, debentures, hire purchase and / or working capital facilities and other credit facilities, provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said loans, for which such charges, mortgages or hypothecations are created, shall not, at any time exceed the limit of 200 crore (Rupees Two Hundred crore only) or the aggregate of the paid up share capital and free reserves of the Company, whichever is higher.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be conferred to a Committee constituted by the Board and/ or any member of such Committee."

By Order of the Board  
Sd/-  
Ramniwas R Dhoot  
Chairman

Place: Mumbai

Date: 13<sup>th</sup> August, 2014

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. A member entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the AGM.  
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. The provisions of Section 149 and section 152(6) of the Companies Act, 2013, have come into force with effect from 1st April, 2014, which says that Independent Directors are not liable to retire by rotation. Accordingly, in compliance with these new provisions, Shri Rajendra Mimani, Director-Marketing will retire at the ensuing annual general meeting and being eligible offers himself for re-appointment.
4. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/ re-appointment at the AGM are annexed hereto and forms an integral part of the Notice.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. **Book Closure and Dividend:**  
The Register of Members and the Share Transfer Books of the Company will be closed from 17th September, 2014 to 23rd September, 2014, both days inclusive. The Dividend, if declared at the Annual General Meeting, will be paid on OR before 30th day from the date of this Meeting to those persons or their mandatees:
  - i) whose names appear as beneficial owners on the date of the meeting in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
  - ii) whose names appear as Members in the register of members of the Company after giving effect to valid share transfers in physical form lodged with the Registrar and Share Transfer Agent on the date of the meeting.
9. **National Electronic Clearing Service (NECS):**
  - (a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided National Electronic Clearing Service (NECS) facility to the Members for the remittance of dividend. NECS facility is available at locations identified by the Reserve Bank of India from time to time. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Registrars and Share Transfer Agents, Link Intime India Pvt. Ltd.
  - (b) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the depository participant of the Members.
10. **Nomination Facility:**  
Members holding shares in physical form may obtain the Nomination forms from the Company's Registrar and Share Transfer Agents. Members holding shares in electronic form may obtain the Nomination forms from their respective depository participants.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents.
12. Electronic copy of the Annual Report for 2013-14 is being sent to all the members whose email IDs are registered with the Company/ depository participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2013-14 is being sent in the permitted mode.
13. Details of Unclaimed Dividend on the website:  
The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders to ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2011, as on 20th December, 2011 (date of 49th AGM) and 17th December, 2012 (date of 50th AGM), respectively on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investors Section" on the Website of the Company viz: [www.imp-powers.com](http://www.imp-powers.com).
14. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Registrars/ Depositories.

## IMP POWERS LIMITED

### 15. Voting through electronic means:

The Company is pleased to offer E-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

The instructions for E-voting are as under:

#### SECTION A - E-VOTING PROCESS -

- Step 1 : Open your web browser during the voting period and log on to the E-voting Website: [www.evotingindia.com](http://www.evotingindia.com).
- Step 2 : Click on "Shareholders" to cast your vote(s)
- Step 3 : Select the Electronic Voting Sequence Number (EVSN) i.e. "**140904018**" along with "COMPANY NAME" i.e. "IMP Powers Limited" from the drop down menu and click on "SUBMIT".
- Step 4 : Please enter User ID -
- For account holders in CDSL :- Your 16 digits beneficiary ID
  - For account holders in NSDL :- Your 8 Character DP ID followed by 8 Digits Client ID
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Step 5 : Enter the Image Verification as displayed and Click on Login
- Step 6 : If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- Step 7 : If you are a first time user follow the steps given below:
- 7.1 Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.  
For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
- 7.2 Enter the Date of Birth (DOB) recorded in the demat account or registered with the Company for the demat account in DD/MM/YYYY format#
- 7.3 Enter your Dividend Bank details (Account Number) recorded in the demat account or registered with the Company for the demat account#  
# Any one of the details i.e. DOB or Dividend Bank details should be entered for logging into the account. If Dividend Bank details and Date of Birth are not recorded with the Depository or Company please enter the number of shares held by you as on the cut off date (record date) i.e. 29th August, 2014 in the Dividend Bank details field.
- Step 8 : After entering these details appropriately, click on "SUBMIT" tab.
- Step 9 : First time user holding shares in Demat form will now reach Password Generation menu wherein they are required to create their login password in the password field. Kindly note that this password can also be used by the Demat holders for voting for resolution 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. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system. Members holding shares in physical form will then directly reach the Company selection screen.
- Step 10 : Click on the EVSN of the Company i.e. "**140904018**" to vote.
- Step 11 : On the voting page, you will see Resolution description and against the same the option 'YES/NO' for voting. Select the relevant option as desired YES or NO and click on submit.
- Step 12 : Click on the Resolution File Link if you wish to view the Notice.
- Step 13 : 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.
- Step 14 : Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

#### SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- The E-voting period commences on 22nd September, 2014 (10.30 a.m.) and ends on 24th September, 2014 (6.30 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut off date (record date) of 29th August, 2014 may cast their vote electronically. The E-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- The voting rights of shareholders shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company.
- Shri Hitesh J. Gupta, Practising Company Secretary (Membership No.: ACS 33684; CP No: 12722) (Address: B/701, Astor Place Building, Charkop Kandivali - West, Mumbai- 400067) has been appointed as the Scrutinizer to scrutinize the E-voting process.

- iv. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the E-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any and submit forth with to the Chairman of the Company.
- v. The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.imp-powers.com](http://www.imp-powers.com) and on the website of CDSL <https://www.evotingindia.co.in> within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- vi. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- vii. For Members holding shares in physical form, the password and default number can be used only for E-voting on the resolutions given in the notice.
- viii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). They should also upload a scanned copy of the Board

Resolution / Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.

- ix. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL E-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- x. 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Contact Details:

Company

IMP Powers Ltd.  
 Regd. Office Address:  
 Survey No.263/3/2/2  
 Umerkuin Road, Village Sayli, Silvassa, 396230  
 Dadra & Nagar Haveli (U.T.)  
 CIN:- L31300DN1961PLC000232  
 Email:- [investor@imp-powers.com](mailto:investor@imp-powers.com);  
[romali@imp-powers.com](mailto:romali@imp-powers.com)  
 Website:-[www.imp-powers.com](http://www.imp-powers.com)

Registrar and Transfer Agents

Link Intime India Private Limited  
 C-13, Pannalal Silk Mills Compound, L.B.S. Marg,  
 Bhandup (W), Mumbai-400078  
 Phone: +91-22-25946970 Fax: +91-22-2594 6969

e-Voting Agency :

Central Depository Services (India) Limited  
 E-mail ID: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

Scrutinizer

Shri Hitesh Gupta  
[cshitesh.gupta@gmail.com](mailto:cshitesh.gupta@gmail.com)

**By Order of the Board**  
**Sd/-**  
**Ramniwas R Dhoot**  
**Chairman**

**Place: Mumbai**

**Date: 13<sup>th</sup> August, 2014**

**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](mailto:investor@imp-powers.com)  
 Website:-[www.imp-powers.com](http://www.imp-powers.com)



## IMP POWERS LIMITED

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT"):

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item Nos. 5 to 16 of the accompanying Notice dated 13th August, 2014.

#### Item No. 5 and 6 to the Notice:

The Board of Directors of the Company ("the Board"), at its meeting held on 13th February, 2014 has, subject to the approval of members, re-appointed Shri Ramniwas R Dhoot as the Executive Chairman of the Company for a further period of 3 years w.e.f 1st April, 2014, on the expiry of his present term which expired on 31st March, 2014.

Further, the revision in Remuneration Shri Ramniwas R Dhoot, Executive Chairman of the Company was recommended by the Remuneration Committee (Now named as the "Nomination and Compensation Committee") and approved by the Board at their respective Meetings held on 29th May, 2014.

#### **Justification for re-appointing Shri Ramniwas R Dhoot as the Executive Chairman of the Company and his brief profile is provided as under:**

Shri Ramniwas R Dhoot, currently the Executive Chairman of the Company, has been the driving force of the Company since its existence. He has an immense experience of more than five decades in the transformer industry and is instrumental in creating a strong organization and steering the Company into the league of top transformer manufacturers in India. He is also actively involved in philanthropic activities. Shri Ramniwas Dhoot, since inception has been the leader in Human Resource Management and is very close to the workers. He is the guiding force of the entire Organisation.

The Board is of the view that the re-appointment of Shri Ramniwas R Dhoot, as the Executive Chairman for a further period of 3 years w.e.f 1st April, 2014 will greatly benefit the operations of the Company and the revised remuneration payable to him is commensurate with his abilities and experience.

*Broad particulars of the terms of re-appointment & remuneration payable to Shri Ramniwas R Dhoot is as under:*

#### a) Salary and perquisites (per Annum):

Sr. No.	Name of the Director	Salary	Perquisites and allowances	Total
1.	Shri Ramniwas R Dhoot	53,40,000	5,60,000	59,00,000

The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

#### b) Period of Appointment :

Sr. No.	Name of the Director	Tenure of Appointment
1.	Shri Ramniwas R Dhoot	3 Years (From 1st April, 2014 upto 31st March, 2017)

#### c) Minimum Remuneration:

In the event of absence or inadequacy of profits in any financial year during the tenure of Shri Ramniwas R Dhoot, Executive Director and Chairman of the Company, the salary and perquisites payable to him shall not be reduced, but shall, subject to the approval of the Nomination and Remuneration Committee (Formerly known as Remuneration Committee) of the Board, at all times be governed by the provisions as regards minimum remuneration as may be prescribed in Schedule V of the Companies Act, 2013, in future.

d) The annual increments which will be effective 1st April each year, will be decided by the Board and will be merit-based and take into account the Company's performance; Incentive Remuneration and/or Commission based on certain performance criteria to be laid down by the Board; Benefits, Perquisites, Allowances as may be determined from time to time.

#### e) The terms and conditions of re-appointment of Shri Ramniwas R Dhoot, as the Chairman (hereinafter referred to as " the Appointees") also include, inter-alia, following principal clauses:

- 1) The Appointee shall adhere with the Code of Conduct for Directors and Senior Management Personnel's and the Ethical Code of Conduct for the Executive Directors, Senior Management Personnel's and Employees of the Company.
- 2) The Chairman will perform his respective duties as such with regard to all work of the Company and he will manage and attend to such business and discharge such functions as the board may from time to time delegate.
- 3) The Chairman shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- 4) The office of the Chairman may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.

Shri Ramniwas R Dhoot satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for the re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri Ramniwas R Dhoot under Section 190 of the Companies Act, 2013.

Shri Ramniwas R Dhoot is interested in the resolutions set out respectively at Item Nos. 5 & 6 of the Notice, which pertain to their respective re-appointment and revision in remuneration payable him.

In terms of Section 196 of the Companies Act, 2013 (Act) inter-alia provides that no company shall appoint or continue the employment of any person as managing director, who has attained the age of 70 years, unless his appointment is approved by a special resolution.

Your Directors hereby recommend passing of the Resolutions at Item No. 5 of the Notice as a Special Resolution and at Item No. 6 of the Notice as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, in the said Resolutions, except for Shri Ramniwas R Dhoot Executive Chairman, in the Resolutions at Item Nos. 5 & 6 of the Notice.

#### ITEM NO. 7 and 8 to the Notice:

The Board at its Meeting held on 13th February, 2014, has, subject to the approval of members, re-appointed Shri Ajay R Dhoot, as the Managing Director and Shri Aaditya R Dhoot as the Jt. Managing Director of the Company for a further period of 5 years w.e.f 1st April, 2014, on the expiry of their present terms, which expired on 31st March, 2014 and at a Remuneration as recommended by the Remuneration Committee (Now named as the "Nomination and Compensation Committee") and approved by the Board at their respective Meetings held on 29th May, 2014.

The Board at its Meeting held on 29th May, 2014 designated Shri Ajay R Dhoot, Managing Director as the Vice-Chairman and Shri Aaditya R Dhoot, Jt. Managing Director as the Managing Director of the Company.

It is now proposed to seek the approval of the Members for the re-appointment and revision in remuneration payable to Shri Ajay R Dhoot designated as the Vice-Chairman and Shri Aaditya R Dhoot designated as the Managing Director, in terms of the applicable provisions of the Act.

The brief profile of Shri Ajay R Dhoot and Shri Aaditya R Dhoot to be re-appointed is given below:

#### Shri Ajay R Dhoot

Shri Ajay R Dhoot, designated as Vice-Chairman of the Company, has an experience of more than 33 years in the field of Marketing, Finance and Administration. He is a prudent businessman and a Financial Wizard of the Company. He has also played a leading role in administering the Company's entry into domestic and international markets.

#### Shri Aaditya R Dhoot

Shri Aaditya R Dhoot, designated as Managing Director of the Company, has an experience of more than 27 years in the transformer industry and has been instrumental in the Company's foray into higher rating transformers as well as its capacity expansion. He oversees the Project expansion, Accounts and Material Managements. He is actively involved in Indian Electrical and Electronics Manufacturers Association (IEEMA) activities and is the Mentor of Transformer Division and the Member of the Executive Council of IEEMA since 2007. Shri Aaditya R Dhoot, has also been elected as the Chairman of Elecrama 2016, which is the World's largest Electrical Transmission & Distribution Exhibition.

The Board is of the view that the re-appointment of Shri Ajay R Dhoot designated as Vice-Chairman for a further period of 5 years and Shri Aaditya R Dhoot, Managing Director for a further period of 5 years w.e.f 1st April, 2014 will greatly benefit the operations of the Company and the revised remuneration payable to them is commensurate with their abilities and experience.

Broad particulars of the terms of re-appointment and remuneration payable to Shri Ajay R Dhoot and Shri Aaditya R Dhoot are as under:

#### a) Salary and perquisites (per Annum):

Sr. No.	Name of the Director	Salary	Perquisites and allowances	Total
1.	Shri Ajay R Dhoot	51,90,000	3,10,000	55,00,000
2.	Shri Aaditya R Dhoot	50,40,000	1,60,000	52,00,000

The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

#### b) Period of Appointment :

Sr. No.	Name of the Director	Tenure of Appointment
1.	Shri Ajay R Dhoot	5 years( From 1st April, 2014 upto 31st March, 2019)
2.	Shri Aaditya R Dhoot	5 years( From 1st April, 2014 upto 31st March, 2019)

## IMP POWERS LIMITED

### c) **Minimum Remuneration:**

In the event of absence or inadequacy of profits in any financial year during the tenure of Shri Ajay R Dhoot, Vice-Chairman and Shri Aaditya R Dhoot, Managing Director of the Company, the salary and perquisites payable to them shall not be reduced, but shall, subject to the approval of the Nomination and Remuneration Committee (Formerly known as Remuneration Committee) of the Board, at all times be governed by the provisions as regards minimum remuneration as may be prescribed in Schedule V of the Companies Act, 2013, in future.

d) The annual increments which will be effective 1st April each year, will be decided by the Board and will be merit-based and take into account the Company's performance; Incentive Remuneration and/or Commission based on certain performance criteria to be laid down by the Board; Benefits, Perquisites, Allowances as may be determined from time to time.

### e) **The terms and conditions of appointment of Shri Ajay R Dhoot, Vice- Chairman and Shri Aaditya R Dhoot, Managing Director (hereinafter referred to as "the Appointees") also include, inter-alia, following principal clauses:**

- 1) The Appointees shall adhere with the Code of Conduct for Directors and Senior Management Personnel's and the Ethical Code of Conduct for the Executive Directors, Senior Management Personnel's and Employees of the Company.
- 2) The Vice-Chairman and the Managing Director, will perform their respective duties as such with regard to all work of the Company and they will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- 3) The Vice-Chairman and the Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- 4) Further, the provisions of the Companies Act, 2013 including provisions in relation to appointment of directors have been notified with effect from 1st April, 2014. In accordance with Section 152(6) of the Companies Act, 2013, the period of office of at least two-third Directors of the Company shall liable to determination by retirement by rotation. Since the provisions of Section 152(6) are not applicable to Independent Directors, to ensure compliance with the provisions of Section 152(6), the office of Shri Ajay R Dhoot, Vice-Chairman and Shri Aaditya R Dhoot, Managing Director shall be liable to retire by rotation at the Annual General Meeting of the Company.
- 5) The office of the Vice-Chairman and the Managing Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.

Shri Ajay R Dhoot and Shri Aaditya R Dhoot, satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for their re-appointment. They are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri Ajay R Dhoot and Shri Aaditya R Dhoot under Section 190 of the Companies Act, 2013.

Shri Ajay R Dhoot and Shri Aaditya R Dhoot are interested in the resolutions set out respectively at Item Nos. 7 & 8 of the Notice, which pertain to their respective re-appointments and the revision in remuneration payable to each of them.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, in the said Resolutions, except for Shri Ajay Dhoot Vice-Chairman and Shri Aaditya R Dhoot Managing Director, in the Resolutions at Item Nos. 7 & 8 of the Notice.

The Board commends the Ordinary Resolutions at Item Nos. 7 & 8 of the Notice for approval by the Members.

### **ITEM NO. 9 :**

The Board of Directors at their meeting held on 13th August, 2014 had pursuant to the provisions of Section 161 of the Companies Act, 2013 appointed Mrs. Rajkamal Sukhani, as an Additional Director of the Company w.e.f 13th August, 2014. In terms of the provisions of Section 161(1) of the Act, Mrs. Rajkamal Sukhani, would hold office upto the date of the forthcoming Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Rajkamal Sukhani for the office of Director of the Company

Mrs. Rajkamal Sukhani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mrs. Rajkamal Sukhani, that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Mrs. Rajkamal Sukhani, possesses the appropriate skills, experience and knowledge, necessary for being appointed as the Independent Director of the Company.

In the opinion of the Board, Mrs. Rajkamal Sukhani fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Mrs. Rajkamal Sukhani is independent of the management.

**Brief Profile: Mrs. Rajkamal Sukhani**

Mrs. Rajkamal Sukhani, 65, is Delhi based and holds a Bachelor's degree in Arts (Home Science) from the University of Mumbai. She is currently the Director of **ELARCI (ESTATES AND CONSTRUCTIONAL) DEVELOPMENT SERVICES PVT. LTD.**, a Company into the business of developing, constructing Buildings and Structures, acquiring or giving on lease immovable properties. She is also associated with the family owned leather business. She is actively involved in the various philanthropic activities and is also a social worker. Mrs. Rajkamal Sukhani has an immense experience in the field of Human Resource Management which will be beneficial for undertaking Company's HR, ADMIN and CSR activities.

Except Mrs. Rajkamal Sukhani, no other Director or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item no. 9 of the Notice. This statement may also be regarded as a disclosure under clause 49 of the listing agreement with the Stock Exchanges.

**ITEM NO. 10 and 13 to the Notice:**

The Company had appointed Shri R.T. RajGuroo, Shri Jayant Godbole, Shri Siby Antony and Shri Prashant Pandit as the Non-Executive Directors and were considered as Independent Directors under clause 49 of the Listing Agreement.

As per the provisions of Section 149(4) which has come into force with effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

The Nomination and Remuneration Committee has recommended the appointments of Shri R.T. RajGuroo, Shri Jayant Godbole, Shri Siby Antony and Shri Prashant Pandit, as the Independent Directors of the Company for a term of 5 consecutive years commencing from 30th September, 2014.

The above Independent Directors have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, the above Independent Directors fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Directors and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of the above Directors as Independent Directors is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office of the Company on all working days, during business hours upto the date of the Meeting.

The brief profile of the Independent Directors to be appointed is given below:

**Shri R.T. RajGuroo**

Shri R. T. RajGuroo is a Practicing Company Secretary having expertise in the field of Corporate Laws, Labour and Industrial Laws, Project & Working Capital Financing and banking over 49 years, including 22 and 1/2 years as a Banker.

**Shri Jayant Godbole:**

37 years of wide active experience (excluding 8 years experience as independent Director) which includes 5 years in SSI Sector as Production In-charge and 27 years in IDBI (including 3 years in RBI) in various positions and departments such as Project Financing, Rehabilitation Business Development etc. For 5 years, he was in Sabah, Malaysia as Advisor for a mega Pulp and Paper / timber complex (\$0.7 Billion) and Project Co-ordinator for mega gas utilization projects. of USD 1 Billion. He was Executive Director of IDBI for 6 years during which period, he was Chairman of CDR Empowered Group (of Banks and financial Institutions), which was instrumental in preventing formation of NPA and correcting NPA in the Banking sector. At the time of retirement, he functioned as Chairman and Managing Director of IDBI.

**Shri Siby Antony:**

A Post Graduate in Economics from Madras University and a Graduate in Mathematics from Kerala University, Mr. Siby Antony has over four decades of experience in Banking and Financial Services, especially in the space of Distressed Assets. Mr. Siby has been instrumental in setting up the Distressed Assets Business in Edelweiss.

Prior to Edelweiss, he had an aggregate service of over 35 years as a banker. Starting his career with the Reserve Bank of India in 1969, he moved to IDBI, India's principal Development Financial Institution in 1975. Pursuing a very successful career in IDBI, he had grown to the position of Executive Director. He was appointed as the Executive Trustee of Stressed Assets Stabilization Fund, a Rs. 9000 Crore Fund created by Government of India to take over the stressed loans of IDBI, prior to its merger with IDBI Bank. He was also associated with the Corporate Debt Restructuring mechanism since inception and he was the Chairman of the Empowered Group of CDR until 2008. He also served on the board of ARCIL, the pioneering Asset Reconstruction Company in the country, as a nominee of IDBI.

During his career with IDBI, as a senior executive in the Project Finance Department he was in-Charge of sectors namely, Oil & Gas, Chemicals and Petrochemicals, Steel and Textiles, besides Road & Ports. He was also associated with the Inter Institutional Group constituted by Government of India and RBI for studying the issues connected with the flow of investment in infrastructure. He represented IDBI in the informal committee constituted by Ministry of Surface Transport (MOST), Government of India for drafting/finalisation of the Model Concession agreement for road projects.

Presently he is the MD & CEO of Edelweiss Asset Reconstruction Company Ltd., the largest ARC in the country.

**Shri Prashant Pandit**

Shri Prashant Pandit is a leading advocate and is having experience of more than 33 years and is having expertise in the area of Civil, Criminal and Labour Laws.

## **IMP POWERS LIMITED**

The Board commends the Ordinary Resolutions set out at Items Nos. 10 to 13 of the Notice for approval by the Members.

The above Independent Directors are interested in the Resolutions mentioned at Item Nos. 10 to 13 of the Notice with regard to their respective appointments. Other than the above Independent Directors, no other Director, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the Resolutions mentioned at Items Nos. 10 to 13 of the Notice.

### **ITEM NO. 14**

The cost audit of the product of the Company i.e. the Transformers is conducted on an annual basis by M/s. N. Ritesh & Associates, Cost Accountants. The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. N. Ritesh & Associates, Cost Accountants as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2015, at a remuneration of Rs. 50000/- (Rupees Fifty thousand only) plus out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 14 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2015.

The Board commends the Ordinary Resolution set out at Item No. 14 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the resolution set out at Item No. 14 of the Notice.

### **ITEM NO.'s 15 and 16 to the Notice:**

The members of the Company at the Annual General Meeting held on 30th November, 2007, had approved by way of an Ordinary Resolutions under Section 293(1)(d) and Section 293(1)(a) of the Companies Act, 1956, for borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of 200 crore and to create charge / mortgage / hypothecation on the Company's assets, both present and future, in favour of the lenders / trustees for the holders of debentures / bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business) respectively.

However, the Companies Act, 2013 which has come into force with effect from 1st April, 2014, special Resolutions has to be passed under the provisions of the Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013, in supersession of the Ordinary Resolution passed under the provisions of Sections 293(1)(a) and 293(1)(d) of the Companies Act, 1956.

Under the provisions of Section 180(1)(c) and Section 180(1)(a) of the Act, the above powers can be exercised by the Board only with the consent of the shareholders obtained by way of a Special Resolution. Further, as per a clarification dated 25th March, 2014 issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293(1)(d) and Section 293(1)(a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act, i.e. upto 11th September, 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow monies, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital and free reserves of the Company and to create charge / mortgage / hypothecation of the Company's assets, both present and future, in favour of the lenders, trustees for the holders of the debentures / bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

The approval for borrowing limit being sought is 200 crore or the aggregate of the paid up share capital and free reserves of the Company, whichever is higher, and to create charge / mortgage / hypothecation on the Company's assets to secure such borrowings, under Section 180(1)(c) and 180(1)(a) of the Act.

The Board commends the Special Resolution set out at Item Nos. 15 & 16 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the resolution set out at Item Nos. 15 & 16.

**By Order of the Board**

**Sd/-**

**Ramniwas R Dhoot  
Chairman**

**Place: Mumbai  
Date: 13<sup>th</sup> August, 2014**

**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

**ANNEXURE TO THE NOTICE:****Details of the Directors seeking Appointment/ Re-appointment at the Annual General Meeting:**

<b>Name of Directors</b>	<b>Shri Ramniwas R Dhoot</b>	<b>Shri Ajay R Dhoot</b>	<b>Shri Aaditya R Dhoot</b>	<b>Shri Rajendra Mimani</b>
Date of Birth	05.03.1941	09.03.1964	03.05.1968	02.04.1952
Date of Appointment on the Board	16.08.1962	14.05.1982	28.11.1986	29.08.2011
Qualifications	B.com	B.com	B.com	B.com
Expertise	Shri Ramniwas R Dhoot, currently the Executive Chairman of the Company, has been the driving force of the Company since its existence. He has an immense experience of more than five decades in the transformer industry and is instrumental in creating a strong organization and steering the Company into the league of top transformer manufacturers in India. He is also actively involved in philanthropic activities. Shri Ramniwas Dhoot, since inception has been the leader in Human Resource Management and is very close to the workers. He is the guiding force of the entire Organisation.	Shri Ajay R Dhoot, designated as Vice-Chairman of the Company, has an experience of more than 33 years in the field of Marketing, Finance and Administration. He is a prudent Business man and a Financial Wizard of the Company. He has also played a leading role in administering the Company's entry into domestic and international markets.	Shri Aaditya R Dhoot, designated as Managing Director of the Company, has an experience of more than 27 years in the transformer industry and has been instrumental in the Company's foray into higher rating transformers as well as its capacity expansion. He oversees the Project expansion, Accounts and Material Managements. He is actively involved in Indian Electrical and Electronics Manufacturers Association (IEEMA) activities and is the Mentor of Transformer Division and the Member of the Executive Council of IEEMA since 2007. Shri Aaditya R Dhoot, has also been elected as the Chairman of Elecrama 2016, which is the World's largest Electrical Transmission & Distribution Exhibition.	Shri Rajendra Mimani, Director -Marketing has more than 4 decades rich and varied experience in Business Development. He is associated with the Company for more than 42 years. Shri Rajendra Mimani has, in the past, successfully served the Company in various capacities.
Directorship held in other Companies (excluding foreign and Section 25 Companies)	IMP Energy Ltd.	IMP Energy Ltd.	IMP Energy Ltd.	IMP Energy Ltd. Mangalam Drugs & Organics Ltd.
Membership of Committees in other public companies (includes only Audit and Stakeholders Relationship Committee)	N.A.	N.A.	N.A.	N.A.
Shareholding of Directors	242529	232977	253315	Nil

# IMP POWERS LIMITED

## ANNEXURE TO THE NOTICE:

### Details of the Directors seeking Appointment/ Re-appointment at the Annual General Meeting:

Name of Directors	Mrs. Rajkamal Sukhani	Shri R.T. RajGuroo	Shri Jayant Godbole	Shri Siby Antony Mimani	Shri Prashant Pandit
Date of Birth	18.09.1949	27.06.1944	17.02.1945	10.05.1948	10.02.1955
Date of Appointment on the Board	13.08.2014	30.07.2005	16.03.2007	03.07.2009	30.07.2005
Qualifications	BA (Home Science)	B.Com., DFM, CAIIB, LL.B., FCS	B. Tech. (Hons.) from IIT-Certificate in Finance Management from Jannalal Bajaj Institute of Management Studies- Certificate in Network Analysis from Small Industries Extension Training Institute (SIET)-Participation Certificate in Corporate Long Range Planning (1986) from Indian Institute of Management (IIM)	A Post Graduate in Economics from Madras University and a Graduate in Mathematics from Kerala University	B.Com. LL.B.
Expertise	Mrs. Rajkamal Sukhani is currently the Director of ELARCI (ESTATES AND CONSTRUCTIONAL) DEVELOPMENT SERVICES PVT. LTD., a Company into the business of developing, constructing Buildings and Structures, acquiring or giving on lease immovable properties. She is also associated with the family owned leather business. She is actively involved in the various philanthropic activities and is also a social worker. Mrs. Rajkamal Sukhani has an immense experience in the field of Human Resource Management which will be beneficial for undertaking Company's HR, ADMIN and CSR activities.	Shri R. T. RajGuroo is a Practicing Company Secretary having expertise in the field of Corporate Laws, Labour and Industrial Laws, Project & Working Capital Financing and banking over 49 years, including 22 and 1/2 years as a Banker.	37 years of wide active experience (excluding 8 years experience as independent Director) which includes 5 years in SSI Sector as Production In-charge and 27 years in IDBI (including 3 years in IRBI) in various positions and departments such as Project Financing, Rehabilitation Business Development etc. For 5 years, he was in Sabah, Malaysia as Advisor for a mega Pulp and Paper / timber complex (\$0.7 Billion) and Project Co-ordinator for mega gas utilization projects of USD 1 Billion. He was Executive Director of IDBI for 6 years during which period, He was Chairman of DR Empowered Group (of Banks and financial institutions), which was instrumental in preventing formation of NPA and correcting NPA in the Banking sector. At the time of retirement, He functioned as Chairman and Managing Director of IDBI.	Mr. Siby Antony has over four decades of experience in Banking and Financial Services, especially in the space of Distressed Assets. Mr. Siby has been instrumental in setting up the Distressed Assets Business in Edelweiss. Prior to Edelweiss, he had an aggregate service of over 35 years as a banker. Starting his career with the Reserve Bank of India in 1969, he moved to IDBI, India's principal Development Financial Institution in 1975. Pursuing a very successful career in IDBI, he had grown to the position of Executive Director. He was appointed as the Executive Trustee of Stressed Assets Stabilization Fund, a Rs. 9000 Crore Fund created by Government of India to take over the stressed loans of IDBI, prior to its merger with IDBI Bank. He was also associated with the Corporate Debt Restructuring mechanism since inception and he was the Chairman of the Empowered Group of CDR until 2008. He also served on the board of ARCIL, the pioneering Asset Reconstruction Company in the country, as a nominee of IDBI. During his career with IDBI, as a senior executive in the Project Finance Department he was in-Charge of sectors namely, Oil & Gas, Chemicals and Petrochemicals, Steel and Textiles, besides Road & Ports. He was also associated with the Inter Institutional Group constituted by Government of India and RBI for studying the issues connected with the flow of investment in infrastructure. He represented IDBI in the informal committee constituted by Ministry of Surface Transport (MOST), Government of India for drafting/finalisation of the Model Concession agreement for road projects. Presently he is the MD & CEO of Edelweiss Asset Reconstruction Company Ltd., the largest ARC in the country.	Mr. Prashant Pandit is a leading advocate and is having experience of more than 33 years and is having expertise in the area of Civil, Criminal and Labour Laws.
Directorship held in other Companies (excluding foreign and Section 25 Companies)	NIL	Siddharth Education Services Ltd.	EMBIO Ltd. J K Cements Ltd. Gillanders Arbutnot & Co. Ltd. Emami Paper Mills Ltd. Kesar Terminals & Infrastructure Ltd. Madhya Bharat Papers Ltd. Zuari Global Ltd. Zuari Agro Chemicals Ltd. Saurashtra Cement Ltd. IDBI Asset Management Ltd. Kesar Multimodal Logistics Ltd. Gujrat Alkalies and chemicals Ltd.	Edelweiss Capital Ltd.	NIL
Membership of Committees in other public companies (includes only Audit and Stakeholders Relationship Committee)	NIL	NIL	<b>Audit Committee:</b> Gujarat Alkalies and Chemicals Ltd. EMBIO Ltd. Gillander Arbutnot Ltd. Emami Paper Mills Ltd. Zuari Global Ltd. Kesar Terminals & Infrastructure Ltd. IDBI Asset Management Ltd. Zuari Agro Chemical Limited Kesar Multimodal Logistic <b>Investors Grievance committee:</b> Zuari Agro Chemical Limited	NIL	NIL
Shareholding of Directors	NIL	NIL	NIL	NIL	NIL

## DIRECTOR'S REPORT

To,

The Members Of  
**IMP POWERS LIMITED**

Your Directors are pleased to present their 52<sup>nd</sup> Annual Report on the business and operations of your Company together with the Audited Accounts for the Financial Year ended 31st March, 2014.

### **FINANCIAL RESULTS:**

The financial and operating highlights for the year under review of the Company and that of the previous financial year, are given below:

( ₹ in Lacs)

<b>PARTICULAR</b>	<b>*MARCH 31, 2014</b>	<b>*MARCH 31, 2013 (9 Months)</b>
Gross Turnover	28636.18	22690.05
<b>Turnover Net of Excise Duty</b>	<b>26124.90</b>	<b>20509.99</b>
Other Income	54.61	27.79
<b>Total Revenue from Operations</b>	<b>26179.51</b>	<b>20537.78</b>
<b>Profit before finance cost, depreciation and taxes</b>	<b>2459.16</b>	<b>2004.05</b>
Less : Depreciation	493.39	332.70
Less: Finance Costs	1905.60	1330.47
<b>Profit before tax</b>	<b>60.17</b>	<b>340.88</b>
Less : current tax	12.90	139.33
Less : deferred tax	24.96	(26.61)
<b>Profit after tax</b>	<b>22.30</b>	<b>228.16</b>
Add: Profit brought forward from Previous Year	2027.50	2024.97
<b>Profit Available for Appropriation</b>	<b>2049.80</b>	<b>2253.13</b>
<b>Appropriation</b>		
Proposed Dividend (Equity)	40.68	40.68
Proposed Dividend (Preference)	7.24	7.36
Tax on Dividend	11.22	6.60
Transfer to 4% Preference Share Capital Redemption Reserve	81.67	18.38
Transfer to 1% Preference Share Capital Redemption Reserve	110.87	110.87
Transfer to Bond Redemption Reserve	55.66	41.74
<b>Surplus Carried to Balance Sheet</b>	<b>1742.47</b>	<b>2027.50</b>
	<b>2049.80</b>	<b>2253.13</b>
<b>Earning Per Share</b>		
Basic	<b>0.13</b>	<b>2.71</b>
Diluted	<b>0.13</b>	<b>2.71</b>

**\*Note:** The Figures mentioned above in respect of the Financial Year ended 31st March, 2014, are not comparable with the previous year's figures as the previous Financial Year ended 31st March, 2013 of your Company was of 9 months (Nine Months).

### **DIVIDEND:**

Your Directors' are pleased to recommend a Dividend of Re. 0.50 (i.e. @5%) per Equity Share on 8136563 Equity Shares of Rs.10/- each for the Financial Year ended 31st March, 2014.

### **BUSINESS SCENARIO:**

With a divergent growth globally, modest recovery from advanced economic and continued slow-down in emerging economies, a relatively subdued domestic performance coupled with overall deceleration of India' GDP growth and marked currency depreciation had a significant negative impact on the general business environment.

Despite the extremely challenging Indian Transformers Industry, especially due to challenging market scenario, emergence of new players as well as multinationals, larger capacity addition, and volatility in major raw material prices, your Company has sustained its growth level and its performance was satisfactory.



## IMP POWERS LIMITED

During the Year under review your Company manufactured 7127 MVA and achieved a total income of Rs 261.80 crore. In spite of the higher production, Sales were 6410 MVA, due to delay by customers in taking delivery and delay in opening of LC's. The sales under review on consolidated account basis of the year under review were Rs. 264.38 crore and Profit after Tax (PAT) was Rs. 0.58 crore.

### ACHIEVEMENTS:

- **YOUR COMPANY AS ON 31ST MARCH, 2014, HAVE AN ALL TIME HIGH ORDER BOOK OF RS. 346 CRORE (TRANSFORMERS) AND HYDRO PROJECTS OF RS. 87 CRORE AGREEGATING TO RS. 434 CRORE.**

The details of which are provided as under:

	Order Book (in MVA)	Order Book (Rs. in Crore)
<b>Transformers</b>		
SEB	6047	248
EPC	796	35
Deemed Exports	1324	64
<b>Hydro projects</b>	-	<b>87</b>
<b>Total</b>	<b>8167</b>	<b>434</b>

- Your Company on 3rd May, 2014 has been felicitated by its lead Bank, State bank of Hyderabad for being one of its important customers.
- Your Company has been awarded a single order of 91 nos of 25 MVA/ 132 KV transformers amounting to Rs. 101 crore from RRVPNL & is under execution.
- Your Company has received an Order of Rs. 40 crore from 3 MNCs (2 from Spain and 1 from Dubai) for their projects in India.
- Your Company constructed Air Condition and Control Environment in core coil assembly section in addition to winding section making a complete dust free section.
- Your Company has received approval from the following New Vendors:  
Gujarat Energy Transmission Corporation Ltd. (GETCO) for 315 MVA 400KV class auto transformers  
Power Transmission Corporation of Uttarakhand Ltd. (PTCUL) for 315 MVA 400 KV class auto transformers
- Your Company's Managing Director, is also the Member of the Indian Electrical and Electronic Manufacturer's Association (IEEMA) and has been elected as the Chairman of ELECRAMA 2016, which is the largest T & D Exhibition in the World.

### Finance and Rating:

Despite of the challenging and gloomy business scenario, the Credit rating agency, CARE, in their recent evaluation, has rated your Company as CARE "BBB" for long term credit rating and CARE "P3" for short term credit rating.

### Future Growth Prospects:

In India, the demand for equipment used in power sector is multiplying at a rapid rate because of social, economic and industrial development. The new government plans to fund up to 75% of the investment required to supply electricity through separate feeders for agricultural and rural domestic consumption, will benefit the Power Sector Companies and ultimately boost the regional demand for power transformers. The Government of India in the present era has shifted its focus to the transmission & distribution sector of the country, which is expected to offer abundant growth opportunities for the players operating in the electrical equipment market of India.

The government's commitment to provide 24x7 uninterrupted power supply to all homes and Deendayal Upadhyaya Gram Jyoti Yojana to augment power supply to rural areas, strengthen the sub-transmission and distribution systems will ultimately boost the demand for Power Transformers.

Your Company with a '**state of art**' facility to manufacture Power Transformers up to **400 KV** Voltage Class, is fully equipped with most modern Plant & Machinery to grab the opportunity provided by the domestic power transformer market. With all in-house testing arrangements to conduct Routine, Acceptance & all Type Tests as per IS & IEC standards, your Company always strive for total customer satisfaction by providing quality products and service on time.

Despite of the global financial crisis, the industry has seen an increasing trend in the transformer export, which contributes significantly to the revenue. Hence, your Company's major thrust is on exports by increasing its market presence across in countries like Africa and the Middle East, tying up with several International EPC players by designing and manufacturing quality products, improving productivity, maintaining costs and meeting global standards through efficient performance.

### Subsidiary Company:

IMP Energy Ltd (IEL), a Subsidiary Company of IMP Powers Ltd. incorporated in the year 2012, is acting as a Project Management Consultancy (P.M.C.) with a clear vision of providing excellence and perfection to explore emerging opportunities in mini and small Hydro Power Projects up to 25 MW. The company has made long strides in a very short span in providing

most modern technology effecting fresh innovations resulting in perfect results. IEL has ventured into this sector not only to provide end to end solutions in Hydro power but also to support the Government of India's latest thrust in renewable energy. Coupled with above, the demand for the renewable energy is also going to go up. Thus your company's Subsidiary, IMP Energy Ltd., incorporated with a clear objective to explore emerging opportunities in micro and small Hydro Power Sector, is also comfortably placed. IEL received 13 small Hydro projects orders totalling 12.7 MW & amounting to **Rs. 137.01 crore** in **Leh and Kargil**, the progress of which is satisfactory.

**Exemption under Section 212(8) of the Companies Act, 1956:**

As per the general exemption granted under Section 212(8) of the Companies Act, 1956 by the Government of India, Ministry of Corporate Affairs, New Delhi vide its General Circular No.2/2011, dated 8th February, 2011, the audited annual accounts and other documents of the Subsidiary as specified under Section 212 of the Act are not attached to the Annual report of your Company. Members desiring to have a copy of audited Annual Accounts and the related detailed information of IEL, subsidiary of the Company, may write to the Company Secretary at the Corporate Office of the Company and they will be provided with the same upon such a request. Annual Accounts of the subsidiary company will also be kept for inspection of the Members at the Corporate Office of Your Company in the working days of the Company between 2.00 p.m. to 4.00 pm. A statement pursuant to Section 212 of the Companies Act, 1956, in respect of the Subsidiary Company is annexed herewith and forms part of this Annual Report.

As required under the Listing Agreement with the Bombay Stock Exchange Ltd., (BSE) and National Stock Exchange of India Ltd. (NSE) and in accordance with the requirements of Accounting Standards AS-21, issued by the Institute of Chartered Accountants of India, the Consolidated Accounts of the Company and its subsidiary are annexed to this Annual Report.

**DIRECTORS:**

Shri Ramniwas R Dhoot, was re-appointed as the Chairman of the Company for a further period of 3 years w.e.f 1st April, 2014, subject to the approval of the Members and Shri Ajay R Dhoot and Shri Aaditya R Dhoot, were also re-appointed as the Managing Director and as the Jt. Managing Director of the Company respectively, for a further period of 5 years w.e.f 1st April, 2014, subject to the approval of Members. The Board of Directors at their Meeting held on 29th May, 2014 had designated Shri Ajay R Dhoot as the Vice-Chairman and Shri Aaditya R Dhoot as the Managing Director of the Company. The Board hereby recommends the re-appointment of Shri Ramniwas R Dhoot Chairman of the Company for a further period of 3 years w.e.f 1st April, 2014 and Shri Ajay R Dhoot, designated as Vice-Chairman and Shri Aaditya R Dhoot, designated as Managing Director of the Company for a further period of 5 years w.e.f 1st April, 2014 to the Members of the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Rajkamal Sukhani was appointed as an Additional Director w.e.f. 13th August, 2014, she holds office up to the date of the ensuing Annual General Meeting. The Company has also received requisite notice in writing from a member proposing her candidature for the office of an Independent Director of the Company, to hold office for a period of 5 (five) consecutive years commencing from 30th September, 2014.

Pursuant to the provisions of the Companies Act, 2013, Shri Rajendra Mimani, Director-Marketing, retires by rotation and being eligible offers himself for re-appointment.

Shri R.T. RajGuroo, Shri Jayant Godbole, Shri Siby Antony and Shri Prashant Pandit, Independent Directors of the Company whose period of Office was liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956 are being appointed as Independent Directors for a term of five consecutive years.

In the opinion of the Board, they fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Directors and are independent of the management.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges. Members are requested to refer to the Notice and Explanatory Statement for the experience, qualification and tenure of the Independent Directors.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, your Directors confirm that:

- That in the preparation of the Accounts for the Financial Year ended 31st March, 2014 the applicable accounting standards had been followed along with proper explanation relating to material departures;
- They have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March 2014 and of the profit of the company for that period;
- They have taken proper and sufficient care to maintain adequate accounting records in accordance with the provisions of the Companies Act, 1956 to safeguard the assets of the Company and to prevent and detect fraud and other irregularities; and
- The Accounts have been prepared on a going concern basis.

**AUDITORS:**

M/s. Batliboi & Purohit, Chartered Accountants, (bearing ICAI Registration No. 101048W), the Statutory Auditor of the Company, hold office till the conclusion of the ensuing Annual General Meeting of the Company and are eligible for re-appointment.

The Company has received a written consent from M/s. Batliboi & Purohit, Chartered Accountants, to such appointment and also a certificate to the effect that their appointment, if made, would be in accordance with Section 139(1) & Section 141(3)(g) of the Companies Act, 2013 and the rules made there under, as may be applicable.

# **IMP POWERS LIMITED**

## **AUDITORS' REPORT:**

The Auditors' Report to the members on the Accounts of the Company for the financial year ended 31st March, 2014, does not contain any qualification.

## **COST AUDITORS:**

The Company has appointed M/s. V.J. Talati & Co., as the Cost Auditors to conduct the audit of cost accounting records maintained by the Company for the Financial Year 2014-2015, subject to the approval of the Central Government. The Cost Audit Report for the Year ended 31st March, 2014 will be filed on or before the due date.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges, a detailed review by the Management on operation, performance and future outlook of the company and its business, is presented in a separate section viz: Management Discussion and Analysis forming part of this Annual Report.

## **CORPORATE GOVERNANCE:**

Your Company reaffirms its commitment to the Corporate Governance and is fully compliant with the conditions stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges.

As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate Chapter on the compliance with the conditions of Corporate Governance together with a certificate from Statutory Auditors of the Company in this regard is annexed hereto and forms part of the Corporate Governance Report.

A Code of Conduct for Directors and Senior Management Personnels, Code of Conduct for Prevention of Insider Trading, Whistle Blower Policy and the Ethical Code of Conduct for Directors and Senior Management Personnels and Employees of the Company etc., effectively support the Corporate Governance processes.

## **CODE OF CONDUCT COMPLIANCE:**

As per Clause 49 of the Listing Agreement with the Stock Exchanges, the declaration signed by the Managing Director regarding Code of Conduct Compliance for the financial year ended 31st March, 2014 is annexed and forms part of the Corporate Governance Report.

## **PUBLIC DEPOSITS/ LOANS & ADVANCES:**

Your Company has not accepted any deposits from the public, or its employees during the year under review. The Company has not given any loans/advances to its subsidiary, the particulars of which is required to be disclosed pursuant to Clause 32 of the Listing Agreement, in the Annual Accounts of the Company.

## **CONSOLIDATED FINANCIAL STATEMENTS:**

The Consolidated Financial Statements of the Company prepared in accordance with applicable Accounting Standards forms a part of this Annual Report.

## **CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:**

Your Directors at their Meeting held on 29th May, 2014, have constituted the Corporate Social Responsibility (CSR) Committee of the Board comprising of Shri Ajay R Dhoot as the Chairman and Shri Aaditya R Dhoot and Shri Siby Antony as the other members.

The said Committee has been entrusted with the responsibility of formulating and recommending to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities.

## **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

Your Company has adequate internal control procedures commensurate with its size and nature of business, in order to ensure that all the transactions are duly authorised, recorded and reported correctly.

Internal audit is looked after by independent firm of Chartered Accountants, M/s Sharp & Tannan Associates who audit the adequacy and effectiveness of internal controls laid down by the management and suggest improvements. Summarized Internal Audit observation/reports are reviewed by the Audit Committee on a regular basis. The Audit Committee of the Board of Directors periodically reviews the audit plans, internal audit reports and adequacy of internal controls and risks management.

## **INSURANCE:**

The properties, and all insurable assets of your Company are adequately insured.

## **HUMAN RESOURCES:**

Your Company continues to place significant importance on its Human Resources, enjoys cordial relations at all levels and recognizes that personnel are its principal assets. The Company also believes that its growth is always dependent upon its ability to attract and retain good quality personnel. A full-fledged Human Resources Department has been set up which is entrusted with the responsibility of recruiting new talent from the market, retaining and developing skills of the employees of the Company by conducting various trainings in its in-house training centre at the Silvassa Factory.

Your Company's Industrial relations at all divisions continued to be harmonious during the year.

## **INDUSTRIAL RELATIONS:**

The industrial relations continued to be generally peaceful and cordial.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information relating to the conservation of energy, technology absorption and foreign exchange earnings and outgo as required to be disclosed under the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1988, is given in Annexure I forming part of this Report.

**PARTICULARS OF EMPLOYEES:**

The Company has not employed any employee drawing remuneration in excess of the limits prescribed, under Section 217 (2A) of the Companies Act, 1956 read with Companies (Particular of Employees) Rules, 1975 as amended vide Companies (Particular of Employees) Amendment Rules, 2011 during the year under review.

**ACKNOWLEDGEMENT:**

The Board of Directors takes this opportunity to thank all, investors/ shareholders, consumers, dealers, distributors, clients, vendors for their continued support. The Board is also thankful to the bankers for extending timely assistance in meeting the financial requirement of the Company. It would further like to place on record the co-operation and assistance provided by Government Departments, Stock Exchanges and other regulatory authorities. Your Directors wish to place on record their appreciation for the contribution made by employees at all levels to the continued growth and prosperity of your Company.

For and on Behalf of Board of Directors

Sd/-

Ramniwas R Dhoot  
Chairman

Place: Mumbai

Date: 13th August, 2014

**ANNEXURE I- to the Directors' Report**

Information as per section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 for the financial year ended 31st March, 2014.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO IN YEAR 2013-2014****A) CONSERVATION OF ENERGY:****Steps taken for conservation of Energy:**

1. Installation of 3 nos new winding machines with AC drive during the year after replacing old machines with conventional power supply through contactors resulted into controlled operation of winding with smooth speed .This has resulted into saving in power consumption.
2. A new high vacuum pumping system of capacity 2100 cubic metre/hour state of art energy efficient was ordered during the year 2013-14. This plant consists of energy efficient SHINKO SEIKI Japan make rotary & roots pump & will be used to create high vacuum in transformers before insulating oil impregnation. Power consumption will be reduced by 50% due to use of this modern plant. This plant has been commissioned in July 2014 and is under operation.
3. Overhauling & Servicing of 4 nos rotary & roots vacuum pumps was done as a preventive maintenance. This resulted into increase in efficiency of these pumps thereby reducing power consumption .
4. Cooling tower of 100 ton capacity was erected & commissioned during the year. This new capex item has resulted into reduction of temperature of cooling water to our plant & machinery ,thereby reducing power consumption due to increase in efficiency.
5. Reduction in wastage of energy by optimum use of plant & machinery, air conditioners and lighting in workshops/offices.
6. With the help of various measures undertaken by the Company, there is a reduction in consumption of energy per unit of physical production of transformers .

**B) TECHNOLOGY ABSORPTION: N.A.****C) FOREIGN EXCHANGE EARNINGS AND OUTGOINGS:**

Details of Foreign Exchange Income and Outgo are as Below:

(In Lacs)

PARTICULAR	2013-14	2012-13 (Nine Months)
Foreign exchange earnings	1354.84	7.45
Foreign exchange expenditure	21.88	6.38

For and on Behalf of Board of Directors

Sd/-

Ramniwas R Dhoot  
Chairman

Place: Mumbai

Date: 13th August, 2014

# IMP POWERS LIMITED

## MANAGEMENT DISCUSSION AND ANALYSIS

### ECONOMIC OVERVIEW:

The economic slowdown bottomed out last year. A spell of global financial turbulence caused capital outflows and pressure on the exchange rate, but strong policy measures stabilized the currency, rebuilt reserves and narrowed the excessive current account deficit. India's GDP growth for 2013-14 has been about 5% and at the same levels as that of the previous financial year. In the last five years, the growth rate of the economy has been lower than the estimates, but the industry is hopeful of a rebound with a new stable government.

With the opening up of foreign direct investment (FDI) in several sectors, India today is an eye-catching destination for overseas investors, who are competing for a greater role in the Indian market. The World Bank has projected an economic growth rate of 5.7% in FY 2015 for India due to more competitive exchange rate and several significant investments going forward.

### INDIAN ELECTRICAL EQUIPMENT INDUSTRY

Indian electrical equipment industry, has shown some signs of revival, after a negative growth of 7.8% in production in 2012-13. The industry has a diversified, matured, established and strong manufacturing base, with robust supply chain, fully equipped to meet the domestic demand and capacity additions. Indian Electrical equipment industry is expected to play a vital role in improving power availability and power infrastructure, the vital inputs for development of the economy. If the economy is to grow at 8% p.a. over the next 20 years, it has been estimated that the country will need to increase power generation capacity by about four times by 2032. Domestic demand, coupled with increase in exports, has managed to keep the industry afloat. The industry is focusing on exports of Made in India electrical products and progressing towards making India a global sourcing hub for electrical equipment.

### TRANSFORMER INDUSTRY:

The Transformer industry is an integral part of the country's electrical equipment industry. The Indian transformer industry has grown by leaps and bounds for over five decades and has a well matured technology base up to 800 kv class and going upto 1200 kv class. However, the Power Transformer Industry is going through a sluggish phase and has been affected with lower capacity utilization and price realization. It continues to face tough competition from the Chinese manufacturers. However, with the continuous support from the government to promote the power transformer industry through investments, tax benefits, subsidies, etc. will help the industry to grow over the coming years.

The Indian Power transformer market is well established, with significant sales being made to the utilities, industrial, and commercial segments within the country and has a strong foothold in the overseas market. This market has witnessed compounded Annual Growth Rate (CAGR) of 8% in the past 5 years. With the upswing demand for reliable power in the country, the transformer market is witnessing a growth trend.

### **Size of Indian "Transformers" Industry for the Year 2013-2014:**

SR No.	Industry Size	2013-2014		2012-2013		% Change	
		MVA	Amt (in Crores)	MVA	Amt (in Crores)	MVA	Amt (in Crores)
1	<b>Power Transformers</b>	169020	4350	165090	4520	2.38%	-3.76%
	10MVA to 500 MVA						
2	<b>Distribution Transformers</b>	79975	5920	76490	5990	4.56%	-1.17%
	Upto 10 MVA to 2500 KV						

### FUTURE PROSPECTS: TRANSFORMER INDUSTRY

- The new BJP-led stable government, after 30 years of coalition ruling, with decisive mandate and clear majority will boost the confidence of the industry both at the domestic and global level and also for the foreign investors. The major reforms are aimed at infrastructure and power sector growth and the industry is optimistic that the new government will provide a conducive investment environment. The Government of India in the present era has also shifted its focus to the transmission & distribution sector of the country, which is expected to offer abundant growth opportunities for the players operating in the electrical equipment market of India.

- The Transformer market revenues in India are expected to grow at the CAGR of 14 % till 2018. Under the 12th five year plan (2012-2017), the government plans to spend 200 billion on developing and strengthening power infrastructure in India.
- Further, Restructured Accelerated Power Development and Reforms Programme (RAPDRP), the Rs. 515 billion union government flagship programme, aims to reduce Aggregate Technical and Commercial Losses (AT&C) losses of state utilities to 15% or below, which in turn has led to an increased demand for new equipment.
- The Indian government expects to add another 85,000 MW of power capacity during the 12th Five-Year Plan (2012-2017) period. The demand for power Transformers is also expected to go up as a direct consequence. Government's attempt of attaining 100% electrification across the country by 2017 would contribute to the demand for power transformers.
- Power transformers with a rating of 100 MVA to 500 MVA are expected to continue dominating global demand and accounted for over 73% of the overall market volume in 2013. It is also expected to be fastest growing segment, at an estimated CAGR of 6.4% in terms of revenue from 2014 to 2020.
- Asia Pacific accounted for over 40% of the market in 2013; it is also expected to grow at the fastest CAGR of 6.6% in terms of revenue from 2014 to 2020. Growing population as well as increasing demand for electricity is expected to fuel the market in this region over the forecast period.

#### **OPPORTUNITY IN EXPORTS:**

The Indian transformer industry is gradually gaining prominence in developed markets on the basis of its quality and pricing. The domestic transformer industry, which is fairly well established developing all type of transformers upto the 800kv and 1200 kv levels, has the potential of becoming the manufacturing hub for the supply of transformers in foreign markets.

The industry is currently exporting about 10% of their production. In Power equipment, transformers are one of the most fragmented segments, with numerous SME's involved in the manufacturing of transformers. The transformer segment exports to more than 50 countries including the US, Europe, South Africa, Cyprus, Syria, Iraq and the Far East countries.

#### **COMPANY'S POSITIONING:**

IMP today is an established name in the manufacturer of quality EHV, Power, Distribution, Special Purpose, Furnace, Thyristor Duty Transformers & Reactors up to 315 MVA in 400 kv class, and has entered into the elite league of manufacturers of 400 kv transformers in the country.

"**Since 1961**" IMP has stood for innovative high quality and reliable Transformers with due **respect to customers around the Globe**. IMP's infrastructure today boasts of with the state of the art manufacturing facility at Silvassa which features world class technology and precision machinery. IMP has a total installed capacity of 12000 MVA per annum. **IMP** is a recognized supplier to all SEB's, major EPC contractors and private customers in the country and exports to 27 countries worldwide.

The Company, with more than five decades of experience, has about 30,000 installations/customer base in India and in about 26 countries across the world catering the requirements of Utilities, SEB, PSU and Private Industries.

#### **FINANCIAL & OPERATIONAL PERFORMANCE OF IMP POWERS LTD.**

(Rs. in Crs)

<b>Particulars</b>	<b>Year ended 31.03.2014</b>	<b>Year ended 31.03.2013 (9 months)</b>
Production (in MVA)	7129	5759
Sales (in MVA)	6410	5235
Income	261.80	205.38
EBIDTA	24.59	20.04
PAT	0.22	2.28

**The Figures mentioned hereinabove are not compared with the previous financial year, as the previous financial year ended 31st March, 2013, was of 9 months.**

## **IMP POWERS LIMITED**

### **IMP Energy Ltd., Subsidiary of IMP Powers Ltd.**

There is a clear thrust for renewable energy mainly through wind and solar. Mega plans for the same are under preparation. Renewable energy will be the source of all future electricity production in the world and hence, the demand for the renewable energy will go up.

Thus your company's Subsidiary, IMP Energy Ltd. (IEL), incorporated with a clear objective to explore emerging opportunities in micro and small Hydro Power Sector, is also comfortably placed. IEL received 13 small Hydro projects orders totalling 12.7 MW & amounting to Rs. 137.01crs in Leh and Kargil, the progress of which is satisfactory. We expect to commission 2 in Kargil and 2 in Leh in this calendar year only.

### **STRENGTHS:**

- Approved and Class 'A' Supplier in Almost all State Power Utilities (SEB's) in the Country.
- IMP has well equipped manufacturing unit at Silvassa for manufacturing transformers with Installed Capacity of 12,000 MVA per annum and is proud to manufacture Transformers upto 315 MVA, 400 KV Class.
- In-house facilities for manufacturing OLTC & RTCC.
- IMP with a more than five decades of experience, has about 30,000 installations/customer base in India and in about 20 countries across the world catering the requirements of Utilities, SEB, PSU and Private Industries.
- IMP is the only TRANSFORMER Company in India which is entitled for sales tax exemption till 2017.
- Well-established and known BRAND

### **WEAKNESS AND MANAGEMENT PERCEPTIONS:**

- The industry is highly working capital Intensive.
- Over dependency on State Power Utilities
- Shortage of skilled manpower.
- ***Raw material, the key input and real cost driver:***

The raw materials like copper, transformer oil, steel stampings and aluminium are subject to price fluctuations, which may affect operating margins. Especially there are large fluctuations in copper prices.

CRGO Import is a big challenge because of the compulsory BIS Certification since September, 2013 for most of the grades to be consumed within India. This has led to some price increase.

### **OPPORTUNITIES:**

- The new governments plans to fund up to 75% of the investment required to supply electricity through separate feeders for agricultural and rural domestic consumption, which will benefit the Power Sector Companies and ultimately the transformer manufacturers.
- With the government's commitment to provide 24x7 uninterrupted power supply to all homes and Deendayal Upadhyaya Gram Jyoti Yojana for feeder separation which will be launched to augment power supply to the rural areas will strengthen sub-transmission and distribution systems and ultimately boost the demand for Power Transformers.
- As Transformers are an indispensable component of an alternate current (AC) electrical system for electricity generation, transmission or distribution, the demand for transformers increases proportionately with the amplification of power generation, transmission or distribution networks in the country.
- With T&D companies actively striving to reduce aggregate technical and commercial (A&TC) losses, the demand for energy efficient transformers would get a boost.
- Increased spending on electrification and rising power demands, the Electrical equipment manufacturers are likely to get benefitted The major power addition programmes like, Restructured Accelerated Power Development and reforms Programme (R-AAPDRP) and Rajiv Gandhi Grameen Vidhutikaran Yojana (RGGVY) scheme and transmissions projects have been the major drivers of growth in electricity generation/ transmission and are bolstering the demand for electrical equipment segment. Government's attempt of attaining 100% electrification across the country by 2017 would contribute to the demand for power transformers.
- The Initiatives undertaken by the Indian Government, alongwith the need of replacement of transformers installed in the earlier years is expected to drive the growth in the Indian Transformers market.

- The global power transformers market is expected to reach USD 18.55 billion by 2020. Growing energy demand, on a global level, is expected to be the key driving force for the power transformers markets over the next six years.

#### **THREATS AND MANAGEMENT PERCEPTIONS:**

- The Transformer industry is going through a sluggish phase and has been worst affected with lower capacity utilization and price realization. It continues to face tough competition from the Chinese manufacturers.

- **Impact of Imports:**

The domestic industry is "facing non-market competition on account of cut throat below-cost entry level prices and large scale imports from China and Korea especially above 400 kv

The Transformer Industry heavily depends on imports especially in the extra high-voltage (EHV) segment. Also, the industry growth is increasingly coming under pressure due to the growing competition from foreign manufacturers and investment slowdown.

A surge in the imports of cheap and inferior quality electrical equipment from abroad is significantly impacting the Indian Electrical Equipment Industry with under-utilisation of recently enhanced capacities across several products.

#### **Fluctuation of Raw material Prices-**

Volatility in prices of key raw materials such as steel and copper is expected to be barrier for industry growth. On account of volatility of prices maintaining profits margins while manufacturing products is a challenge for Industry participants for the orders having fixed prices.

Rupee depreciation has made critical imported raw material and inputs for electrical equipment industry costly and lead to low margins. Companies which have a higher share of fixed-price contracts are highly vulnerable to these fluctuations.

- Indian Industry suffers from various structural disadvantages such as power cuts, multiple taxation, high cost of funds, non adherence to payment terms by customers, mainly power utilities resulting in unmanageable cashflow problems across the industry and delay in project clearance etc., which further erode their competitiveness vis-à-vis imports.

#### **INTERNAL CONTROLS:**

The Company has an adequate internal control system commensurate with its size and nature of business operations, in order to ensure that all the transactions are duly authorised, recorded and reported correctly. Regular internal audits and checks are carried out and the management also reviews the internal control systems and procedures to ensure efficient conduct of the business. M/s Sharp & Tannan Associates, an independent firm of Chartered Accountants carries out Internal audit across the organization and suggest improvements. Summarized Internal Audit observation/reports are reviewed periodically by the Audit Committee on a regular basis. The Internal Auditor periodically interact with the Audit Committee of the Board of Directors of the Company to discuss various internal controls/ internal audit issues.

#### **RISK MANAGEMENT:**

At IMP the objective of risk management is to ensure that it is adequately estimated and controlled to enhance shareholder value. Risk is pertinent to virtually all the business activities though in varying degrees and forms. It is the constant endeavor of the Company to identify, assess, priorities and manage existing as well as emerging risks in a planned and cohesive manner.

#### **HUMAN RESOURCES:**

Your Company recognizes that its personnel are the primary source of its competitiveness. The Company's human resources management systems and processes are designed to enhance employee engagement and employee productivity towards achieving the Company's goals.

The Company also believes that its growth is always dependent upon its ability to attract and retain good quality personnel. As a part of Talent Management process and in order to improve the capabilities of workforce, various trainings are conducted by the HR Department, in the in-house training centre of the Company at the Silvassa Factory. In the continuous improvement journey, HR practices are re-visited to strengthen harmonious industrial relations.

#### **CAUTIONARY STATEMENT:**

The Management Discussion and Analysis Report contains forward looking statements, describing the Company's objectives, projections, estimates, expectations based upon the data available with the Company, assumptions with regard to Global and Indian Economic Conditions, the government policies etc. The actual results of the Company could differ materially from those expressed or implied in the Report. Therefore, it is cautioned that the Company assumed no responsibility to publicly amend, modify or revise any forward looking statements on the basis of any subsequent development, information or event.



**CORPORATE GOVERNANCE REPORT**

**1) IMP's PHILOSOPHY ON CORPORATE GOVERNANCE**

The Company continues to lay great emphasis on the highest standards of Corporate Governance. The Company believes that good Corporate Governance is essential for achieving long-term corporate goals and to enhance stakeholders' value. The Company's Governance philosophy is founded upon a rich legacy of fair, ethical and transparent governance practices by adopting highest standards of professionalism, honesty, integrity and ethical behaviour, in order to protect the interests of all its stakeholders.

The Company has adopted a Ethical Code of Conduct for its employees including the Chairman, Vice-Chairman, Managing Director and the Director-Marketing. In addition, the Company has adopted a Code of Conduct for its Directors, Independent Directors and its Senior Management Personnels. The Company's Corporate Governance philosophy has been further strengthened through the IMP's Code of Conduct for Prevention of Insider Trading and the Whistle Blower Policy of the Company.

The Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreements entered into with the stock exchanges with regard to corporate governance.

A Report on compliance with the Code of Conduct on Corporate Governance as prescribed by the Securities and Exchange Board of India and incorporated in the Listing Agreement is given below.

**2) BOARD OF DIRECTORS**

The Board comprised of 9 Directors as on 31st March, 2014. The Chairman, Vice-Chairman, Managing Director and the Director-Marketing are the Whole-time Directors of the Company. The remaining are Non-Executive Directors comprising four Independent Directors and One Nominee Director, who possess the requisite qualifications skills and experience in the fields of management, law, finance, administration, banking and other allied areas which enable them to contribute effectively to the Company in their capacity as Directors of the Company.

**A) Composition of the Board :**

The composition of the Board is in conformity with Clause 49 of the Listing Agreement, as amended from time to time. The Board of Directors of IMP comprised of 9 Directors of which, 4 Directors were Non-Executive Independent Directors, 4 Directors were Executive Directors and One Director was a Nominee Director. The names and categories of Directors, the number of Directorship and Committee position held by them in the companies are given below. None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49 of the Listing Agreement), across all the companies in which he is a Director:

Directors	Category	Total Number of Directorship of public companies*, Committee Chairmanship and Membership as on 31 <sup>st</sup> March, 2014		
		#\$Directorship	#Committee Chairmanship	#Committee Membership
<b>EXECUTIVE</b>				
Shri Ramniwas R Dhoot	Promoter	1	0	0
Shri Ajay R Dhoot	Promoter	1	0	0
Shri Aaditya R Dhoot	Promoter	1	0	0
Shri Rajendra Mimani	Whole Time Executive (functional) Director (Director-Marketing)	2	0	0
Shri Prakash Bagla	Nominee Director	0	0	0
<b>NON-EXECUTIVE</b>				
Shri R. T. RajGuroo	Independent	2	0	0
Shri Jayant Godbole	Independent	13	3	10
Shri Siby Antony	Independent	1	0	0
Shri Prashant Pandit	Independent	0	0	0

# The Directorship, Committee Membership/ Chairmanship are other than IMP Powers Ltd.

\$ Excludes Alternate Directorship but includes Additional Directorship and Directorship in IMP Powers Ltd.

\* Excludes private limited companies, foreign companies, companies registered under section 25 of the Companies Act, 1956 and government bodies.

**B) Board Procedure:**

A detailed Agenda folder is sent to each Director in advance of the Board and Committee Meetings. All the relevant and necessary information such as Capital Expenditure and Operating Budget, Financial Results, Production, Sales, Exports, Imports, Cost Audit Reports, Financial Plans are as a matter of routine placed before the Board for their approval/ noting. To enable the Board to discharge its responsibilities effectively, the Vice-Chairman and Managing Director apprises the Board at every Meeting of the overall performance of the Company, followed by the presentations by the CFO of the Company.

**C) Number of Board Meetings, Attendance of the Directors at Meetings of the Board and at the Annual General Meeting:**

During the year from 1st April, 2013 to 31st March, 2014, 4 Board Meetings were held on the following dates 28th May, 2013, 12th August, 2013, 13th November, 2013, 13th February, 2014. The gap between two Meetings did not exceed more than four (4) months all the Meetings were held at the Corporate Office of the Company. These Meetings were well attended. The Fifty First Annual General Meeting (AGM) of the Company was held on 30th September, 2013. The attendance of the Directors at these Meetings was as under:

**Attendance of each Director at the Board Meetings and the Annual General Meeting held during 2013-2014 (1st April, 2013 to 31st March, 2014):**

Directors Name & Designation	Number of Board Meetings Attended #	Attendance at the Last AGM Attended (held on 17.12.2012)
Shri Ramniwas R Dhoot (Chairman)	3	YES
Shri Ajay Dhoot (Managing Director)	4	YES
Shri Aaditya Dhoot (Jt. Managing director)	4	NO
Shri R . T .RajGuroo (Independent Director)	3	YES
Shri Jayant Godbole (Independent Director)	4	NO
Shri Siby Antony (Independent Director)	4	NO
Shri Prashant Pandit (Independent Director)	1	NO
Shri Rajendra Mimani (Director-Marketing)	2	YES
Shri Prakash Bagla (Nominee Director)	4	NO

**D) Appointment/ Re-appointment of Directors:**

Details of the Directors seeking appointment / re-appointment at the ensuing Annual General Meeting (AGM), pursuant to Clause 49 of the Listing Agreement, have been given along with the Notice of AGM.

## IMP POWERS LIMITED

### 3) COMMITTEES OF THE BOARD :

#### A) AUDIT COMMITTEE :

The Board of Directors of the Company has a duly constituted Audit Committee in conformity with the Clause 49 (II) (A) of the Listing Agreement entered with the Stock Exchanges and other relevant regulatory/ statutory provisions. The Audit Committee functions according to its Charter that defines its composition, authority, responsibility and reporting functions in accordance with the Act, listing requirements.

#### i) Terms of Reference of Audit Committee:

- a) Reviewing, with the Management, the quarterly financial statements and annual audited financial statements before submission to the Board for approval.
- b) Reviewing, with the Management, performance of Statutory and Internal auditors, and adequacy of the internal control systems.
- c) Reviewing the adequacy of internal audit function, if any and frequency of internal audit.
- d) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- e) Hold timely discussion with Statutory Auditors regarding critical accounting policies and practices, significant reporting issues and judgments made, nature and scope of audit etc. and evaluate auditors performance, qualification and independence.
- e) Oversight of the Company's financial reporting processes and disclosure of its financial information, changes in the Accounting policies;
- f) Review of the Company's accounting policies, internal accounting controls, financial and risk management policies;
- g) Recommending the appointment and removal of Internal as well as Statutory Auditors, fixation of audit fees.
- i) Review the Company's arrangements for its employees to raise concerns about possible wrong doing in financial reporting, accounting, auditing or other related matters.
- j) Review the significant related party transactions submitted by the management.
- k) Discuss with the management, the Company's policies with respect to risk assessment and risk management.

#### ii) Composition:

The Audit Committee comprises of the following Directors:

Sr. No.	Name of the Director	Category
1.	Shri R T RajGuroo (Chairman)	Non-Executive, Independent,
2.	Shri Siby Antony (Jt. Chairman)	Non-Executive, Independent,
3.	Shri Prashant Pandit (Member)	Non-Executive, Independent,
4.	Shri Aaditya R Dhoot (Member)	Executive, Non-Independent

Generally all items listed in Clause 49 II (D) of the Listing Agreement are covered in the terms of reference. The Audit Committee has been granted powers as prescribed under Clause 49 II (C).

Shri Deepak Shah, Chief Financial Officer (CFO) of the Company, attend and participate at all the meetings of the Committee. The Committee from time to time also invites such other executives, as and when it considers appropriate, to be present at the meetings.

#### iii) Meetings and Attendance of the Audit Committee Members during the Year :

During the year ended 31st March, 2014 the Audit Committee met 4 times during the Year:

1. 28<sup>th</sup> May, 2013
2. 12<sup>th</sup> August, 2013
3. 13<sup>th</sup> November, 2013
4. 13<sup>th</sup> February, 2014

**Attendance during the year :**

Sr. No.	Name of the director	No. of Meetings attended
1	Mr. R T RajGuroo	3
2	Mr. Siby Antony	4
3	Mr. Aaditya R Dhoot	4
4	Mr. Prashant Pandit	1

**B) STAKEHOLDERS RELATIONSHIP COMMITTEE :**

In terms of Section 178(5) of the Companies Act, 2013, the Board at its Meeting held on 29th May, 2014, renamed the Shareholders'/Investors' Grievance Committee as Stakeholders Relationship Committee. The Committee has been duly constituted, in accordance with the provisions of the Listing Agreement and applicable provisions of the Companies Act, 2013.

**i) Terms of Reference:**

To approve share transfers, transmissions, issue of duplicate share certificates, to review and advise the Company on any grievance in relation to (a) Non-transfer of shares (b) Non-receipt of Annual Report, Dividend (c) any other grievance raised by any stakeholder.

**ii) Composition :-**

The Stakeholders Relationship Committee (Formerly known as Shareholders'/Investors' Grievance Committee) comprises of following Directors:-

Sr. No	Name of the Director	Category
1	Shri R. T. RajGuroo (Chairman)	Non-Executive, Independent
2	Shri Ajay R Dhoot (Member)	Executive, Non-Independent
3	Shri Aaditya R Dhoot (Member)	Executive, Non-Independent

**iii) Meeting and attendance during the year:**

The Committee met 4 times on following dates:

1. 28<sup>th</sup> May, 2013
2. 12<sup>th</sup> August, 2013
3. 13<sup>th</sup> November, 2013
4. 13<sup>th</sup> February, 2014

Sr. No	Name of the Director	No of meetings attended
1	Shri R. T. RajGuroo (Chairman)	4
2	Shri Ajay R Dhoot (Member)	4
3	Shri Aaditya R Dhoot (Member)	4

**iv) Status of Investor Complaints:**

There were no complaints received against the Company during the year ended 31st March, 2014 in Bombay Stock Exchange Ltd. and National Stock Exchange (India) Ltd. No complaints were received by our Registrar and Transfer agent, Link Intime India Pvt. Ltd. As on date, no complaints were pending against the Company.

**v) Name, Designation and address of Compliance officer :-**

Ms. Romali Malvankar  
**Company Secretary & Compliance Officer**  
 IMP Powers Limited  
 35/C, Popular press building, 2<sup>nd</sup> floor,  
 Pt M. M. Malviya Road, Tardeo,  
 Mumbai - 400 034

**C) NOMINATION AND REMUNERATION COMMITTEE:**

Pursuant to the provisions of the Companies Act 2013, the Remuneration Committee has been re-named as Nomination and Remuneration Committee. The Committee is duly constituted as per the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

## IMP POWERS LIMITED

### i) Terms of Reference:

- Formulate a criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulate a criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

### ii) Composition:

The Remuneration Committee comprises of following Directors:-

Sr. No	Name of the Director	Category
1.	Shri Jayant Godbole (Chairman)	Non-Executive, Independent,
2.	Shri Aaditya R Dhoot (Member)	Executive, Non Independent
3.	Shri R. T. RajGuroo (Member)	Non-Executive, Independent
4	Shri Siby Antony (Member)	Non-Executive, Independent

### iii) Meeting and attendance during the year:

The Committee did not meet during the year under review.

### iv) Remuneration Policy:

Managing Director and Executive Director

- While deciding on the remuneration of the Managing Director/ Executive Director's, the performance of the Company, the current trends in the industry, their experience, past performance and other relevant factors are considered. The Board / Committee regularly keeps track of the market trends in terms of compensation levels and practices in relevant industries. This information is used to review remuneration policy. The Company pays remuneration by way of salary, perquisites and allowances to its Managing Director and Executive Directors. Annual increments are decided in accordance with the approval of the Members at the General Meeting of the Company.

## 4) REMUNERATION OF DIRECTORS :

### i) Remuneration paid to Executive Directors during the year ended 31st March, 2014:

Particulars	Shri Ramniwas R Dhoot (Chairman)	Shri Ajay Dhoot (Vice-Chairman)	Shri Aaditya Dhoot (Managing Director)	Rajendra Mimani (Director-Marketing)
Remuneration	47,40,000	45,90,000	44,40,000	15,00,000
Total	47,40,000	45,90,000	44,40,000	15,00,000

- The Company does not have a Stock Option Scheme and no severance fees are payable.
- No sitting fees were paid to the Executive Directors.
- Directors are not paid any Commission for the year ended 31st March, 2014.

### ii) Remuneration Structure of Non Executive Directors:

The Non Executive Independent Directors are paid sitting fees for the Board and Audit Committee Meetings attended by them and there is no pecuniary relationship or transaction of Non-executive Independent Directors vis-a-vis the Company. Non-Executive Directors are not holding any shares in the Company.

### **IMP'S CODE FOR PREVENTION OF INSIDER TRADING PRACTICES:**

The Company has instituted a comprehensive Code of Conduct for Prevention of Insider Trading for its designated employees, in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time. The Code lays down Guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company, and cautioning them of the consequences of violation.

### **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE :**

Pursuant to the provisions of Section 135 of the Companies Act, 2013, the Board at its Meeting held on 29th May, 2014, has constituted a Corporate Social Responsibility Committee comprising of Shri Ajay R Dhoot as its Chairman, Shri Aaditya R Dhoot and Shri Siby Antony, as the other Member's of the Committee.

Terms of Reference of the CSR Committee:

- (i) To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- (ii) Recommend to the Board the amount of expenditure to be incurred on the activities (2% of the Average Net profit of the Company made during the immediately 3 preceding Financial Years, calculated in accordance with the provisions of section 198 of the Companies Act, 2013.
- (iii) Monitor the CSR Policy of the Company from time to time.

**SUBSIDIARY COMPANY:**

Clause 49 defines a "material non-listed Indian subsidiary" as an unlisted subsidiary, incorporated in India, whose turnover or net worth (i.e. paid-up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

Under this definition, the Company did not have any "material non-listed Indian subsidiary" during the year under review. For more effective governance the Minutes of the Board Meetings as well as statements of all significant transactions and investments made by the unlisted subsidiary company are placed before the Board of Directors of IMP.

**WHISTLE BLOWER POLICY:**

The Company has adopted a Whistle Blower policy to provide a formal mechanism to the employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Conduct or Ethics policy. The policy provides for adequate safeguards against victimisation of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

**RISK MANAGEMENT:**

The Company has a well-defined risk management framework in place. The risk management framework adopted by the Company is discussed in detail in the Management Discussion and Analysis Chapter of this Annual Report. The Company has established procedures to periodically place before the Audit Committee and the Board, the risk assessment and minimisation procedures being followed by the Company and steps taken by it to mitigate these risks.

**COMPANY'S WEBSITE:**

The Company's website is a comprehensive reference on IMP's management, vision, mission, policies, corporate governance codes and policies, investor relations, updates and news. The section on 'Investors' serves to inform the shareholders, by giving complete financial details, shareholding pattern, information relating to stock exchanges, Registrar and Share Transfer Agents, etc. All the major press releases, awards and campaigns.

The Company has also uploaded the names of the shareholders and the details of the unclaimed dividend by the shareholders on its website.

**1. GENERAL SHAREHOLDERS INFORMATION :**

<p><b>5.1 Registered Office</b></p>	<p>Survey No. 263/3/2/2, Umar Kuin Road, Sayli Village, Silvassa, U.T.(D&amp;N H) -396230          Telephone : 0260-6538571          Fax : 0260-2681043          Email : investor@imp-powers.com          Website : www.imp-powers.com</p>
<p><b>5.2 Address for Correspondence</b></p>	<p>35/C, Popular Press Building, 2nd Floor, Pt. M M Malviya Road, Tardeo , Mumbai -400 034          Telephone : 022-23539180-85          Fax : 022-23539186-87</p>
<p><b>5.3 Annual General Meeting</b></p>	<p>Day &amp; Date: 30th September, 2014          Time: 3.00 p.m.          Venue : Silvassa          Survey No. 263/3/2/2, Umar Kuin Road, Sayli Village, Silvassa, U.T.(D&amp; N H) Pin Code -396230</p>

## IMP POWERS LIMITED

<b>5.4 Financial Year</b>	<p>1st April, 2013 to 31st March, 2014.</p> <p>The Company has changed its financial year from July-June every year to 31st March every year from the financial year 2012-13.</p>
<b>5.5 Financial Calendar (tentative)</b>	<ul style="list-style-type: none"> <li>• Results for quarter ending June30 - within 45 days from the end of the quarter.</li> <li>• Results for the quarter and half year ending September 30 - within 45 days from the end of the quarter.</li> <li>• Results for the year ending December 31- within 45 days from the end of the quarter.</li> <li>• Results for the year ending March 31 - within 60 days from the end of the Financial year.</li> </ul> <p>Dividend Payment Date : within 30 days from the date of AGM</p>
<b>5.6 Date of Book Closure</b>	<p>17th September, 2014 to 23rd September, 2014 (Both days inclusive)</p>
<b>5.7 CIN No., Stock Code &amp; Demat ISIN Number of IMP Powers Ltd.</b>	<p><b>CIN NO. L31300DN1961PLC000232</b></p> <p><b>Bombay Stock Exchange Ltd.:</b> Stock Code : (517571) Scrip ID : IMPOWERS</p> <p><b>National Stock Exchange of (India) Ltd. :</b> Symbol : INDLMETER ISIN No : INE065B01013</p>
<b>5.8 Dematerialization of Shares</b>	<p>As on 31st March, 2014, 99.29% of the paid up equity shares of the Company were held in demat.</p>
<b>5.9 Payment of Listing fees</b>	<p>The Company has paid in advance the Listing fees to both the Stock Exchanges mentioned above for the Financial Year 2014-2015.</p>
<b>5.10 Registrar and Transfer Agent</b>	<p>The Company has appointed Link Intime India Private Limited, Mumbai as its Registrar and Transfer Agent. Share Transfers, dematerialization of shares, dividend payment and all other investor related activities are being attended to and processed at the office of the Registrar at the following address;</p> <p><b>Link Intime India Private Limited</b> C - 13, Pannalal Silk Mills Compound, L.B.S. Road, Bhandup (West), Mumbai - 400 078. Telephone # 25963838, Fax # 25946969 Email: isrl@linkintime.com</p>
<b>5.11 Share Transfer System</b>	<p>Share Transfer requests in physical form are processed within 21 days from the receipt. The Requests for dematerialization of shares are confirmed within 15 days from the date of receipt.</p> <p>The Company obtains half-yearly certificate of compliance as required under Clause 47(c) of the Listing Agreement from a Company Secretary in Practice and files a copy of the certificate with the Exchanges.</p>

<b>5.12 Plant Locations</b>	Survey no 263/3/2/2, Umar Kuin Road, Sayli Village, Silvassa (U.T)
<b>5.13 MARKET PRICE DATA : High , Low, during each month (Bombay Stock Exchange Ltd. &amp; National Stock Exchange (India) Ltd.)</b>	Annexure A
<b>5.14 Shareholding pattern as on 31st March, 2014</b>	Annexure B
<b>5.15 Distribution Of Shareholding As on 31st March, 2014</b>	Annexure C
<b>5.16 Details of the last three general meeting</b>	Annexure D
<b>5.17 Disclosures :</b>	
Materially significant related party transactions that may have potential conflict with the interests of company at large.	The Company does not have material significant related party transactions, i.e. transactions of the company of material nature with its promoters, directors of the management, or their subsidiaries or relatives etc that may have potential conflicts with the interest of the Company at large. However disclosure of transactions with the Related Party have been made in the Balance Sheet under Notes to Accounts at Note No. 27.
Non-Compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to Capital Markets, during the last three years :	None
Details of Compliance with mandatory requirements and adoption of the non-mandatory requirement of this clause	The Company has complied with mandatory requirements.  There is no policy in the company for determining the tenure of Independent Directors

**5.18 Means of Communication:**

The quarterly/half yearly unaudited financial results/audited financial results are published in Business Standard/ Financial Express and in regional newspaper viz. Gandhi Nagar (Western Times). The quarterly/half yearly unaudited financial results/audited financial results are also posted on BSE & NSE as well as on the Company's website i.e. www.imp-powers.com which also contains latest news/press releases. The notices to the shareholders are published in the Asian Age and Gandhi Nagar (Western Times).

**5.19 Compliance Certificate of the Auditors:**

The Company has obtained a certificate from the Statutory Auditors regarding Compliance of Conditions of Corporate Governance as stipulated in Clause 49 and the same is annexed.

**5.20 Declaration on Compliance of Code of Conduct:**

The Board has laid down a Code of Conduct for the Board Members and the Senior Management Personnel. The code has been posted on the Company's website. All the Board Members and the Senior Management personnels have affirmed compliance with these Codes. A declaration signed by the Managing Director of the Company to this effect for the financial year ended 31st March, 2014, is enclosed at the end of this Report.



# IMP POWERS LIMITED

## Annexure A

### Monthly High & Low during the last year ended 31st March, 2014

MONTH	BSE		NSE	
	HIGH	LOW	HIGH	LOW
April, 2013	29.95	25.00	30.45	25.00
May, 2013	33.80	23.55	30.05	24.05
June, 2013	40.00	29.90	40.00	25.25
July, 2013	39.00	34.15	39.85	32.55
August, 2013	36.20	27.15	35.50	33.75
September, 2013	26.25	22.85	32.10	29.00
October, 2013	26.15	22.00	27.55	22.35
November, 2013	25.20	21.60	25.70	22.50
December, 2013	24.40	21.90	24.30	22.00
January, 2014	28.80	22.00	29.45	21.55
February 2014	25.70	21.05	23.50	19.80
March, 2014	25.85	20.70	26.45	19.90

## Annexure B

### Shareholding Pattern as on 31st March, 2014

Category	No. of Equity Share held ((F.V-Rs.10/-)	% of shareholding
Promoters	4148203	50.98
Banks/Financial Institutions	344206	4.23
Corporate Bodies	1802588	22.15
Indian Public	1802446	22.16
NRI	21057	0.26
Clearing Members	18063	0.22
<b>Total</b>	<b>8136563</b>	<b>100.00</b>

## Annexure C:

### Distribution of Shareholding as on 31st March, 2014:

Category(shares)	No. of Shareholders	% of Total	No. of Shares Held	% of Total
1 - 500	4257	87.9364	547821	6.7328
501 - 1000	254	5.2468	207229	2.5470
1001 - 2000	149	3.0780	215442	2.6478
2001 - 3000	53	1.0948	134211	1.6495
3001 - 4000	29	0.5990	101461	1.2470
4001 - 5000	16	0.3305	74299	0.9131
5001 - 10000	40	0.8263	319193	3.9229
10001 - Above	43	0.8882	6536907	80.3399
<b>TOTAL</b>	<b>4841</b>	<b>100.0000</b>	<b>8136563</b>	<b>100.0000</b>

**Annexure D**  
**Details of the last three Annual General Meetings:**

	(1)	(2)	(3)
<b>Date and Time</b>	<b>30<sup>th</sup> September, 2013 at 3.00 p.m.</b>	<b>17<sup>th</sup> December, 2012 at 3.00 p.m.</b>	<b>21<sup>st</sup> December, 2011 at 3.30 p.m.</b>
<b>Venue</b>	Survey No 263/3/2/2 Umar Kuin Road, Sayali Village Silvassa ( U.T. D&NH)- 396230	Survey No 263/3/2/2 Umar Kuin Road, Sayali Village Silvassa ( U.T. D&NH)- 396230	Survey No 263/3/2/2 Umar Kuin Road, Sayali Village Silvassa ( U.T. D&NH)- 396230
<b>Special Resolutions</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**2. Postal Ballot:**

During the year under review, no resolution was put through by Postal Ballot.

**DECLARATION - COMPLIANCE WITH THE CODE OF CONDUCT**

In accordance with clause 49 of the Listing Agreement with the Stock Exchanges, all the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended on 31st March, 2014.

**For IMP Powers Limited**

**Sd/-**

**Aaditya R Dhoot**

**Managing Director**

**Place: Mumbai**

**Date: 13th August, 2014**

**Auditors' Certificate on Corporate Governance.**

**On compliance with the conditions of Corporate Governance under clause 49 of the listing agreement.**

**To The Members of  
IMP Powers Limited**

We have examined the compliance of conditions of Corporate Governance by IMP Powers Limited ('the Company') for the year ended on March 31, 2014, as stipulated in clause 49 of the listing agreements of the Company with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company, for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned listing agreements.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Batliboi & Purohit  
Chartered Accountants  
FRN : 101048W**

**Place: Mumbai  
Date : 13th August, 2014**

**Sd/-  
R.D. Hangekar  
Partner  
M. No: 30615**

# IMP POWERS LIMITED

## INDEPENDENT AUDITOR'S REPORT

To The Members of  
**IMP Powers Limited.**

### Report on Financial Statements

We have audited the accompanying financial statements of IMP Powers Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the general circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements read together with the significant accounting policies and other notes thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ('the Order') issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) the Balance Sheet, Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;
  - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 read with the general circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act 2013.
  - e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**For BATLIBOI & PUROHIT**  
**Chartered Accountants**  
**Firm Reg. No. 101048W**

**Place : Mumbai**  
**Date : 29th May, 2014**

**(R.D. Hangekar)**  
**Partner**  
**Membership No: 30615**

**ANNEXURE TO THE AUDITORS' REPORT**

**With reference to the annexure referred in the Auditor's Report to the members of IMP Powers Limited ('the Company') on the financial statements for the year ended 31<sup>st</sup> March, 2014. We report that:**

- i)
  - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - b) As explained to us, the fixed assets are being physically verified under a phased programme of verification, and we have been informed that there are no material discrepancies noticed on such verification.
  - c) The Company has not disposed off substantial part of its fixed assets during the year, accordingly, the assumption of the going concern being affected, does not arise.
- ii)
  - a) Inventories have been physically verified during the year by management at reasonable intervals.
  - b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - c) The Company is maintaining proper records of its inventories and no material discrepancies were noticed on physical verification.
- iii)
  - a) The Company has not granted any loans, secured or unsecured to Companies, Firms or Other parties covered in the register maintained under sec 301 of the Act, and hence clauses (a), (b), (c) and (d) of the order are not applicable to the Company.
  - b) The Company has taken unsecured loans from two Companies, covered in the register maintained under Section 301 of the Act, amounting to Rs 3.94 Crores.
  - c) The rate of Interest and other terms and conditions of loans taken by the company are prima facie not prejudicial to the interest of the company.
  - d) There are no stipulated terms of repayment of principal and interest and hence we are not able to comment on the payment of the same.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business for the purchase of inventory and fixed assets and for the sale of goods. We have not observed any major weakness in the internal control system during the course of our audit.
- v)
  - a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 have been entered in the register required to be maintained under that section.
  - b) The transactions made in pursuance of such contracts or arrangements aggregating during the year to Rupees Five lacs or more in respect of each party have been made at prices which are reasonable having regard to prevailing market prices for such goods and materials or the prices at which transactions for similar goods or materials have been made with other parties.
- vi) The Company has not accepted any deposits from the public to which the provisions of Section 58A, 58AA or any other relevant provision of the Companies Act, 1956 and the Companies (Acceptance of Deposit) Rules, 1975 apply.
- vii) In our opinion, and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and the nature of its business.
- viii) We have broadly reviewed the books of accounts maintained by the Company pursuant to the order made by the Central Government for maintenance of cost records prescribed under section 209 (1) (d) of the Companies Act, 1956 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the said records with a view to determining whether they are accurate or complete.

## IMP POWERS LIMITED

- ix) a) According to the information and explanations given to us and on the basis of examination of the records of the Company, we are of the opinion that the company has been generally regular in depositing undisputed statutory dues including Provident fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales tax / VAT, Wealth tax, Customs Duty, Excise Duty, Service tax, Cess and other material statutory dues with the appropriate authorities and there are no outstanding unpaid amounts as at the balance sheet date for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no such cases pending in respect of Excise duty, Service tax, Sales tax and Income tax, for which dues have not been deposited.
- x) The Company does not have accumulated losses as at the balance sheet date and has not incurred cash losses in the current or in the immediately preceding financial year.
- xi) On the basis of our examination and according to the information and explanations given to us, **the Company has not repaid the dues of principal Rs. 224.65 Lacs to Greater Bombay Co-operative Bank Ltd., since the said bank did not join the CDR Scheme and also the case is under litigation as mentioned in note no. 4a(iii).**
- xii) According to the information and explanations given to us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures or other securities.
- xiii) The Company is not a chit fund / nidhi / mutual benefit fund / society to which the provisions of any special statute apply; accordingly, the provisions of clause 4(xiii) of the Order are not applicable to the Company.
- xiv) The Company has maintained proper records of transactions and contracts in respect of trading in shares, securities, debentures and other investments and timely entries have been made therein. All shares, debentures and other investments have been held by the Company in its own name.
- xv) The Company has given guarantees amounting to Rs. 22.00 Crores (Previous year Rs. 22.00 Crores) for loans taken by others from banks or financial institutions. According to the information and explanations given to us, we are of the opinion that the terms and conditions thereof are not prima facie prejudicial to the interests of the Company.
- xvi) In our opinion and according to the information and explanations given to us, on an overall basis, the term loans were applied for the purpose for which they were obtained.
- xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we are of the opinion that prima facie there are no funds raised on short-term basis that have been used for long term investment.
- xviii) During the year company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- xix) The Company has not issued any debentures during the year under audit. Therefore the provision of clause (xix) of the Order is not applicable to the company.
- xx) The Company has not raised any money by way of public issue during the year. Therefore, the provision of clause (xx) of the Order is not applicable to the Company.
- xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of the audit.

**For BATLIBOI & PUROHIT  
Chartered Accountants  
Firm Reg. No. 101048W**

**Place : Mumbai  
Date : 29th May, 2014**

**(R.D. Hangekar)  
Partner  
Membership No: 30615**

**Balance Sheet as at 31st March, 2014**

Particulars	Note No.	As at 31st March 2014 ₹	As at 31st March 2013 ₹
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	2	97,720,950	116,975,010
(b) Reserves and surplus	3	<u>868,830,988</u>	<u>873,846,049</u>
		<b>966,551,938</b>	<b>990,821,059</b>
<b>2 Non-current liabilities</b>			
(a) Long-term borrowings	4	175,288,376	209,588,400
(b) Deferred tax liabilities (net)	30	45,592,593	43,096,139
(c) Other long-term liabilities	5	11,726,792	15,959,506
(d) Long-term provisions	6	<u>7,815,614</u>	<u>7,963,532</u>
		<b>240,423,375</b>	<b>276,607,577</b>
<b>3 Current liabilities</b>			
(a) Short-term borrowings	7	792,094,156	680,204,290
(b) Trade payables	8	783,347,928	654,211,377
(c) Other current liabilities	9	172,367,384	189,076,791
(d) Short-term provisions	10	<u>7,750,981</u>	<u>7,037,344</u>
		<u>1,755,560,449</u>	<u>1,530,529,802</u>
	<b>TOTAL</b>	<b><u>2,962,535,762</u></b>	<b><u>2,797,958,438</u></b>
<b>B ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	11.A	827,573,654	829,194,609
(ii) Intangible assets	11.B	131,619	131,450
(iii) Intangible assets under development	11.B	1,000,000	1,000,000
(b) Non-current investments	12	6,514,725	421,650
(c) Long-term loans and advances	13	<u>49,445,553</u>	<u>40,597,711</u>
		<b>884,665,551</b>	<b>871,345,420</b>
<b>2 Current assets</b>			
(a) Inventories	14	764,242,964	635,800,028
(b) Trade receivables	15	1,186,401,034	1,180,792,179
(c) Cash and Bank Balances	16	69,726,365	58,956,138
(d) Short-term loans and advances	17	45,770,218	48,375,524
(e) Other current assets	18	<u>11,729,630</u>	<u>2,689,149</u>
		<u>2,077,870,211</u>	<u>1,926,613,018</u>
	<b>TOTAL</b>	<b><u>2,962,535,762</u></b>	<b><u>2,797,958,438</u></b>

Significant accounting policies the accompanying notes are an integral part of financial statements

1

**For Batliboi & Purohit**  
**Chartered Accountants**  
**FRN NO. 101048W**

**(CA.R.D.HANGEKAR)**  
Partner  
M.No. 30615

**Place : Mumbai**  
**Date : 29<sup>th</sup> May, 2014**

**For and on behalf of the Board of Directors**

**AJAY R DHOOT**  
Vice Chairman

**AADITYAR DHOOT**  
Managing Director

**DEEPAK A SHAH**  
Chief Financial Officer

**ROMALI MALVANKAR**  
Company Secretary

# IMP POWERS LIMITED

## Statement of Profit and Loss for the year ended 31st March, 2014

Particulars	Note No.	For the Year ended 31st March, 2014 ₹	For the 9 Months ended 31st March, 2013 ₹
<b>A CONTINUING OPERATIONS</b>			
1 Revenue from operations (Gross)	19	2,863,617,803	2,269,004,527
Less: Excise duty		251,127,599	218,005,436
Revenue from operations (Net)		<b>2,612,490,204</b>	<b>2,050,999,091</b>
2 Other income	20	5,460,753	2,779,151
<b>3 Total revenue (1+2)</b>		<b>2,617,950,957</b>	<b>2,053,778,242</b>
<b>4 Expenses</b>			
(a) Cost of materials consumed	21.a	2,163,833,634	1,818,936,551
(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	21.b	(100,511,739)	(184,047,183)
(c) Employee benefits expense	22	115,863,777	82,238,938
(d) Finance costs	23	190,560,222	133,047,477
(e) Depreciation and amortisation expense	11.C	49,338,984	33,270,373
(f) Other expenses	24	192,849,154	136,244,411
<b>Total expenses</b>		<b>2,611,934,032</b>	<b>2,019,690,567</b>
<b>5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)</b>		6,016,925	34,087,675
6 Exceptional items		-	-
<b>7 Profit / (Loss) before extraordinary items and tax (5 - 6)</b>		<b>6,016,925</b>	<b>34,087,675</b>
<b>8 Tax expense:</b>			
(a) Current tax expense for the year		1,290,250	13,933,300
(b) Deferred tax	30	2,496,454	(2,661,275)
		<b>3,786,704</b>	<b>11,272,025</b>
<b>9 Profit / (Loss) from continuing operations (7-8)</b>		<b>2,230,221</b>	<b>22,815,650</b>
<b>Earnings per share (of ₹10/- each):</b>	29		
(a) Basic		0.13	2.71
(b) Diluted		0.13	2.71
<b>Earnings per share (excluding extraordinary items) (of ₹10/- each):</b>			
(a) Basic		0.13	2.71
(b) Diluted		0.13	2.71
<b>See accompanying notes forming part of the financial statements</b>			

Significant accounting policies the accompanying notes are an integral part of financial statements

1

**For Batliboi & Purohit**  
Chartered Accountants  
FRN NO. 101048W

**(CAR.D.HANGEKAR)**  
Partner  
M.No. 30615

Place : Mumbai  
Date : 29<sup>th</sup> May, 2014

**For and on behalf of the Board of Directors**

**AJAY R DHOOT**  
Vice Chairman

**AADITYA R DHOOT**  
Managing Director

**DEEPAKA SHAH**  
Chief Financial Officer

**ROMALI MALVANKAR**  
Company Secretary

### Cash Flow Statement for the Year ended 31st March, 2014

Particulars	For the Year ended 31st March, 2014		For the 9 Months ended 31st March, 2013	
	₹	₹	₹	₹
<b>A. Cash flow from operating activities</b>				
Net Profit / (Loss) before extraordinary items and tax		6,016,925		34,087,675
<i>Adjustments for:</i>				
Depreciation and amortisation	49,338,984		33,270,373	
(Profit) / loss on sale / write off of assets	1,406,806		561,789	
Finance costs	190,560,222		133,047,477	
		241,306,012		166,879,639
Operating profit / (loss) before working capital changes		247,322,937		200,967,314
<i>Changes in working capital:</i>				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Inventories	(128,442,936)		(187,678,257)	
Trade receivables	(5,608,855)		8,389,276	
Short-term loans and advances	2,605,306		(4,839,070)	
Long-term loans and advances	(8,847,842)		17,284,571	
Other current assets	(9,040,481)		(1,814,279)	
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Trade payables	129,136,551		226,951,244	
Other current liabilities	(16,709,407)		(39,858,776)	
Other long-term liabilities	(4,232,714)		(2,594,726)	
Short-term provisions	713,637		(8,852,267)	
Long-term provisions	(147,918)		759,333	
		(40,574,659)		7,747,049
		206,748,278		208,714,363
Cash flow from extraordinary items				
Cash generated from operations		206,748,278		208,714,363
Net income tax (paid) / refunds		(1,290,250)		(13,933,300)
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>205,458,028</b>		<b>194,781,063</b>
<b>B. Cash flow from investing activities</b>				
Capital expenditure on fixed assets, including capital advances	(51,536,459)		(107,744,389)	
Proceeds from sale of fixed assets	1,079,998		631,551	
Purchase of long-term investments				
- Subsidiaries	(6,093,075)		-	
<b>Net cash flow from / (used in) investing activities (B)</b>		<b>(56,549,536)</b>		<b>(107,112,838)</b>



# IMP POWERS LIMITED

## Cash Flow Statement for the Year ended 31st March, 2014 (Contd...)

Particulars	For the Year ended 31st March, 2014		For the 9 Months ended 31st March, 2013	
	₹	₹	₹	₹
<b>C. Cash flow from financing activities</b>				
Redemption 1% preference shares	(11,087,380)		(11,087,380)	
Redemption 4% preference shares	(8,166,680)		-	
Redemption 4% Non Convertible Bonds	(18,552,433)		-	
Proceeds from long-term borrowings( Net)	(15,747,591)		32,523,434	
Proceeds from other short-term borrowings	111,889,866		60,791,644	
Finance cost	(190,560,222)		(133,047,477)	
Dividends on Preference Shares	(723,551)		(735,671)	
Dividends paid	(4,068,282)		(4,068,282)	
Tax on dividend	(1,121,992)		(659,977)	
Cash flow from extraordinary items				
<b>Net cash flow from / (used in) financing activities (C)</b>		<b>(138,138,265)</b>		<b>(56,283,709)</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		<b>10,770,227</b>		<b>31,384,516</b>
Cash and cash equivalents at the beginning of the year		58,956,138		27,571,622
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents		-		-
<b>Cash and cash equivalents at the end of the year</b>		<b>69,726,365</b>		<b>58,956,138</b>

### Notes:

- Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard (AS) 3 "Cash Flow Statements" as specified in the companies (Accounting Standards) Rules, 2006.
- Previous Year's figures have been regrouped/reclassified wherever applicable.

### See accompanying notes forming part of the financial statements

Significant accounting policies the accompanying notes are an integral part of financial statements

**For Batliboi & Purohit**  
Chartered Accountants  
FRN NO. 101048W

**(CAR.D.HANGEKAR)**  
Partner  
M.No. 30615

**Place : Mumbai**  
**Date : 29<sup>th</sup> May, 2014**

**For and on behalf of the Board of Directors**

**AJAY R DHOOT**  
Vice Chairman

**AADITYA R DHOOT**  
Managing Director

**DEEPAKA SHAH**  
Chief Financial Officer

**ROMALI MALVANKAR**  
Company Secretary

## **Note No. – 1: SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> March, 2014.**

### **A. SIGNIFICANT ACCOUNTING POLICIES**

#### **1. Basis of preparation of financial statements:**

The financial statements are prepared under the historical cost convention on accrual basis and in accordance with Indian Generally Accepted Accounting Principles ("GAAP") as specified in Companies (Accounting Standards) Rules, 2006, provisions of the Companies Act, 1956 and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India.

The company has reclassified the previous year figures in accordance with the requirements applicable in the current year.

#### **2. Use of Estimates:**

The Preparation of the financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities as on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known /materialized.

#### **3. Fixed Assets :**

Fixed Assets are stated at cost of acquisition (net of Cenvat and VAT wherever applicable) or construction less accumulated depreciation and impairment loss, if any. Cost includes any directly attributable cost of bringing each asset to its working condition for intended use. Assets under installation or under construction and intangible assets under development as at balance sheet date are shown as capital work in progress together with project expenses and advances to suppliers/contractors

#### **4. Depreciation:**

Depreciation in respect of all assets acquired up to 30th June, 1985 is provided on 'Written Down Value' method. For additions on or after 1st July, 1985 Straight Line Method of depreciation has been adopted. The rates charged are as specified in Schedule XIV of the Companies Act, 1956.

#### **5. Impairment of Assets:**

An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value based on an appropriated discount factor. The impairment loss recognized in the prior accounting years is reversed if there has been a change in the estimate of recoverable amount.

#### **6. Investments:**

Current investments are carried at the lower of cost or quoted/fair value, computed category-wise. Long term investments are stated at cost and provision is made for any diminution in such value, which is not temporary in nature.

#### **7. Valuation of Inventories:**

- a. Raw Materials including consumables and stores are valued at lower of Cost and net realizable value. Cost is arrived on FIFO Basis.
- b. Semi-finished and Finished Goods are valued at cost of materials together with relevant factory overheads or net realizable value whichever is lower. Due consideration is given to the saleability of the stock and no obsolete or unserviceable/damaged items are included.

#### **8. Revenue Recognition :**

- a. Insurance claims are accounted for as and when admitted by the appropriate authorities. Export incentive license / Advance license is accounted for as & when applied to the appropriate authorities based on fulfillment of the eligibility criteria. Values of advance licenses unutilized are accounted on accrual basis by netting off purchase value.
- b. Commission on sales is accounted as and when accepted.
- c. Sales are recognized on dispatch of goods to customers and include sales value of goods and excise duty and other receipts connected with sales.

## **IMP POWERS LIMITED**

- d. Liability for Excise Duty on finished goods is accounted for as and when they are cleared from the factory premises.
- e. Customs Duty on goods lying in Customs Bonded Warehouses is charged in the year of clearance of the goods when it becomes payable.
- f. CENVAT benefit on total purchase is accounted for by reducing the purchase cost of the materials/fixed assets wherever applicable.
- g. Rent income is accounted on accrual basis.

### **9. Employee Benefits:**

- a. Company's defined contributions made to provident fund of government are charged to profit & loss account on accrual basis.
- b. Contribution to Gratuity Fund and provision for Leave Encashment is based on actuarial valuation carried out as on the Balance Sheet date as per Projected Unit Credit Method.

### **10. Foreign Currency Transactions:**

Foreign Currency transactions are accounted at the exchange rates prevailing on the date of transactions. Foreign currency current assets and current liabilities outstanding at the balance sheet date are translated at the exchange rate prevailing on that date and the resultant gain or loss is recognized in the profit & loss account. Also, in cases where they relate to the acquisition/construction of fixed assets, they are recognized in Profit & Loss accounts.

### **11. Borrowing Cost:**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets up to the date when they are ready for their intended use and other borrowing costs are charged to profit & loss account.

### **12. Operating Lease :**

Assets acquired on lease where a significant position of risks and rewards of ownership are retained by lessor are classified as Operating Lease. Lease rentals are charged to profit & loss account as incurred. Initial direct costs in respect of assets taken on operating lease are expensed off in year in which cost are incurred.

Assets given on lease where a significant position of risks and rewards of ownership are retained by Lessor are classified as Operating Lease. Lease rentals are credited to profit & loss account on accrual.

### **13. Taxation:**

Provision for taxation is made on the basis of the taxable profits computed for the current accounting period in accordance with the Income Tax Act, 1961.

Deferred Tax resulting from "timing difference" between book profit and taxable profit for the year is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that the asset will be adjusted in future.

### **14. Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### **15. Contingent Liabilities & Provision:**

Claims against the Company not acknowledged as debts are treated as contingent liabilities. Provision in respect of contingent liabilities if any, is made when it is probable that a liability may be incurred and the amount can be reasonably estimated.

**Notes forming part of the financial statements for the Year ended 31st March, 2014**
**Note 2 : Share Capital**

Particulars	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares	₹	No. of Shares	₹
<b>(a) Authorised</b>				
Equity Shares of ₹ 10/- each with voting rights	27,670,000	276,700,000	27,670,000	276,700,000
Preference shares of ₹ 10/- each	6,330,000	63,300,000	6,330,000	63,300,000
	<b>34,000,000</b>	<b>340,000,000</b>	<b>34,000,000</b>	<b>340,000,000</b>
<b>(b) Issued</b>				
Equity Shares of ₹ 10/- each with voting rights	8,140,963	81,409,630	8,140,963	81,409,630
4% Cumulative preference shares of ₹ 10/- each	1,633,332	16,333,320	2,450,000	24,500,000
1% Preference shares of ₹ 10/- each	-	-	1,108,738	11,087,380
	<b>9,774,295</b>	<b>97,742,950</b>	<b>11,699,701</b>	<b>116,997,010</b>
<b>(c) Subscribed and fully paid up</b>				
Equity Shares of ₹ 10/- each with voting rights	8,136,563	81,365,630	8,136,563	81,365,630
4% Cumulative Preference Shares of ₹ 10/- each	1,633,332	16,333,320	2,450,000	24,500,000
1% Preference Shares of ₹ 10/- each	-	-	1,108,738	11,087,380
Shares Forfeited		22,000		22,000
	<b>9,769,895</b>	<b>97,720,950</b>	<b>11,695,301</b>	<b>116,975,010</b>
<b>Total</b>	<b>9,769,895</b>	<b>97,720,950</b>	<b>11,695,301</b>	<b>116,975,010</b>

**Note:-**

- Equity Shares includes 11,27,000 shares issued as fully paid up Bonus Shares during 1994-95 by Capitalisation of Revaluation Reserve.
- 4% Redeemable Preference Shares along with dividend will be redeemed from 1st April 2013 to 31st March 2016 in twelve quarterly equal installments.
- Corporate Debt Restructuring (CDR CELL) approved the recompense amount towards interest liabilities amounting to ₹ 443.50 lacs for the Company to exit from CDR scheme in the September 2011. Pursuant to terms & conditions of the CDR cell, 25% of the total amount was paid by the company in cash & for balance 75%, the Company has issued 1% Cumulative Redeemable Preference Shares, which were redeemable in 3 half yearly equal installments beginning from April 2012 To April 2013.
- The Authorised Share Capital was reclassified and subsequently clause V substituted vide Ordinary Resolution passed by the Shareholders of the company at their Extra ordinary General Meeting held on Monday, 19th September 2011 at the Registered Office of the Company.

# IMP POWERS LIMITED

## Notes forming part of the financial statements for the Year ended 31st March, 2014

### Note 2(a) : Share capital (contd.)

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares	₹	No. of Shares	₹
<b>Equity shares with voting rights</b>				
At the Beginning of the period	8,136,563	81,365,630	8,136,563	81,365,630
Add:- Fresh Issue	-	-	-	-
Less:- Redemption	-	-	-	-
Outstanding at the end of the period	<b>8,136,563</b>	<b>81,365,630</b>	<b>8,136,563</b>	<b>81,365,630</b>
<b>4% Redeemable preference shares</b>				
At the Beginning of the period	2,450,000	24,500,000	2,450,000	24,500,000
Add:- Fresh Issue	-	-	-	-
Less:- Redemption	816,668	8,166,680	-	-
Outstanding at the end of the period	<b>1,633,332</b>	<b>16,333,320</b>	<b>2,450,000</b>	<b>24,500,000</b>
<b>1% Redeemable Preference Shares</b>				
At the Beginning of the period	1,108,738	11,087,380	2,217,476	22,174,760
Add:- Fresh Issue	-	-	-	-
Less:- Redemption	1,108,738	11,087,380	1,108,738	11,087,380
Outstanding at the end of the period	-	-	<b>1,108,738</b>	<b>11,087,380</b>

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31st March, 2014		As at 31st March, 2013	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Advance Transformers & Equipments Pvt. Ltd.	773,189	9.50	773,189	9.50
Shree Kishoriju Trading & Investments Pvt. Ltd.	587,552	7.22	561,407	6.90
Shree Rasbihari Trading and Investments Pvt. Ltd.	797,773	9.80	797,773	9.80
IL&FS Trust Company Ltd.	637,200	7.83	637,200	7.83
India Business Excellence Fund	542,800	6.67	542,800	6.67

(iii) Details of forfeited shares

Class of shares	As at 31st March, 2014		As at 31st March, 2013	
	Number of shares	Amount originally paid up ₹	Number of shares	Amount originally paid up ₹
Equity shares	4,400	22,000	4,400	22,000
Share Premium		176,000		176,000
<b>TOTAL</b>		<b>198,000</b>		<b>198,000</b>

**Notes forming part of the financial statements for the Year ended 31st March, 2014**
**Note 3: Reserves and Surplus**

Particulars	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
<b>(a) Capital Reserve (Refer Note No.1)</b>		
Opening Balance as per last Audited financial Statement	7,445,000	7,445,000
Add: Additions during the year	-	-
Less: Utilised / transferred during the year	-	-
Closing balance	<u>7,445,000</u>	<u>7,445,000</u>
<b>(b) Preference Shares Capital Redemption Reserve</b>		
<b>4% Redeemable Preference Shares (Refer Note No.2)</b>		
Opening Balance as per last Audited financial Statement	18,375,000	16,537,500
Add: Additions during the year	-	-
Transferred from surplus in Statement of Profit and Loss	8,166,680	1,837,500
Others	-	-
Less:- Transfer to General Reserve	18,375,000	-
Closing balance	<u>8,166,680</u>	<u>18,375,000</u>
<b>1% Redeemable Preference Shares</b>		
Opening Balance as per last Audited financial Statement	22,174,760	11,087,380
Add: Additions during the year	-	-
Transferred from surplus in Statement of Profit and Loss	11,087,380	11,087,380
Others	-	-
Less: Utilised during the year	-	-
Closing balance	<u>33,262,140</u>	<u>22,174,760</u>
<b>(c) Securities Premium Account</b>		
Opening Balance as per last Audited financial Statement (includes Rs. 176000/- towards Share forfeited)	478,577,741	478,577,741
Add : Premium on shares issued during the year	-	-
Closing balance	<u>478,577,741</u>	<u>478,577,741</u>
<b>(d) Bonds Redemption Reserve</b>		
Opening Balance as per last Audited financial Statement	39,887,780	35,713,480
Add: Additions during the year	-	-
Transferred from surplus in Statement of Profit and Loss	5,565,730	4,174,300
Others	-	-
Less: transferred to general reserve	18,552,431	-
Closing balance	<u>26,901,079</u>	<u>39,887,780</u>
<b>(e) Revaluation Reserve</b>		
Opening Balance as per last Audited financial Statement	27,409,692	28,408,284
Less: Utilised for set off against depreciation	1,331,456	998,592
Written back / other utilisations during the year	-	-
Closing balance	<u>26,078,236</u>	<u>27,409,692</u>
<b>(f) General Reserve</b>		
Opening Balance as per last Audited financial Statement	77,226,072	77,226,072
Add: Transferred from bond reserve	18,552,431	-
Transferred from 4% preference share capital reserve	18,375,000	-
Less: Utilised / transferred during the year	-	-
Closing balance	<u>114,153,503</u>	<u>77,226,072</u>

# IMP POWERS LIMITED

## Notes forming part of the financial statements for the Year ended 31st March, 2014

Particulars	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
<b>(g) Surplus / (Deficit) in Statement of Profit and Loss</b>		
<b>Opening Balance as per last Audited Financial Statement</b>	202,750,004	202,497,464
Add: Profit / (Loss) for the year	2,230,221	22,815,650
Less: Interim dividend	-	-
Dividends proposed to be distributed to equity shareholders (₹ 0.50/- per share)	4,068,282	4,068,282
Dividends proposed to be distributed to preference shareholders	723,551	735,671
Tax on dividend	1,121,992	659,977
Transfer to 4% Preference Share Capital Redemption Reserve	8,166,680	1,837,500
Transfer to 1% Preference Share Capital Redemption Reserve	11,087,380	11,087,380
Transfer to Bonds Redemption Reserve	5,565,730	4,174,300
Transfer to General Reserve	-	-
Closing balance	<u>174,246,610</u>	<u>202,750,004</u>
<b>Total</b>	<b>868,830,988</b>	<b>873,846,049</b>

### Notes:-

- 1) The Company had not received the balance 90% amount on 450000 warrants, thus the Company has forfeited Warrant Application money of ₹ 74,45,000 of these Warrants and transferred to Capital Reserve.
- 2) The Company had created excess Capital Redemption Reserve from the profits of earlier year and accordingly has transferred this excess amount to the General Reserve.
- 3) Based on valuation report submitted by a professional valuer appointed for the purpose of valuing Factory Lease Hold Land & Building at Kandivali works & building Head office, the same have been revalued as at 31st March, 1994 on current cost basis. The resultant increase in net book value on such revaluation amounting to ₹ 67.70 million was transferred to Revaluation Reserve account.

### Note 4: Long-term borrowings

Particulars	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
(a) Bonds (Refer Note (2) below)		
Secured	18,552,434	37,104,867
(4 % Non- Convertible Bonds)		
Unsecured	-	-
	<u>18,552,434</u>	<u>37,104,867</u>
(b) Term loans		
From banks		
Secured	113,050,162	134,751,721
Unsecured	-	-
	<u>113,050,162</u>	<u>134,751,721</u>
(c) Other loans and advances (Vehicle Loan)		
Secured	4,333,280	7,431,812
Unsecured	-	-
	<u>4,333,280</u>	<u>7,431,812</u>
(d) Loans & advances from related parties		
Secured	-	-
Unsecured	39,352,500	30,300,000
	<u>39,352,500</u>	<u>30,300,000</u>
<b>Total</b>	<b>175,288,376</b>	<b>209,588,400</b>

### Notes

- 1) Term loan & Bonds from Financial Institutions and Banks are secured by way of first charge on all Fixed Assets of the Company both present & future on pari-passu basis with member banks of consortium and Second charge on all Current Assets of the company both present & future on pari-passu basis with member banks of consortium and personal guarantee of promoter Directors Shri Ajay R Dhoot and Shri Aaditya R Dhoot.
- 2) Non Convertible Redeemable Bonds including interest redeemed from 1st April 2013 to 31st March 2016 in twelve quarterly equal installment. Out of which ₹ 18552433/- to be redeemed in the next 12 months considered under current liabilities.
- 3) Vehicle Loan are secured by hypothecation of vehicles.

**Notes forming part of the financial statements for the Year ended 31st March, 2014**
**Note 4a : Long-term borrowings (contd.)**

(i) Details of bonds issued by the Company:

Particulars	As at 31st March 2014		As at 31st March 2013	
	Current ₹	Non-Current ₹	Current ₹	Non-Current ₹
4 % Non-Convertible Bonds	18,552,433	18,552,434	18,552,433	37,104,867
Total - Bonds (i)	<b>18,552,433</b>	<b>18,552,434</b>	<b>18,552,433</b>	<b>37,104,867</b>

(ii) Details of terms of repayment for the other long-term borrowings and security provided in respect of the secured other long-term borrowings:

Particulars	As at 31st March 2014				
	Current ₹	Non-Current ₹	Period of Maturity w.r.t. the Balance Sheet date	No. of Installments Outstanding as at 31 <sup>st</sup> March 2014	Amount of each installment *
	₹	₹	Period	No.	₹
<b>Term loans from banks:</b>					
State Bank of India (TL)	11,325,995	-	1 Years	4 Quartely	2,831,490
State Bank of India (Corporate)	12,500,000	-	6 Months	Half Yearly	12,500,000
State Bank of Hyderabad (TL)	20,000,000	4,998,267	1 Years 3 Months	5 Quartely	5,000,000
Term Loan (SBH-II)	7,459,969	82,059,655	3 Years	12 Quartely	7,459,969
Bank of India (TL)	10,008,000	3,527,340	1 Years 4 Months	16 Monthly	834,000
Greater Bombay Co-Op. Bank Ltd. (TL) (1)	-	22,464,900	-	-	-
Total - Term loans from banks	61,293,964	113,050,162			
<b>Other loans and advances:</b>					
HDFC Bank Ltd.	2,747,019	1,606,232			
Kotak Mahindra Prime Ltd.	12,514	-			
Dena Bnak	1,068,907	2,293,048			
Kotak Mahindra Prime Ltd.	992,880	434,000			
Total - Other loans and advances	4,821,320	4,333,280			
Total (ii)	66,115,284	117,383,442			
<b>Corporate Loan</b>					
Adisun Exports Pvt. Ltd.	2,500,000	-			
N.K. Investment Pvt. Ltd.	2,500,000	-			
	5,000,000	-			
<b>Loans &amp; advances from related parties</b>					
Universal Transformers Pvt. Ltd.	-	26,975,500			
Advance Transformers & Equipments Pvt. Ltd.	-	12,377,000			
		39,352,500			
<b>Total (i+ii)</b>	<b>89,667,717</b>	<b>175,288,376</b>			

Note:-\* Last Instalment payments will be of balance amount outstanding.



# IMP POWERS LIMITED

## Notes forming part of the financial statements for the Year ended 31st March, 2014

- (i) The IMP Powers Ltd filed Company Petition No.395 of 2006 before the Hon'ble High Court of Judicature at Bombay seeking approval of CDR Scheme under Section 391 to 394 of the Companies Act, 1956. The said Petition was allowed by the Hon'ble High Court of Judicature at Bombay. The Greater Bombay Co-operative Bank Ltd. challenged the said Order by filing Company Application No.966 of 2007. By an Order dated 22nd April, 2009 the Hon'ble High Court of Judicature at Bombay allowed the said Company Application filed by The Greater Bombay Co-operative Bank Ltd. The said Order is challenged by IMP Powers Ltd by filing an Appeal being Appeal No.409 of 2009 before the Hon'ble High Court of Judicature at Bombay. The said Appeal is admitted by the Hon'ble High Court and is pending for final hearing. In the meanwhile, The Greater Bombay Co-operative Bank Ltd. sold 380000 shares pledged without notice to Party. In view of the above, there are multiple litigations pending among the Parties before DJR, Mumbai, Cooperative Court, Mumbai and City Civil Court, Mumbai. Apart from the above Appeal, there are claims and counter claims which are yet to be adjudicated between the Parties. Therefore, as an abundant caution the Company has provided provision for interest as well as balance principle amount on the basis of CDR Scheme approved by the Hon'ble High Court of Judicature at Bombay subject to the final outcome of all pending litigations. The above amount is provided without prejudice to IMP Powers Limited's right and contentions in all pending matters and also without admitting that there is any debt admittedly due and payable to The Greater Bombay Co-operative Bank Ltd.
- (ii) The Company has defaulted in repayment of loans and interest in respect of the following:

Particulars	As at 31st March, 2014		As at 31st March, 2013	
	Period of default (Years) *	₹	Period of default (Years)*	₹
Term loans from banks				
Principal	10	22,464,900	9	22,464,900
Interest	10	18,198,000	9	16,176,000

- (iii) For the current maturities of long-term borrowings, refer item (a) in Note 9 Other current liabilities.

\* Base of the year 2004-2005

### Note : 5 Other long-term liabilities

Particulars	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Others:		
(i) Interest accrued but not due on Bonds	11,726,792	15,959,506
(ii) Trade / security deposits received	-	-
<b>Total</b>	<b>11,726,792</b>	<b>15,959,506</b>

### Note 6 : Long-term provisions

Particulars	As at 31st March, 2014 ₹	31st March, 2013 ₹
(a) Provision for employee benefits:		
(i) Provision for compensated absences	1,914,332	1,871,597
(ii) Provision for gratuity (net)	120,019	(1,499,376)
(b) Provision - Others:		
(i) Provision for premium payable on redemption of Preference shares	5,781,263	7,591,311
<b>Total</b>	<b>7,815,614</b>	<b>7,963,532</b>

### Defined Benefits Plans :

- a. Contribution to Gratuity Fund -

The Company regularly contributes to the gratuity fund called the " Industrial Meters Private Limited Gratuity Fund" framed under the Payment of Gratuity Act, 1972, which is a defined benefit plan.

Particulars	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
<b>Changes in Defined Benefit Obligation :</b>		
Liability at the beginning of the year	9,603,033	9,557,896
Interest Cost	792,250	609,316
Current Service Cost	462,970	520,976
Past Service Cost- Vested Benefit	-	-
Benefit Paid	(128,231)	(114,722)
Actuarial (gain)/loss on obligations	(664,185)	(970,433)
Liability at the end of the year	10,065,837	9,603,033

## Notes forming part of the financial statements for the Year ended 31st March, 2014

Particulars	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
<b>Changes in the Fair value of Plan Assets for Gratuity (Funded Scheme) :</b>		
Fair Value of Plan Assets at the beginning of the year	11,102,409	10,749,364
Expected Return on Plan Assets	965,910	693,334
Contributions	-	-
Benefit Paid	(128,231)	(114,722)
Actuarial gain/ (loss) on Plan Assets	(1,994,460)	(225,567)
Fair Value of Plan Assets at the end of the year	9,945,628	11,102,409
Total Actuarial gain/(loss) To Be Recognized	1,330,275	(744,866)
<b>Amount recognized in the Balance Sheet:</b>		
Defined Benefit Obligation	10,065,837	(9,603,033)
Fair Value of Plan Assets	9,945,628	11,102,409
(Liability) / Assets recognized in the Balance Sheet	20,011,465	1,499,376
<b>Expenses recognized in the Profit &amp; Loss Account:</b>		
Current Service Cost	462,970	520,976
Interest Cost	792,250	609,316
Expected Return on Plan Assets	(965,910)	(693,334)
Actuarial (Gain) or Loss	1,330,275	(744,866)
Past Service Cost- Vested Benefit	-	-
Expense Recognized in P & L	1,619,405	(307,809)
<b>Actuarial Assumptions:</b>		
<b>Assumptions</b>		
Discount Rate Current	9.32%	8.50%
Rate of Return on Plan Assets Current	8.70%	8.70%
Salary Escalation Current	5.00%	5.00%
Attrition Rate Current Year	2.00%	2.00%

**Note 7: Short-term borrowings**

(a) Loans repayable on demand		
From banks		
Secured		
Cash Credit Facilities	551,391,337	380,304,672
Working Capital Demand Loan	139,899,748	299,899,618
Packing Credit Loan	100,803,071	-
	-	-
<b>Total</b>	<b>792,094,156</b>	<b>680,204,290</b>

**Notes:**

(i) Details of Loans repayable and security for the secured short-term borrowings:

Loans repayable on demandfrom banks:

Karnataka Bank Ltd.	79,783,039	64,372,255
Bank of India	190,970,756	142,518,578
State Bank of India	148,429,470	139,457,855
State Bank of Hyderabad	161,139,883	180,814,084
IDBI Bank	83,678,887	62,815,633
Axis Bank	27,289,050	90,225,887
Packing Credit Loan (State Bank of Hyderabad)	23,426,471	-
Packing Credit Loan (Axis Bank Ltd.)	77,376,600	-
<b>Total - from banks</b>	<b>792,094,156</b>	<b>680,204,290</b>

Note:-

1) Working Capital loan from Banks are secured against first charge on all current assets of the company, present & future, on pari passu basis with banks in the consortium and Second charge on all Fixed Assets of the company, both present & future, on pari-passu basis with member banks of consortium. And personal guarantee of promoter Directors Shri Ajay R Dhoot & Shri Aaditya R Dhoot.

# IMP POWERS LIMITED

## Notes forming part of the financial statements for the Year ended 31st March, 2014

### Note 8: Trade payables

Particulars	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Trade payables:		
Total Outstanding Dues of Micro and Small Enterprises (Refer Note No. 25.2 )	-	-
Other than Acceptances	783,347,928	654,211,377
<b>Total</b>	<b><u>783,347,928</u></b>	<b><u>654,211,377</u></b>

### Note : 9 Other current liabilities

(a) Current maturities of long-term debt (Refer Note 4a)	89,667,717	87,567,254
(b) Unpaid dividends	97,691	66,626
(c) Other payables	82,601,976	101,442,911
<b>Total</b>	<b><u>172,367,384</u></b>	<b><u>189,076,791</u></b>

Note (i): Current maturities of long-term debt (Refer Notes (i) and (ii) in Note 4a - Long-term borrowings for details of security and guarantee):

(a) Bonds (Refer No. 4a)		
Secured	18,552,433	18,552,433
Unsecured	-	-
(b) Term loans		
From banks		
Secured	61,293,964	65,083,960
Unsecured	-	-
(c) Other loans and advances (Vehicle Loan)		
Secured	4,821,320	3,930,861
Unsecured	-	-
(d) Other loans and advances		
Secured	-	-
Unsecured	5,000,000	-
<b>Total</b>	<b><u>89,667,717</u></b>	<b><u>87,567,254</u></b>

### Note 10: Short-term provisions

(a) Provision for employee benefits:		
(i) Provision for bonus	1,516,860	1,447,262
(ii) Provision for compensated absences	1,043,847	861,823
(b) Provision - Others:		
(i) Provision for Proposed equity dividend	4,068,282	4068282
(i) Provision for tax on proposed dividends	1,121,992	659,977
<b>Total</b>	<b><u>7,750,981</u></b>	<b><u>7,037,344</u></b>

## Notes forming part of the financial statements for the Year ended 31st March, 2014

## Note 11 : Fixed assets

A. Tangible assets	Gross block			Depreciation			Net Block		
	Balance as at 1st April, 2013	Additions	Disposals	Balance as at 31st March, 2014	As at 31st March, 2013	For the year	Deduction Adjust-ment	Balance as at 31st March, 2014	As at 31st March, 2013
	₹	₹	₹	₹	₹	₹	₹	₹	₹
Free Hold Land	33,051,968	-	-	33,051,968	-	-	-	33,051,968	33,051,968
Building & HO Building	456,288,402	5,401,724	-	461,690,126	128,335,852	15,311,906	-	143,647,758	318,042,368
Plant & Machineries	578,689,056	39,260,917	-	617,949,973	158,327,368	28,868,906	-	187,196,274	430,753,699
Dies & Jigs	2,750,150	-	-	2,750,150	2,750,150	-	-	2,750,150	-
Electrical Installation	18,573,975	29,000	-	18,602,975	7,967,481	1,174,463	-	9,141,944	10,606,494
Air Conditioning Equipments	4,393,627	297,300	-	4,690,927	2,027,904	204,121	-	2,232,025	2,365,723
Furniture & Fixtures	23,347,350	117,497	-	23,464,847	13,416,978	1,365,398	-	14,782,376	9,930,372
Office Equipments	3,887,733	137,240	-	4,024,973	1,915,469	157,432	-	2,072,901	1,952,072
Cars & Vehicles	29,609,782	5,611,688	4,562,048	30,659,422	9,278,424	2,661,421	2,075,243	9,864,602	20,794,820
Computer	12,259,660	650,493	-	12,910,153	9,637,468	896,362	-	10,533,830	2,376,323
<b>Total</b>	<b>1,162,851,703</b>	<b>51,505,859</b>	<b>4,562,048</b>	<b>1,209,795,514</b>	<b>333,657,094</b>	<b>50,640,009</b>	<b>2,075,243</b>	<b>382,221,860</b>	<b>827,573,654</b>
Previous year	1,057,357,292	107,744,389	2,249,978	1,162,851,703	300,463,925	34,249,807	1,056,638	333,657,094	756,893,367

## Note 11 : Fixed assets

B. Intangible assets	Gross block			Depreciation			Net Block		
	Balance as at 1st April, 2013	Additions	Disposals	Balance as at 31st March, 2014	As at 31st March, 2013	For the year	Deduction Adjust-ment	Balance as at 31st March, 2014	As at 31st March, 2013
	₹	₹	₹	₹	₹	₹	₹	₹	₹
Software	157,296	30,600	-	187,896	25,846	30,431	-	56,277	131,619
<b>Total</b>	<b>157,296</b>	<b>30,600</b>	<b>-</b>	<b>187,896</b>	<b>25,846</b>	<b>30,431</b>	<b>-</b>	<b>56,277</b>	<b>131,619</b>
Previous year	157,296	-	-	157,296	6,688	19,158	-	25,846	131,450
Intangible assets under development	1,000,000	-	-	1,000,000	-	-	-	-	1,000,000

Note:-Company is under the process of implementing ERP and expenditure incurred has been considered as intangible assets under development

## Note 11 : Fixed assets - Intangible (contd.)

C. Depreciation and amortisation relating to continuing operations:		
Particulars	Balance as at 31st March, 2014	As at 31st March, 2013
	₹	₹
Depreciation and amortisation for the year on tangible assets as per Note 11 A	50,640,009	34,249,807
Depreciation and amortisation for the year on intangible assets as per Note 11 B	30,431	19,158
Less: Utilised from revaluation reserve	1,331,456	998,592
<b>Depreciation and amortisation relating to continuing operations</b>	<b>49,338,984</b>	<b>33,270,373</b>

# IMP POWERS LIMITED

## Notes forming part of the financial statements for the Year ended 31st March, 2014

### Note 12 : Non-current investments

Particulars	As at 31st March, 2014			As at 31st March, 2013		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
	₹	₹	₹	₹	₹	₹
Investments (At cost):						
<b>Non- Trade</b>						
Subsidiary						
641300 Equity Shares subsidiaries of IMP Energy Ltd. Of Rs. 10/- each	-	6,413,000	6,413,000	-	320,650	320,650
<b>Others</b>						
(a) 10 Equity Shares of The Mogaveera Co-Op. Bank Ltd. Of Rs. 100/- each fully paid	-	1,000	1,000	-	1,000	1,000
(b) 4000 Equity Shares of The Grater Bombay Co-Op. Bank Ltd. Of Rs. 25/- fully Paid	-	100,000	100,000	-	100,000	100,000
(c) 25 Equity Shares of Shamrao Vitthal Co-Op. Bank Ltd. Of Rs. 29/- fully Paid	-	725	725	-	-	-
<b>Total</b>	-	<b>6,514,725</b>	<b>6,514,725</b>	-	<b>421,650</b>	<b>421,650</b>

### Note 13 : Long-term loans and advances

Particulars	As at	As at
	31st March, 2014	31st March, 2013
	₹	₹
(a) Security deposits		
Secured, considered good	31366090	28632019
Unsecured, considered good	-	-
(b) Advance income tax (net of provisions ₹ 111106724/-)	6426375	(10384325)
(c) Balances with government authorities		
Unsecured, considered good		
(i) Export Incentive (Refer Note below)	-	12478476
(ii) VAT credit receivable	1599101	6381362
(iii) Advance Licence	9938987	3375179
(d) Other loans and advances		
Secured, considered good	-	-
Unsecured, considered good	115000	115000
<b>Total</b>	<b>49445553</b>	<b>40597711</b>

i) The Company has undertaken export & deemed exports of its products, by using indigenous raw materials. Against such exports the Company has received Quantity Based Advance Licenses entitling the company to import certain raw materials at Nil Custom duty. The Utilized portion of these licenses amounting to Rs. 9.94 million (previous Rs.3.38 million) has been valued as prevailing Customs Duty rates 31st March,2014 and taken credit in the books of accounts in accordance with the matching principle of accountancy.

### Note 14 : Inventories

(At lower of cost and net realisable value)

Particulars	As at	As at
	31st March, 2014	31st March, 2013
	₹	₹
(a) Raw materials		
Copper wire & Strips	103118488	51428102
Transformer oil	22700865	25837473
Lamination	13171216	20455879
Others	63559107	76897025
	202549676	174618479
(b) Work-in-progress	238340227	219866709
(c) Finished goods (other than those acquired for trading)	323353061	241314840
<b>Total</b>	<b>764,242,964</b>	<b>635,800,028</b>

**Notes forming part of the financial statements for the Year ended 31st March, 2014**
**Note 15: Trade receivables**

Particulars	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Unsecured Considered Good		
Over Six months	168,369,586	124,770,941
Others	1,018,031,448	1,056,021,238
<b>Total</b>	<b><u>1,186,401,034</u></b>	<b><u>1,180,792,179</u></b>

**Note 16 : Cash and Bank Balances**

(a) Cash on hand	4,481,384	3,448,699
(b) Balances with banks		
(i) In current accounts	3,335,303	11,082,548
(ii) In earmarked accounts		
- Unpaid dividend accounts	97,691	66,626
- Balances held as margin money or security against borrowings, guarantees and other commitments	61,811,987	44,358,266
<b>Total</b>	<b><u>69,726,365</u></b>	<b><u>58,956,138</u></b>

**Note 17: Short-term loans and advances**

(a) Loans and advances to related parties		
Secured, considered good	-	-
Unsecured, considered good	-	-
Share application money given to IMP Energy Limited	-	6,092,350
(b) Loans and advances to employees		
Secured, considered good	-	-
Unsecured, considered good	10,418,185	8,840,740
(c) Prepaid expenses - Unsecured, considered good	30,174,623	28,191,324
(d) Balances with government authorities		
Unsecured, considered good		
(i) CENVAT credit receivable	392,788	448,999
(ii) VAT credit receivable	-	-
(iii) Service Tax credit receivable	4,782,411	4,790,853
(e) Others		
Unsecured, considered good	2,211	11,258
<b>Total</b>	<b><u>45,770,218</u></b>	<b><u>48,375,524</u></b>

**Note 18 : Other current assets**

(a) Accruals		
(i) Interest accrued on deposits	11,729,630	2,689,149
<b>Total</b>	<b><u>11,729,630</u></b>	<b><u>2,689,149</u></b>

# IMP POWERS LIMITED

## Notes forming part of the financial statements for the Year ended 31st March, 2014

### Note 19 : Revenue from operations

Particulars	For the Year ended	For the 9 months ended
	31st March, 2014	31st March, 2013
	₹	₹
(a) Sale of Distribution & Power Transformers	2,863,617,803	2,268,648,527
(b) Erection & Commissioning services	-	356,000
	<u>2,863,617,803</u>	<u>2,269,004,527</u>
<u>Less:</u>		
(c) Excise duty	251,127,599	218,005,436
<b>Total</b>	<b><u>2,612,490,204</u></b>	<b><u>2,050,999,091</u></b>

### Note 20 : Other income

(a) Interest income (Refer Note (i) below)	5,266,541	2,519,003
(b) Other non-operating income (net of expenses directly attributable to such income)	194,212	260,148
<b>Total</b>	<b><u>5,460,753</u></b>	<b><u>2,779,151</u></b>
(i) Interest income comprises:		
Interest on Deposits	5,175,592	2,467,192
Interest on loans and advances	90,949	51,811
<b>Total - Interest income</b>	<b><u>5,266,541</u></b>	<b><u>2,519,003</u></b>
(ii) Miscellaneous income	194,212	260,148
<b>Total - Other non-operating income</b>	<b><u>194,212</u></b>	<b><u>260,148</u></b>

### Note 21.a : Cost of materials consumed

Opening stock	174,618,479	170,987,405
Add: Purchases	2,191,764,830	1,822,567,625
	<u>2,366,383,309</u>	<u>1,993,555,030</u>
Less: Closing stock	202,549,675	174,618,479
<b>Cost of material consumed</b>	<b><u>2,163,833,634</u></b>	<b><u>1,818,936,551</u></b>
Material consumed comprises:		
Copper wire & Strips	735,418,698	674,875,782
Transformer oil	319,198,675	170,567,561
Lamination	471,896,865	357,844,588
Others	637,319,396	615,648,620
<b>Total</b>	<b><u>2,163,833,634</u></b>	<b><u>1,818,936,551</u></b>

### Note 21.b : Changes in inventories of finished goods, work-in-progress and stock-in-trade

<u>Inventories at the end of the year:</u>		
Finished goods	323,353,061	241,314,840
Work-in-progress	238,340,227	219,866,709
	<u>561,693,288</u>	<u>461,181,549</u>
<u>Inventories at the beginning of the year:</u>		
Finished goods	241,314,840	157,547,374
Work-in-progress	219,866,709	119,586,992
	<u>461,181,549</u>	<u>277,134,366</u>
<b>Net (increase) / decrease</b>	<b><u>(100,511,739)</u></b>	<b><u>(184,047,183)</u></b>

**Notes forming part of the financial statements for the Year ended 31st March, 2014**
**Note 22: Employee benefits expense**

Particulars	For the year ended	For the 9 Months ended
	31st March, 2014	31st March, 2013
	₹	₹
Salaries and wages	106,435,997	77,564,885
Contributions to provident and other funds	4,039,819	2,043,566
Staff welfare expenses	5,387,961	2,630,487
<b>Total</b>	<b>115,863,777</b>	<b>82,238,938</b>

**Note 23: Finance costs**

(a) Interest expense on:		
(i) Borrowings	157,437,870	113,110,802
(b) Other borrowing costs		
(i) Bank Commission, Bank Guarantee & othr Charges	33,122,352	19,936,675
<b>Total</b>	<b>190,560,222</b>	<b>133,047,477</b>

**Note 24 : Other expenses**

Power and fuel	14,652,672	9,529,119
Rent including lease rentals(Net) (Refer Note 28)	6,048,600	2,088,000
Repairs and maintenance - Buildings	906,564	52,974
Repairs and maintenance - Others	3,538,585	2,159,379
Insurance	5,393,711	3,959,548
Rates and taxes	2,111,162	1,290,556
Communication	2,950,748	2,206,377
Travelling and conveyance	24,285,200	17,188,473
Printing and stationery	1,886,643	1,561,008
Motor Car Expenses	4,338,394	3,645,514
Office Expenses & Electricity Charges	3,684,891	2,738,988
Freight and forwarding	86,858,009	62,871,998
Loading & Unloading Charges	5,726,855	2,329,511
Sales commission	3,239,991	5,734,473
Business promotion & Advertisement	4,458,722	4,354,966
Donations and contributions	116,180	1,214,100
Legal and professional	5,625,277	4,889,955
Elecrama 2014	1,658,742	-
Payments to auditors (Refer Note (i) below)	400,000	400,000
Net loss on foreign currency transactions	6,806,674	3,310,471
Loss on fixed assets sold / scrapped / written off	1,406,806	561,789
Miscellaneous expenses	6,754,727	4,157,213
<b>Total</b>	<b>192,849,154</b>	<b>136,244,411</b>

**Notes:**

(i) Payments to the auditors comprises (net of service tax input credit, where applicable):

As auditors - statutory audit	325,000	325,000
For taxation matters	75,000	75,000
<b>Total</b>	<b>400,000</b>	<b>400,000</b>



# IMP POWERS LIMITED

## Notes forming part of the financial statements for the Year ended 31st March, 2014

### Note 25 : Additional information to the financial statements

Particulars	For the year ended 31st March, 2014 ₹	For the year ended 31st March, 2013 ₹
<b>25.1 Contingent liabilities and commitments (to the extent not provided for)</b>		
(i) Contingent liabilities		
(a) Claims against the Company not acknowledged as debt		
Crogat Electronics Pvt. Ltd. was supplying raw materials and there was delay in supplying the material and there were rejections and several complaints from IMP's Customers due to substandard materials and non compliance of technical norms. IMP had to procure materials from other sources resulting in loss, IMP held back payment and Crogat filed suit.	474,731	474,731
Asea Brown Boveri Ltd. Filed by ABB Recovery as Counter suit against IMP.	14,108,160	14,108,160
(b) Performance, Counter & Advance Guarantees EMD	1,174,581,697	978,816,626
(c) Corporate guarantee given to the banks on behalf of related party - IMP Engery Ltd.	220,000,000	220,000,000
(d) Other money for which the Company is contingently liable		
(i) Income Tax Demands (A. Y. 2008-2009)	Nil	18,789,885
<b>25.2 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006</b>		
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	Nil	Nil
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	Nil	Nil
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	Nil	Nil
(iv) The amount of interest due and payable for the year		
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil
(vi) The amount of further interest due and payable even in the succeeding year, until such date	Nil	Nil
Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.		
<b>25.3 Value of imports calculated on CIF basis @:</b>		
Raw materials including Spares	172,793,553	54,796,800
<b>25.4 Expenditure in foreign currency</b>		
Travelling	2,188,490	637,503

**Notes forming part of the financial statements for the Year ended 31st March, 2014**

25.5	Details of consumption of imported and indigenous items *	For the year ended	
		₹	%
	<u>Imported</u>		
	Raw materials	172,793,553 (54,796,800)	7.99 (3.01)
	Note: Figures / percentages in brackets relates to the previous year		
	<u>Indigenous</u>		
	Raw materials	1,991,040,081 (1,764,139,751)	92.01 (96.99)
	Note: Figures / percentages in brackets relates to the previous year		
	<b>Particulars</b>	<b>For the year ended 31st March, 2014</b>	<b>For the year ended 31st March, 2013</b>
		₹	₹
25.6	<b>Earnings in foreign exchange</b>		
	Export of goods calculated on FOB basis	135,484,492	745,200
	Royalty, know-how, professional and consultation fees		
	Interest and dividend		
	Other income, indicating the nature thereof.		

**Note 26: Disclosures under Accounting Standards 16 " Borrowing Cost"**

Note	Particulars	For the year ended 31st March, 2014	For the year ended 31st March, 2013
		₹	₹
	<b>Details of borrowing costs capitalised</b>		
	Borrowing costs capitalised during the year	7,240,136	11,652,476
	- as fixed assets		
	<b>Total</b>	<b>7,240,136</b>	<b>11,652,476</b>

**Note 27 : Disclosures under Accounting Standards 18 " Related Party Disclosures"**

Note	Particulars	Names of related parties
27.a	<b>Details of related parties:</b>	
	<b>Description of relationship</b>	
	Subsidiaries	IMP Energy Limited
	Other Related Parties	Raga Organics P. Ltd Advance Transformers & Equipments Pvt. Ltd Shree Kishoriju Trading & Investments Pvt. Ltd Shree Rasbihari Electricals Pvt. Ltd Universal Transformers Pvt. Ltd Shree Rasbihari Trading and Investments Pvt. Ltd Raj Exports Pvt. Ltd. Mangalam Laboratories Pvt. Ltd. Ramniwas R Dhoot (HUF)
	Key Management Personnel (KMP)	Chairman : Shri Ramniwas R Dhoot Vice-Chairman : Shri Ajay R Dhoot Managing Director : Shri Aaditya R Dhoot Director : Shri Rajendra mimani
	Relatives of KMP	Mrs. Rajkumari R Dhoot (wife of Shri R. R. Dhoot), Mrs. Smita A Dhoot (wife of Shri Aaditya. R. Dhoot), Mrs. Radhika A Dhoot (wife of Shri Ajay R. Dhoot), Mrs. Saroj Mimani (wife of Shri Rajendra MImani),

Note: Related parties have been identified by the Management.

# IMP POWERS LIMITED

## Notes forming part of the financial statements for the Year ended 31st March, 2014

### Details of related party transactions during the year ended 31st March, 2014 and balances outstanding as at 31st March, 2014.

27.b	Ultimate Holding Company	Holding Company	Subsidiaries	Fellow Subsidiaries	Other Related Parties	KMP	Relatives of KMP	Entities in which KMP / Relatives of KMP have significant influence	Total
<b>Related party transactions</b>									
Purchase of goods	-	-	141,350,204	-	-	-	-	-	141,350,204
			(8,835,171)						(8,835,171)
Remuneration	-	-	-	-	-	-	-	-	-
Shri Ramniwas R Dhoot	-	-	-	-	-	4,740,000	-	-	4,740,000
						(3,521,250)	-	-	(3,521,250)
Shri Ajay R Dhoot	-	-	-	-	-	4,590,000	-	-	4,590,000
						(3,150,000)	-	-	(3,150,000)
Shri Aaditya R Dhoot	-	-	-	-	-	4,440,000	-	-	4,440,000
						(2,970,000)	-	-	(2,970,000)
Shri Rajendra Mimani	-	-	-	-	-	1,500,000	-	-	1,500,000
						(1,125,000)	-	-	(1,125,000)
Leasing or hire purchase arrangements									
Ramniwas R Dhoot (HUF)	-	-	-	-	-	120,000	-	-	120,000
						(90,000)	-	-	(90,000)
Shri Ajay R Dhoot	-	-	-	-	-	420,000	-	-	420,000
						(315,000)	-	-	(315,000)
Shri Aaditya R Dhoot	-	-	-	-	-	390,000	-	-	390,000
						(292,500)	-	-	(292,500)
Shree Rasbihari Trading & Investments Pvt. Ltd.	-	-	-	-	120,000	-	-	-	120,000
					(90,000)	-	-	-	(90,000)
Balances outstanding at the end of the year									
Trade receivables	-	-	-	-	-	-	-	-	-
Loans and advances	-	-	-	-	39,352,500	-	-	-	39,352,500
			(6,092,350)		(30,300,000)				(36,392,350)
Trade payables	-	-	-	-	-	-	-	-	-
Borrowings	-	-	-	-	-	-	-	-	-
Provision for doubtful receivables, loans and advances	-	-	-	-	-	-	-	-	-

Note: Figures in bracket relates to the previous year

### Note 28: Disclosures under Accounting Standards 19 ("Leases")

Note	Particulars	For the year ended 31st March, 2014 ₹	For the year ended 31st March, 2013 ₹
28	<b>Details of leasing arrangements</b>		
	<u>As Lessor</u>		
28.a	The Company has entered into operating lease arrangements for Its Premises at Kandivali, Mumbai. The lease was non-cancellable for a period of 6 Months from 19/04/2011. The lease has been cancelled in the year 2013-14.		
	Future minimum lease receivable		
	not later than one year	-	8,532,000
	later than one year and not later than five years	-	711,000
	later than five years		
	<u>As Lessee</u>		
28.b	The Company has entered into operating lease arrangements for its office premises at Tardeo Mumbai . The leases are non-cancellable and are for a period of 3 years and may be renewed for a further period as mutual agreement of the parties.		
	Future minimum lease payments		
	not later than one year	13,013,400	12,447,600
	later than one year and not later than five years	14,097,852	27,111,250
	later than five years		
	Lease payments recognised in the Statement of Profit and Loss	12,447,600	8,487,000
	Contingent rents recognised as expense during the year (state basis)		

**Notes forming part of the financial statements for the Year ended 31st March, 2014**
**Note 29: Disclosures under Accounting Standards 20 (“Earning per share”)**

Note	Particulars	As at	
		31st March 2014	31st March 2013
		₹	₹
29	<b>Earnings per share</b>		
	Weighted average number of equity shares outstanding	8,136,563	8,136,563
29.a	Profit (Loss) after taxation as per Profit & Loss account attributable to Equity Shareholders after adjusting dividend on preference shares before extraordinary items	1,076,083	22,079,979
	Earning Per Share (Basic & Diluted) Before Extra-Ordinary item	0.13	2.71
29.b	Profit (Loss) after taxation as per Profit & Loss account attributable to Equity Shareholders after adjusting dividend on preference shares after extraordinary items	1,076,083	22,079,979
	Earning Per Share (Basic & Diluted)	0.13	2.71
	Nominal Value per share	10.00	10.00

**Note 30 : Disclosures under Accounting Standards 22 (“Accounting for Taxes on Income”)**

30	<b>Deferred tax (liability) / asset</b>		
	<u>Tax effect of items constituting deferred tax liability</u>		
	Opening Balance	61,423,360	53,571,050
	On difference between book balance and tax balance of fixed assets	7,880,979	7,239,161
	On expenditure deferred in the books but allowable for tax purposes (reversal of Previous Year)	502,005	613,149
	On items included in Reserves and surplus pending amortisation into the Statement of Profit and Loss		
	Others		
	Tax effect of items constituting deferred tax liability	69,806,344	61,423,360
	<u>Tax effect of items constituting deferred tax assets</u>		
	Opening Balance	18,327,221	7,813,636
	Provision for compensated absences, gratuity and other employee benefits		
	Provision for doubtful debts / advances	-	
	Disallowances under Section 40(a)(i), 43B of the Income Tax Act, 1961	5,886,530	10,513,585
	On difference between book balance and tax balance of fixed assets		
	Unabsorbed depreciation carried forward		
	Brought forward business losses		
	On items included in Reserves and surplus pending amortisation into the Statement of Profit and Loss		
	Others	-	-
	Tax effect of items constituting deferred tax assets	24,213,751	18,327,221
	<b>Net deferred tax liability / (assets)</b>	<b>45,592,593</b>	<b>43,096,139</b>

**Note 31 : Previous year's figures**

31 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure. Figures are not comparable to Previous year figures as the Previous financial year is for a period of 9 months.

**In terms of our report of even date**

**For Batliboi & Purohit**  
Chartered Accountants  
FRN NO. 101048W

**(CA R.D.HANGEKAR)**  
Partner  
M.No. 30615

**Place : Mumbai**  
**Date : 29<sup>th</sup> May, 2014**

**For and on behalf of the Board of Directors**

**AJAY R DHOOT**  
Vice Chairman

**AADITYA R DHOOT**  
Managing Director

**DEEPAKA SHAH**  
Chief Financial Officer

**ROMALI MALVANKAR**  
Company Secretary

## IMP POWERS LIMITED

### STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING TO SUBSIDIARY COMPANY

Name of Subsidiary: IMP Energy Ltd.

Sr. No.	Particulars	IMP Energy Ltd.
1	Financial Year Ended	31st March, 2014
2	Holding Company's Interest	64.13% in Equity shares
3	Shares held by holding Company in subsidiary	6,41,300 Equity Shares
4	The net aggregate of Profit or losses of the Subsidiary for the current period so far as it concerns the members of the Holding Company. a) Dealt with or provided for in the accounts of the Holding Company b) Not dealt with or provided for in the accounts of Holding Company	 NIL NIL
5	The net aggregate of Profit or losses of the Subsidiary for the previous financial years of the subsidiary so far as it concerns the members of the Holding Company. a) Dealt with or provided for in the accounts of the Holding Company. b) Not dealt with or provided for in the accounts of Holding Company	 NIL NIL

As per our report of even date.

For Batliboi & Purohit  
Chartered Accountants  
FRN NO. 101048W

(CA R.D.HANGEKAR)  
Partner  
M.No. 30615

Place : Mumbai  
Date : 29<sup>th</sup> May, 2014

On behalf of the Board of Directors

AJAY R DHOOT  
Vice Chairman

DEEPAKA SHAH  
Chief Financial Officer

AADITYA R DHOOT  
Managing Director

ROMALI M. MALVANKAR  
Company Secretary

**Statement pursuant to Exemption received under Section 212(8) of the Companies Act, 1956 relating to Subsidiary Company for the Year ended 31st March, 2014**

(Value in Rs.)

Sr. No.	Particulars	IMP Energy Ltd.
1	Capital	10,000,000
2	Reserves	5,739,070
3	Total Assets	134,775,030
4	Total Liabilities	119,035,960
5	Details of Investment (except in case of Investment in Subsidiaries)	NIL
6	Turnover	172,673,520
7	Profit Before Taxation	9,679,156
8	Provision for Taxation	3,841,804
9	Profit After Taxation	5,837,353
10	Proposed Dividend	NIL

As per our report of even date.

**For Batliboi & Purohit**  
**Chartered Accountants**  
**FRN NO. 101048W**

**(CAR.D.HANGEKAR)**  
 Partner  
 M.No. 30615

**Place : Mumbai**  
**Date : 29<sup>th</sup> May, 2014**

On behalf of the Board of Directors

**AJAY R DHOOT**  
**Vice Chairman**

**DEEPAK A SHAH**  
**Chief Financial Officer**

**AADITYAR DHOOT**  
**Managing Director**

**ROMALI M. MALVANKAR**  
**Company Secretary**

# IMP POWERS LIMITED

## INDEPENDENT AUDITOR'S REPORT

To The Members of  
**IMP Powers Limited.**

### **Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of IMP Powers Limited ('the Company'), and its subsidiary which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India including Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the general circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements read together with the significant accounting policies and other notes thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the consolidated Profit and Loss Account, of the profit for the year ended on that date; and
- c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

### **Other Matters**

We did not audit the Financial Statements of the Subsidiary whose Financial statements reflect total assets of Rs. 1347.75 Lacs as at March 31, 2014, total revenues Rs. 1735.32 Lacs and net cash flows amounting to Rs. 151.43 Lacs for the year ended on that date. These Financial Statements have been audited by other Auditors whose reports have been furnished to us and our opinion, is based solely on the reports of the other Auditors..

Our opinion is not qualified in respect of Other Matters.

**For BATLIBOI & PUROHIT  
Chartered Accountants  
Firm Reg. No. 101048W**

**Place : Mumbai  
Date : 29<sup>th</sup> May, 2014**

**(R.D. Hangekar)  
Partner  
Membership No: 30615**

## Consolidated Balance Sheet as at 31st March, 2014

Particulars	Note No.	As at 31st March 2014 ₹	As at 31st March 2013 ₹
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	2	97,720,950	116,975,010
(b) Reserves and surplus	3	874,353,847	875,827,737
		<u>5,466,254</u>	<u>-</u>
		<b>977,541,051</b>	<b>992,802,747</b>
<b>2 Share Application Money</b>		-	<b>3,407,650</b>
<b>3 Non-current liabilities</b>			
(a) Long-term borrowings	4	177,201,975	209,588,400
(b) Deferred tax liabilities (net)	30	45,720,785	42,396,559
(c) Other long-term liabilities	5	11,726,792	15,959,506
(d) Long-term provisions	6	<u>7,815,614</u>	<u>7,963,532</u>
		<b>242,465,166</b>	<b>275,907,997</b>
<b>4 Current liabilities</b>			
(a) Short-term borrowings	7	812,040,918	689,719,174
(b) Trade payables	8	778,904,543	654,211,377
(c) Other current liabilities	9	217,506,580	236,364,986
(d) Short-term provisions	10	<u>7,750,981</u>	<u>7,037,344</u>
		<u>1,816,203,022</u>	<u>1,587,332,881</u>
<b>TOTAL</b>		<b><u>3,036,209,239</u></b>	<b><u>2,859,451,275</u></b>
<b>B ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	11.A	833,285,195	831,086,053
(ii) Intangible assets	11.B	1,794,661	2,032,070
(iii) Intangible assets under development	11.B	1,000,000	1,000,000
(b) Non-current investments	12	101,725	101,000
(c) Long-term loans and advances	13	<u>54,959,561</u>	<u>40,715,708</u>
		<b>891,141,142</b>	<b>874,934,831</b>
<b>2 Current assets</b>			
(a) Inventories	14	791,366,663	647,688,443
(b) Trade receivables	15	1,197,372,478	1,214,463,472
(c) Cash and Bank Balances	16	84,869,259	60,981,939
(d) Short-term loans and advances	17	58,957,794	58,693,441
(e) Other current assets	18	<u>12,501,903</u>	<u>2,689,149</u>
		<u>2,145,068,097</u>	<u>1,984,516,444</u>
<b>TOTAL</b>		<b><u>3,036,209,239</u></b>	<b><u>2,859,451,275</u></b>

See accompanying notes forming part of the financial statements

Significant accounting policies the accompanying notes are an integral part of financial statements 1

For Batliboi & Purohit  
Chartered Accountants  
FRN NO. 101048W

For and on behalf of the Board of Directors

(CA R.D.HANGEKAR)  
Partner  
M.No. 30615

AJAY R DHOOT  
Vice Chairman

AADITYA R DHOOT  
Managing Director

Place : Mumbai  
Date : 29<sup>th</sup> May, 2014

DEEPAK A SHAH  
Chief Financial Officer

ROMALI MALVANKAR  
Company Secretary



# IMP POWERS LIMITED

## Consolidated Statement of Profit and Loss for the 9 Months ended 31st March, 2014

Particulars	Note No.	For the year ended 31st March, 2014 ₹	For the 9 Months ended 31st March, 2013 ₹
<b>A CONTINUING OPERATIONS</b>			
1 Revenue from operations (gross)	19	2,894,941,119	2,292,905,744
Less: Excise duty		251,127,599	218,005,436
Revenue from operations (net)		<b>2,643,813,520</b>	<b>2,074,900,308</b>
2 Other income	20	6,318,842	2,779,151
<b>3 Total revenue (1+2)</b>		<b><u>2,650,132,362</u></b>	<b><u>2,077,679,459</u></b>
<b>4 Expenses</b>			
(a) Cost of materials consumed	21.a	2,161,376,857	1,820,577,615
(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	21.b	(100,511,739)	(184,047,183)
(c) Employee benefits expense	22	124,687,776	87,458,680
(d) Finance costs	23	195,748,341	137,777,325
(e) Depreciation and amortisation expense	11.C	50,341,300	33,639,417
(f) Other expenses	24	203,031,323	145,540,344
<b>Total expenses</b>		<b><u>2,634,673,858</u></b>	<b><u>2,040,946,198</u></b>
<b>5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)</b>		15,458,504	36,733,261
6 Exceptional items		-	-
<b>7 Profit / (Loss) before extraordinary items and tax (5 - 6)</b>		<b><u>15,458,504</u></b>	<b><u>36,733,261</u></b>
<b>8 Tax expense:</b>			
(a) Current tax expense for current year		4,304,283	14,510,156
(b) Deferred tax	30	3,324,225	(2,991,638)
		<b><u>7,628,508</u></b>	<b><u>11,518,518</u></b>
<b>9 Profit / (Loss) from continuing operations (7 - 8)</b>		<b><u>7,829,996</u></b>	<b><u>25,214,743</u></b>
Minority Interest		<b><u>2,058,604</u></b>	-
<b>10 Profit / (Loss) for the year</b>		<b><u>5,771,391</u></b>	<b><u>25,214,743</u></b>
<b>Earnings per share (of ₹10/- each):</b>	29		
(a) Basic		0.82	3.01
(b) Diluted		0.82	3.01
<b>Earnings per share (excluding extraordinary items) (of ₹10/- each):</b>			
(a) Basic		0.82	3.01
(b) Diluted		0.82	3.01

See accompanying notes forming part of the financial statements

Significant accounting policies the accompanying notes are an integral part of financial statements

1

For Batliboi & Purohit  
Chartered Accountants  
FRN NO. 101048W

For and on behalf of the Board of Directors

(CAR.D.HANGEKAR)  
Partner  
M.No. 30615

AJAY R DHOOT  
Vice Chairman

AADITYA R DHOOT  
Managing Director

Place : Mumbai  
Date : 29<sup>th</sup> May, 2014

DEEPAK A SHAH  
Chief Financial Officer

ROMALI MALVANKAR  
Company Secretary

### Consolidated Cash Flow Statement for the 9 Months ended 31st March, 2014

Particulars	For the year ended 31st March, 2014		For the 9 months ended 31st March, 2013	
	₹	₹	₹	₹
<b>A. Cash flow from operating activities</b>				
Net Profit / (Loss) before extraordinary items and tax		15,458,504		36,733,261
<i>Adjustments for:</i>				
Depreciation and amortisation	50,341,300		33,639,417	
(Profit) / loss on sale / write off of assets	1,406,806		561,789	
Finance costs	195,748,341		137,777,325	
		247,496,447		171,978,531
Operating profit / (loss) before working capital changes		262,954,951		208,711,792
<i>Changes in working capital:</i>				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Inventories	(143,678,220)		(199,566,672)	
Trade receivables	17,090,994		(24,108,259)	
Short-term loans and advances	(264,353)		(19,745,105)	
Long-term loans and advances	(14,243,853)		17,376,365	
Other current assets	(9,812,754)		(1,814,279)	
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Trade payables	124,693,166		226,951,244	
Other current liabilities	(18,858,406)		7,261,771	
Other long-term liabilities	(4,232,714)		(2,618,775)	
Short-term provisions	713,637		(8,852,267)	
Long-term provisions	(147,918)		759,333	
		(48,740,421)		(4,356,644)
		214,214,530		204,355,148
Cash flow from extraordinary items				
Cash generated from operations		214,214,530		204,355,148
Net income tax (paid) / refunds		(4,304,283)		(14,510,156)
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>209,910,247</b>		<b>189,844,992</b>
<b>B. Cash flow from investing activities</b>				
Capital expenditure on fixed assets, including capital advances	(56,121,294)		(109,013,947)	
Proceeds from sale of fixed assets	1,079,999		631,551	
Investment W/OFF	-		-	
Purchase of long-term investments				
- Subsidiaries	(725)		-	
<b>Net cash flow from / (used in) investing activities (B)</b>		<b>(55,042,020)</b>		<b>(108,382,396)</b>

# IMP POWERS LIMITED

## Consolidated Cash Flow Statement for the 9 Months ended 31st March, 2014 (Contd...)

Particulars	For the year ended 31st March, 2014		For the 9 months ended 31st March, 2013	
	₹	₹	₹	₹
<b>C. Cash flow from financing activities</b>				
Redemption 1% Preference shares	(11,087,380)		(11,087,380)	
Redemption 4% Preference shares	(8,166,680)		-	
Redemption 4% Non-Convertible Bonds	(18,552,433)		-	
Proceeds from long-term borrowings( Net)	(13,833,992)		32,523,434	
Proceeds from other short-term borrowings	122,321,744		70,306,528	
Share Application Money	-		3,407,650	
Minority Interest paid/ Received	-		-	
Finance cost	(195,748,341)		(137,777,325)	
Dividends on Preference Shares	(723,551)		(735,671)	
Dividends paid	(4,068,282)		(4,068,282)	
Tax on dividend	(1,121,992)		(659,977)	
Cash flow from extraordinary items				
<b>Net cash flow from / (used in) financing activities (C)</b>		<b>(130,980,907)</b>		<b>(48,091,023)</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		<b>23,887,320</b>		<b>33,371,573</b>
Cash and cash equivalents at the beginning of the year		60,981,939		27,610,366
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents		-		-
<b>Cash and cash equivalents at the end of the year</b>		<b>84,869,259</b>		<b>60,981,939</b>

### Notes:

- Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard (AS) 3 "Cash Flow Statements" as specified in the companies (Accounting Standards) Rules, 2006.
- Previous Year's figures have been regrouped/reclassified wherever applicable.

### See accompanying notes forming part of the financial statements

Significant accounting policies the accompanying notes are an integral part of financial statements

**For Batliboi & Purohit**  
Chartered Accountants  
FRN NO. 101048W

(CA R.D.HANGEKAR)  
Partner  
M.No. 30615

Place : Mumbai  
Date : 29<sup>th</sup> May, 2014

**For and on behalf of the Board of Directors**

AJAY R DHOOT  
Vice Chairman

AADITYAR DHOOT  
Managing Director

DEEPAK A SHAH  
Chief Financial Officer

ROMALI MALVANKAR  
Company Secretary

**Note No. – 1: SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2014.**

**A. SIGNIFICANT ACCOUNTING POLICIES**

**1. Basis of preparation of financial statements:**

The financial statements are prepared under the historical cost convention on accrual basis and in accordance with Indian Generally Accepted Accounting Principles ("GAAP") as specified in Companies (Accounting Standards) Rules, 2006, provisions of the Companies Act, 1956 and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India.

**2. Use of Estimates:**

The Preparation of the financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities as on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known /materialized.

**3. Fixed Assets :**

Fixed Assets are stated at cost of acquisition (net of Cenvat and VAT wherever applicable) or construction less accumulated depreciation and impairment loss, if any. Cost includes any directly attributable cost of bringing each asset to its working condition for intended use. Assets under installation or under construction as at balance sheet date are shown as capital work in progress together with project expenses and advances to suppliers/contractors.

**4. Depreciation:**

Depreciation in respect of all assets acquired up to 30th June, 1985 is provided on 'Written Down Value' method. For additions on or after 1st July, 1985 Straight Line Method of depreciation has been adopted. The rates charged are as specified in Schedule XIV of the Companies Act, 1956.

**5. Impairment of Assets:**

An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value based on an appropriated discount factor. The impairment loss recognized in the prior accounting years is reversed if there has been a change in the estimate of recoverable amount.

**6. Investments:**

Current investments are carried at the lower of cost or quoted/fair value, computed category-wise. Long term investments are stated at cost and provision is made for any diminution in such value, which is not temporary in nature.

**7. Valuation of Inventories:**

- a. Raw Materials including consumables and stores are valued at lower of Cost and net realizable value. Cost is arrived on FIFO Basis.
- b. Semi-finished and Finished Goods are valued at cost of materials together with relevant factory overheads or net realizable value whichever is lower. Due consideration is given to the saleability of the stock and no obsolete or unserviceable/damaged items are included.

**8. Revenue Recognition :**

- a. Insurance and Duty Drawback on export are accounted for as and when admitted by the appropriate authorities. Values of advance licenses unutilized are accounted on accrual basis by netting off purchase value.
- b. Commission on sales is accounted as and when accepted.
- c. Sales are recognized on dispatch of goods to customers and include sales value of goods and excise duty and other receipts connected with sales.
- d. Liability for Excise Duty on finished goods is accounted for as and when they are cleared from the factory premises.
- e. Customs Duty on goods lying in Customs Bonded Warehouses is charged in the year of clearance of the goods when it becomes payable.
- f. CENVAT benefit on total purchase is accounted for by reducing the purchase cost of the materials/fixed assets wherever applicable.

**9. Employee Benefits:**

- a. Company's defined contributions made to provident fund of government are charged to profit & loss account on accrual basis.
- b. Contribution to Gratuity Fund and provision for Leave Encashment is based on actuarial valuation carried out as on the Balance Sheet date as per Projected Unit Credit Method.

**10. Foreign Currency Transactions:**

Foreign Currency transactions are accounted at the exchange rates prevailing on the date of transactions. Foreign currency current assets and current liabilities outstanding at the balance sheet date are translated at the exchange rate prevailing on that date and the resultant gain or loss is recognized in the profit & loss account. Also, in cases where they relate to the acquisition/construction of fixed assets, they are recognized in Profit & Loss accounts.

**11. Borrowing Cost:**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets up to the date when they are ready for their intended use and other borrowing costs are charged to profit & loss account.

**12. Operating Lease :**

Assets acquired on lease where a significant position of risks and rewards of ownership are retained by Leasor are classified as Operating Lease. Lease rentals are charged to profit & loss account as incurred. Initial direct costs in respect of assets taken on operating lease are expensed off in year in which cost are incurred.

Assets given on lease where a significant position of risks and rewards of ownership are retained by Leasor are classified as Operating Lease. Lease rentals are credited to profit & loss account on accrual.

**13. Taxation:**

Provision for taxation is made on the basis of the taxable profits computed for the current accounting period in accordance with the Income Tax Act, 1961.

Deferred Tax resulting from "timing difference" between book profit and taxable profit for the year is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a certainty that the asset will be adjusted in future.

**14. Contingent Liabilities & Provision:**

Claims against the Company not acknowledged as debts are treated as contingent liabilities. Provision in respect of contingent liabilities if any, is made when it is probable that a liability may be incurred and the amount can be reasonably estimated.

**15. Goodwill -**

Goodwill has been written off over a period of 10 years in the books of accounts.

# IMP POWERS LIMITED

## Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2014

### Note 2 : Share Capital

Particulars	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares	₹	No. of Shares	₹
<b>(a) Authorised</b>				
Equity Shares of ₹ 10/- each with voting rights	27,670,000	276,700,000	27,670,000	276,700,000
Preference shares of ₹10/- each	6,330,000	63,300,000	6,330,000	63,300,000
	<b>34,000,000</b>	<b>340,000,000</b>	<b>34,000,000</b>	<b>340,000,000</b>
<b>(b) Issued</b>				
Equity Shares of ₹ 10/- each with voting rights	8,140,963	81,409,630	8,140,963	81,409,630
4% Cumulative preference shares of ₹ 10/- each	1,633,332	16,333,320	2,450,000	24,500,000
1% Preference shares of ₹ 10/- each	-	-	1,108,738	11,087,380
	<b>9,774,295</b>	<b>97,742,950</b>	<b>11,699,701</b>	<b>116,997,010</b>
<b>(c) Subscribed and fully paid up</b>				
Equity Shares of ₹ 10/- each with voting rights	8,136,563	81,365,630	8,136,563	81,365,630
4% Cumulative Preference Shares of ₹ 10/- each	1,633,332	16,333,320	2,450,000	24,500,000
1% Preference Shares of ₹ 10/- each	-	-	1,108,738	11,087,380
Shares Forfeited	-	22,000	-	22,000
	<b>9,769,895</b>	<b>97,720,950</b>	<b>11,695,301</b>	<b>116,975,010</b>
<b>Total</b>	<b>9,769,895</b>	<b>97,720,950</b>	<b>11,695,301</b>	<b>116,975,010</b>

### Note:-

- Equity Shares includes 11,27,000 shares issued as fully paid up Bonus Shares during 1994-95 by Capitalisation of Revaluation Reserve.
- 4% Redeemable Preference Shares along with dividend will be redeemed from 1st April 2013 to 31st March 2016 in twelve quarterly equal installments.
- Corporate Debt Restructuring (CDR CELL) has approved the recompense amount towards interest liabilities amounting to ₹ 443.50 lacs for the Company to exit from CDR scheme in the September 2011. Pursuant to terms & conditions of the CDR cell, 25% of the total amount has been paid by the company in cash & for balance 75%, the Company has issued 1% Cumulative Redeemable Preference Shares, which were redeemable in 3 half yearly equal installments beginning from April 2012 To April 2013.
- The Authorised Share Capital was reclassified and subsequently clause V substituted vide Ordinary Resolution passed by the Shareholders of the company at their Extra ordinary General Meeting held on Monday, 19th September 2011 at the Registered Office of the Company.

**Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2014**
**Note 2a : Share capital (contd.)**

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares	₹	No. of Shares	₹
<b>Equity shares with voting rights</b>				
At the Beginning of the period	8,136,563	81,365,630	8,136,563	81,365,630
Add:- Fresh Issue	-	-	-	-
Less:- Redemption	-	-	-	-
Outstanding at the end of the period	<b>8,136,563</b>	<b>81,365,630</b>	<b>8,136,563</b>	<b>81,365,630</b>
<b>4% Redeemable preference shares</b>				
At the Beginning of the period	2,450,000	24,500,000	2,450,000	24,500,000
Add:- Fresh Issue	-	-	-	-
Less:- Redemption	816,668	8,166,680	-	-
Outstanding at the end of the period	<b>1,633,332</b>	<b>16,333,320</b>	<b>2,450,000</b>	<b>24,500,000</b>
<b>1% Redeemable Preference Shares</b>				
At the Beginning of the period	1,108,738	11,087,380	2,217,476	22,174,760
Add:- Fresh Issue	-	-	-	-
Less:- Redemption	1,108,738	11,087,380	1,108,738	11,087,380
Outstanding at the end of the period	-	-	<b>1,108,738</b>	<b>11,087,380</b>

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31st March, 2014		As at 31st March, 2013	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Advance Transformers & Equipments Pvt Ltd.	773,189	9.50	773,189	9.50
Shree Kishoriju Trading & Investments Pvt. Ltd.	587,552	7.22	561,407	6.90
Shree Rasbihari Trading and Investments Pvt. Ltd.	797,773	9.80	797,773	9.80
IL&FS Trust Company Ltd.	637,200	7.83	637,200	7.83
India Business Excellence Fund	542,800	6.67	542,800	6.67

(iii) Details of forfeited shares

Class of shares / Name of shareholder	As at 31st March, 2014		As at 31st March, 2013	
	Number of shares	Amount originally paid up ₹	Number of shares	Amount originally paid up ₹
Equity shares	4,400	22,000	4,400	22,000
Share Premium		176,000		176,000
<b>TOTAL</b>		<b>198,000</b>		<b>198,000</b>

# IMP POWERS LIMITED

## Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2014

### Note 3: Reserves and Surplus

Particulars	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
<b>(a) Capital Reserve (Refer Note No.1)</b>		
Opening Balance as per last Audited financial Statement	7,445,000	7,445,000
Add: Additions during the year	-	-
Less: Utilised / transferred during the year	-	-
Closing balance	<u>7,445,000</u>	<u>7,445,000</u>
<b>(b) Preference Shares Capital Redemption Reserve</b>		
<b>4% Redeemable Preference Shares (Refer Note No.2)</b>		
Opening Balance as per last Audited financial Statement	18,375,000	16,537,500
Add: Additions during the year		
Transferred from surplus in Statement of Profit and Loss	8,166,680	1,837,500
Others		
Less: Utilised during the year	18,375,000	-
Closing balance	<u>8,166,680</u>	<u>18,375,000</u>
<b>1% Redeemable Preference Shares</b>		
Opening Balance as per last Audited financial Statement	22,174,760	11,087,380
Add: Additions during the year		
Transferred from surplus in Statement of Profit and Loss	11,087,380	11,087,380
Others	-	-
Less: Utilised during the year	-	-
Closing balance	<u>33,262,140</u>	<u>22,174,760</u>
<b>(c) Securities Premium Account</b>		
Opening Balance as per last Audited financial Statement (includes Rs. 176000/- towards Share forfeited)	478,577,741	478,577,741
Add : Premium on shares issued during the year	-	-
Closing balance	<u>478,577,741</u>	<u>478,577,741</u>
<b>(d) Bonds Redemption Reserve</b>		
Opening Balance as per last Audited financial Statement	39,887,780	35,713,480
Add: Additions during the year	-	-
Transferred from surplus in Statement of Profit and Loss	5,565,730	4,174,300
Others	-	-
Less: transferred to general reserve	18,552,431	-
Closing balance	<u>26,901,079</u>	<u>39,887,780</u>
<b>(e) Revaluation Reserve</b>		
Opening Balance as per last Audited financial Statement	27,409,692	28,408,284
Less: Utilised for set off against depreciation	1,331,456	998,592
Written back / other utilisations during the year		
Closing balance	<u>26,078,236</u>	<u>27,409,692</u>
<b>(f) General Reserve</b>		
Opening Balance as per last Audited financial Statement	77,226,072	77,226,072
Add: Transferred from Bond Reserve	18,552,431	-
Add: Transferred from 4% Preference Shares Capital Reserve	18,375,000	-
Less: Utilised / transferred during the year		
Closing balance	<u>114,153,503</u>	<u>77,226,072</u>

## Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2014

Particulars	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
<b>(g) Surplus / (Deficit) in Statement of Profit and Loss</b>		
<b>Opening Balance as per last Audited Financial Statement</b>	204,731,692	202,080,059
Add: Profit / (Loss) for the year	5,771,391	25,214,743
Less: Interim dividend	-	-
Dividends proposed to be distributed to equity shareholders (₹ 0.50/- per share)	4,068,282	4,068,282
Dividends proposed to be distributed to preference shareholders	723,551	735,671
Tax on dividend	1,121,992	659,977
Transfer to 4% Preference Share Capital Redemption Reserve	8,166,680	1,837,500
Transfer to 1% Preference Share Capital Redemption Reserve	11,087,380	11,087,380
Transfer to Bonds Redemption Reserve	5,565,730	4,174,300
Transfer to General Reserve	-	-
Closing balance	<u>179,769,468</u>	<u>204,731,692</u>
<b>Total</b>	<b>874,353,847</b>	<b>875,827,737</b>

**Notes:-**

- 1) The Company had not received the balance 90% amount on 450000 warrants, thus the Company has forfeited Warrant Application money of ₹ 74,45,000 of these Warrants and transferred to Capital Reserve.
- 2) The Company had created excess Capital Redemption Reserve from the profits of earlier year and accordingly has transferred this excess amount to the General Reserve.
- 3) Based on valuation report submitted by a professional valuer appointed for the purpose of valuing Factory Lease Hold Land & Building at Kandivali works & building Head office, the same have been revalued as at 31st March, 1994 on current cost basis. The resultant increase in net book value on such revaluation amounting to ₹ 67.70 million was transferred to Revaluation Reserve account.

**Note 4: Long-term borrowings**

Particulars	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
(a) Bonds (Refer Note (2) below)		
Secured	18,552,434	37,104,867
(5,56,573 4 % Non- Convertible Bonds)		
Unsecured	-	-
	<u>18,552,434</u>	<u>37,104,867</u>
(b) Term loans		
From banks		
Secured	113,050,162	134,751,721
Unsecured	-	-
	<u>113,050,162</u>	<u>134,751,721</u>
(c) Other loans and advances (Vehicle Loan)		
Secured	6,246,879	7,431,812
Unsecured	-	-
	<u>6,246,879</u>	<u>7,431,812</u>
(d) Loans & advances from related parties		
Secured	-	-
Unsecured	39,352,500	30,300,000
	<u>39,352,500</u>	<u>30,300,000</u>
<b>Total</b>	<b>177,201,975</b>	<b>209,588,400</b>

**Notes**

- 1) Term loan & Bonds from Financial Institutions and Banks are secured by way of first charge on all Fixed Assets of the Company both present & future on pari-passu basis with other member bank of consortium and Second charge on all Current Assets of the company both present & future on pari-passu basis with other member bank of consortium and personal guarantee of promoter Directors Shri Ajay R Dhoot & Shri Aaditya R Dhoot.
- 2) Non Convertible Redeemable Bonds including interest will be redeemed from 1st April 2013 to 31st March 2016 in twelve quarterly equal installment. Out of which ₹ 18552433/- will be redeemed in the next 12 months considered under current liabilities.
- 3) Vehicle Loan are secured by hypothecation of vehicles.



# IMP POWERS LIMITED

## Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2014

### Note 4a : Long-term borrowings (contd.)

(i) Details of bonds issued by the Company:

Particulars	As at 31st March 2014		As at 31st March 2013	
	Current ₹	Non-Current ₹	Current ₹	Non-Current ₹
4 % Non-Convertible Bonds	18,552,433	18,552,434	18,552,433	37,104,867
Total - Bonds (i)	18,552,433	18,552,434	18,552,433	37,104,867

(ii) Details of terms of repayment for the other long-term borrowings and security provided in respect of the secured other long-term borrowings:

Particulars	As at 31st March 2014				
	Current ₹	Non-Current ₹	Period of Maturity w.r.t. the Balance Sheet date	No. of Installments Outstanding as at 31 <sup>st</sup> March 2014	Amount of each installment *
<b>Term loans from banks:</b>					
State Bank of India (TL)	11,325,995	-	1 Years	4 Quartely	2,831,490
State Bank of India (Corporate)	12,500,000	-	6 Months	Half Yearly	12,500,000
State Bank of Hyderabad (TL)	20,000,000	4,998,267	1 Years 3 Months	5 Quartely	5,000,000
Term Loan (SBH-II)	7,459,969	82,059,655	2 Years	12 Quartely	7,459,969
Bank of India (TL)	10,008,000	3,527,340	1 Years 4 Months	16 Monthly	834,000
Greater Bombay Co-Op. Bank Ltd. (TL) (1)	-	22,464,900	-	-	-
Total - Term loans from banks	61,293,964	113,050,162			
<b>Other loans and advances:</b>					
HDFC Bank Ltd.	2,747,019	1,606,232			
Kotak Mahindra Prime Ltd.	12,514	-			
Dena Bnak	1,068,907	2,293,048			
HDFC Bank Ltd. (IMP Energy Ltd.)	838,723	1,913,599			
Kotak Mahindra Prime Ltd.	992,880	434,000			
Total - Other loans and advances	5,660,043	6,246,879			
<b>Corporate Loan</b>					
Adisun Exports Pvt. Ltd.	2,500,000	-			
N.K. Investment Pvt. Ltd.	2,500,000	-			
	5,000,000	-			
<b>Loans &amp; advances from related parties</b>					
Universal Transformers Pvt. Ltd.	-	26,975,500			
Advance Transformers & Equipments Pvt. Ltd.	-	12,377,000			
		39,352,500			
<b>Total (i+ii)</b>	<b>90,506,440</b>	<b>177,201,975</b>			

Note:-\* Last Instalment payments will be of balance amount outstanding.

(1) The IMP Powers Ltd filed Company Petition No.395 of 2006 before the Hon'ble High Court of Judicature at Bombay seeking approval of CDR Scheme under Section 391 to 394 of the Companies Act, 1956. The said Petition was allowed by the Hon'ble High Court of Judicature at Bombay. The Greater Bombay Co-operative Bank Ltd. challenged the said Order by filing Company Application No.966 of 2007. By an Order dated 22nd April, 2009 the Hon'ble High Court of Judicature at Bombay allowed the said Company Application filed by The Greater Bombay Co-operative Bank Ltd. The said Order is challenged by IMP Powers Ltd by filing an Appeal being Appeal No.409 of 2009 before the Hon'ble High Court of Judicature at Bombay. The said Appeal is admitted by the Hon'ble High Court and is pending for final hearing. In the meanwhile, The Greater Bombay Co-operative Bank Ltd. sold 380000 shares pledged without notice to Party. In view of the above, there are multiple litigations pending among the Parties before DJR, Mumbai, Cooperative Court, Mumbai and City Civil Court, Mumbai. Apart from the above Appeal, there are claims and counter claims which are yet to be adjudicated between the Parties. Therefore, as an abundant caution the Company has provided provision for interest as well as balance principle amount on the basis of CDR Scheme approved by the Hon'ble High Court of Judicature at Bombay subject to the final outcome of all pending litigations. The above amount is provided without prejudice to IMP Powers Limited's right and contentions in all pending matters and also without admitting that there is any debt admittedly due and payable to The Greater Bombay Co-operative Bank Ltd.

**Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2014**

Particulars	As at 31st March, 2014		As at 31st March, 2013	
	Period of default (Years) *	₹	Period of default (Years)*	₹
Term loans from banks				
Principal	10	22,464,900	9	22,464,900
Interest	10	18,198,000	9	16,176,000

(iii) For the current maturities of long-term borrowings, refer item (a) in Note 9 Other current liabilities.

\* Base of the year 2004-2005

**Note : 5 Other long-term liabilities**

Particulars	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Others:		
(i) Interest accrued but not due on Bonds	11,726,792	15,959,506
(ii) Trade / security deposits received	-	-
<b>Total</b>	<b>11,726,792</b>	<b>15,959,506</b>

**Note 6 : Long-term provisions**

(a) Provision for employee benefits:		
(i) Provision for compensated absences	1,914,332	1,871,597
(ii) Provision for gratuity (net)	120,019	(1,499,376)
(b) Provision - Others:		
(i) Provision for premium payable on redemption of Preference shares	5,781,263	7,591,311
<b>Total</b>	<b>7,815,614</b>	<b>7,963,532</b>

**Defined Benefits Plans :**

a. Contribution to Gratuity Fund -

The Company regularly contributes to the gratuity fund called the "Industrial Meters Private Limited Gratuity Fund" framed under the Payment of Gratuity Act, 1972, which is a defined benefit plan.

**Changes in Defined Benefit Obligation :**

Liability at the beginning of the year	9,603,033	9,557,896
Interest Cost	792,250	609,316
Current Service Cost	462,970	520,976
Past Service Cost- Vested Benefit	-	-
Benefit Paid	(128,231)	(114,722)
Actuarial (gain)/loss on obligations	(664,185)	(970,433)
Liability at the end of the year	10,065,837	9,603,033

**Changes in the Fair value of Plan Assets for Gratuity (Funded Scheme) :**

Fair Value of Plan Assets at the beginning of the year	11,102,409	10,749,364
Expected Return on Plan Assets	965,910	693,334
Contributions	-	-
Benefit Paid	(128,231)	(114,722)
Actuarial gain/ (loss) on Plan Assets	(1,994,460)	(225,567)
Fair Value of Plan Assets at the end of the year	9,945,628	11,102,409
Total Actuarial gain/( loss) To Be Recognized	1,330,275	(744,866)

**Amount recognized in the Balance Sheet:**

Defined Benefit Obligation	10,065,837	(9,603,033)
Fair Value of Plan Assets	9,945,628	11,102,409
(Liability) / Assets recognized in the Balance Sheet	20,011,465	1,499,376

# IMP POWERS LIMITED

## Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2014

### Note 6 : Long-term provisions (Contd.)

Particulars	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
<b>Expenses recognized in the Profit &amp; Loss Account:</b>		
Current Service Cost	462,970	520,976
Interest Cost	792,250	609,316
Expected Return on Plan Assets	(965,910)	(693,334)
Actuarial (Gain) or Loss	1,330,275	(744,866)
Past Service Cost- Vested Benefit		
Expense Recognized in P & L	1,619,405	(307,809)
<b>Actuarial Assumptions:</b>		
Discount Rate Current	9.32%	8.50%
Rate of Return on Plan Assets Current	8.70%	8.70%
Salary Escalation Current	5.00%	5.00%
Attrition Rate Current Year	2.00%	2.00%

### Note 7 :Short-term borrowings

(a) Loans repayable on demand		
From banks		
Secured		
Cash Credit Facilities	571,338,099	389,819,556
Working Capital Demand Loan	139,899,748	299,899,618
Packing Credit Loan	100,803,071	-
<b>Total</b>	<b>812,040,918</b>	<b>689,719,174</b>

#### Notes:

(i) Details of Loans repayable and security for the secured short-term borrowings:

#### Loans repayable on demand

#### from banks:

Karnataka Bank Ltd.	79,783,039	64,372,255
Bank of India	190,970,756	142,518,578
State Bank of India	148,429,470	139,457,855
State Bank of Hyderabad	161,139,883	180,814,084
IDBI Bank Ltd.	83,678,887	62,815,633
Axis Bank Ltd.	27,289,050	90,225,887
State Bank of Hyderabad (IMP Energy Ltd.)	19,946,762	9,514,884
Packing Credit Loan (State Bank of Hyderabad)	23,426,471	-
Packing Credit Loan (Axis Bank Ltd.)	77,376,600	-
<b>Total - from banks</b>	<b>812,040,918</b>	<b>689,719,174</b>

#### Note:-

1) Working Capital loan from Banks are secured against first charge on all current assets of the company, present & future, on pari passu basis with banks in the consortium and Second charge on all Fixed Assets of the company, both present & future, on pari-passu basis with member banks of consortium. Also collateral security of equitable Mortgage of residential property in the name of Directors situated at Ground floor, 86A, Shriniketan, Netaji Subhash Marg, Mumbai on pari passu basis with the member of banks of Consortium (Except Axis Bank Ltd.) and personal guarantee of promoter Directors.

**Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2014**
**Note 8: Trade payables**

Particulars	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Trade payables:		
Total Outstanding Dues of Micro and Small Enterprises (Refer Note No. 25.2 )	-	-
Other than Acceptances	778,904,543	654,211,377
<b>Total</b>	<b>778,904,543</b>	<b>654,211,377</b>

**Note : 9 Other current liabilities**

(a) Current maturities of long-term debt (Refer Note 4a)	90,506,440	87,567,254
(b) Unpaid dividends	97,691	66,626
(c) Other payables	126,902,449	148,731,106
<b>Total</b>	<b>217,506,580</b>	<b>236,364,986</b>

Note (i): Current maturities of long-term debt (Refer Notes (i) and (ii) in Note 4a - Long-term borrowings for details of security and guarantee):

(a) Bonds (Refer No. 4a)		
Secured	18,552,433	18,552,433
Unsecured	-	-
(b) Term loans		
From banks		
Secured	61,293,964	65,083,960
Unsecured	-	-
(c) Other loans and advances (Vehicle Loan)		
Secured	5,660,043	3,930,861
Unsecured	-	-
(d) Other loans and advances		
Secured	-	-
Unsecured	5,000,000	-
<b>Total</b>	<b>90,506,440</b>	<b>87,567,254</b>

**Note 10: Short-term provisions**

(a) Provision for employee benefits:		
(i) Provision for bonus	1,516,860	1,447,262
(ii) Provision for compensated absences	1,043,847	861,823
(b) Provision - Others:		
(i) Provision for Proposed equity dividend	4,068,282	4068282
(i) Provision for tax on proposed dividends	1,121,992	659,977
<b>Total</b>	<b>7,750,981</b>	<b>7,037,344</b>

Notes forming part of the financial statements for the Year ended 31st March, 2014

Note 11 : Fixed assets

A. Tangible assets	Gross block			Depreciation			Net Block		
	Balance as at 1st April, 2013	Additions	Disposals	Balance as at 31st March, 2014	As at 31st March, 2013	For the year	Deduction Adjust-ment	Balance as at 31st March, 2014	As at 31st March 2013
	₹	₹	₹	₹	₹	₹	₹	₹	₹
Free Hold Land	33,051,968	-	-	33,051,968	-	-	-	33,051,968	33,051,968
Building & HO Building	456,288,402	5,401,724	-	461,690,126	128,335,852	15,311,906	-	318,042,368	327,952,550
Plant & Machineries	579,168,048	39,886,177	-	619,054,225	158,371,399	29,019,640	-	431,663,186	420,796,649
Dies & Jigs	2,750,150	-	-	2,750,150	2,750,150	-	-	2,750,150	-
Electrical Installation	18,573,975	29,000	-	18,602,975	7,967,481	1,174,463	-	9,461,031	10,606,494
Air Conditioning Equipments	4,393,627	297,300	-	4,690,927	2,027,904	204,121	-	2,458,902	2,365,723
Furniture & Fixtures	24,376,785	117,497	-	24,494,282	13,480,487	1,430,561	-	9,583,234	10,896,298
Office Equipments	3,990,134	146,339	-	4,136,473	1,920,613	162,728	-	2,053,132	2,069,521
Cars & Vehicles	29,609,782	9,419,914	4,562,048	34,467,648	9,278,424	3,123,966	2,075,243	24,140,501	20,331,358
Computer	12,697,387	792,743	-	13,490,130	9,681,895	977,362	-	2,830,873	3,015,492
<b>Total</b>	<b>1,164,900,258</b>	<b>56,090,694</b>	<b>4,562,048</b>	<b>1,216,428,904</b>	<b>333,814,205</b>	<b>51,404,747</b>	<b>2,075,243</b>	<b>383,143,709</b>	<b>833,285,195</b>
<b>Previous year</b>	<b>1,058,136,290</b>	<b>109,013,946</b>	<b>2,249,978</b>	<b>1,164,900,258</b>	<b>300,489,570</b>	<b>34,381,273</b>	<b>1,056,638</b>	<b>831,086,053</b>	<b>757,646,720</b>

Note 11 : Fixed assets

B. Intangible assets	Gross block			Depreciation			Net Block		
	Balance as at 1st April, 2013	Additions	Disposals	Balance as at 31st March, 2014	As at 31st March, 2013	For the year	Deduction Adjust-ment	Balance as at 31st March, 2014	As at 31st March 2013
	₹	₹	₹	₹	₹	₹	₹	₹	₹
Software	157,296	30,600	-	187,896	25,846	30,431	-	56,277	131,619
Goodwill on Consolidation	2,375,776	-	-	2,375,776	475,156	237,578	-	712,734	1,900,620
<b>Total</b>	<b>2,533,072</b>	<b>30,600</b>	<b>-</b>	<b>2,563,672</b>	<b>501,002</b>	<b>268,009</b>	<b>-</b>	<b>769,011</b>	<b>2,032,070</b>
<b>Previous year</b>	<b>2,533,072</b>	<b>-</b>	<b>-</b>	<b>2,533,072</b>	<b>244,266</b>	<b>256,736</b>	<b>-</b>	<b>501,002</b>	<b>2,288,806</b>
<b>Intangible assets under development</b>	<b>1,000,000</b>	<b>-</b>	<b>-</b>	<b>1,000,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,000,000</b>	<b>1,000,000</b>

Note:- Company is under the process of implementing ERP and expenditure incurred has been considered as intangible assets under development

Note 11 : Fixed assets (contd.)

C. Depreciation and amortisation relating to continuing operations:	
Particulars	Balance as at 31st March, 2014
	₹
Depreciation and amortisation for the year on tangible assets as per Note 11 A	51,404,747
Depreciation and amortisation for the year on intangible assets as per Note 11 B	268,009
Less: Utilised from revaluation reserve	1,331,456
<b>Depreciation and amortisation relating to continuing operations</b>	<b>50,341,300</b>
	<b>33,639,417</b>
	<b>34,381,273</b>
	<b>256,736</b>
	<b>998,592</b>

## Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2014

### Note 12 : Non-current investments

Particulars	As at 31st March, 2014			As at 31st March, 2013		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
	₹	₹	₹	₹	₹	₹
Investments (At cost):						
<b>Non- Trade</b>						
<b>Others</b>						
(a) 10 Equity Shares of The Mogaveera Co-Op. Bank Ltd. of Rs. 100/- each fully paid	-	1,000	1,000	-	10	1,000
(b) 4000 Equity Shares of The Grater Bombay Co-Op. Bank Ltd. of Rs. 25/- fully Paid	-	100,000	100,000	-	100,000	100,000
(c) 25 Equity Shares of Shamrao Vitthal Co-Op. Bank Ltd. of Rs. 29/- fully Paid	-	725	725	-	-	-
<b>Total</b>	-	<b>101725</b>	<b>101725</b>	-	<b>100010</b>	<b>101000</b>

### Note 13 : Long-term loans and advances

Particulars	As at	As at
	31st March, 2014	31st March, 2013
	₹	₹
(a) Security deposits		
Secured, considered good	31,830,115	-
Unsecured, considered good	-	29,077,019
(b) Advance income tax (net of provisions ₹ 111106724/-)	11,476,358	(10,711,328)
(c) Balances with government authorities		
Unsecured, considered good		
(i) Export Incentive (Refer Note below)	-	12,478,476
(ii) VAT credit receivable	1,599,101	6,381,362
(iii) Advance Licence	9,938,987	3,375,179
(d) Other loans and advances		
Secured, considered good	-	-
Unsecured, considered good	115,000	115,000
<b>Total</b>	<b>54,959,561</b>	<b>40,715,708</b>

- i) The Company has undertaken export & deemed exports of its products, by using indigenous raw materials. Against such exports the Company has received Quantity Based Advance Licenses entitling the company to import certain raw materials at Nil Custom duty. The Utilized portion of these licenses amounting to Rs. 9.94 million (previous Rs. 3.38 million) has been valued as prevailing Customs Duty rates 31st March, 2013 and taken credit in the books of accounts in accordance with the matching principle of accountancy.

### Note 14 : Inventories

(At lower of cost and net realisable value)

Particulars	As at	As at
	31st March, 2014	31st March, 2013
	₹	₹
(a) Raw materials		
Copper wire & Strips	103,118,488	51,428,102
Transformer oil	22,700,865	25,837,473
Lamination	13,171,216	20,455,879
Others	90,682,806	88,785,440
	229,673,375	186,506,894
(b) Work-in-progress	238,340,227	219,866,709
(c) Finished goods (other than those acquired for trading)	323,353,061	241,314,840
<b>Total</b>	<b>791,366,663</b>	<b>647,688,443</b>

# IMP POWERS LIMITED

## Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2014

### Note 15: Trade receivables

Particulars	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Unsecured Considered Good		
Over Six months	168,369,586	124,770,941
Others	1,029,002,892	1,089,692,531
<b>Total</b>	<b>1,197,372,478</b>	<b>1,214,463,472</b>

### Note 16 : Cash and Bank Balances

(a) Cash on hand	4,491,278	3,456,210
(b) Balances with banks		
(i) In current accounts	3,346,303	12,000,838
(ii) In earmarked accounts		
- Unpaid dividend accounts	97,691	66,626
- Balances held as margin money or security against borrowings, guarantees and other commitments	76,933,987	45,458,265
<b>Total</b>	<b>84,869,259</b>	<b>60,981,939</b>

### Note 17: Short-term loans and advances

(a) Loans and advances to related parties (Refer Note 28b)		
Secured, considered good	-	-
Unsecured, considered good	-	-
Share application money given to Imp enegy limited	-	-
(b) Loans and advances to employees		
Secured, considered good	-	-
Unsecured, considered good	12,855,765	8,893,414
(c) Prepaid expenses - Unsecured, considered good	32,230,354	28,191,324
(d) Balances with government authorities		
Unsecured, considered good		
(i) CENVAT credit receivable	392,788	448,999
(ii) VAT credit receivable		
(iii) Service Tax credit receivable	4,782,411	4,790,853
(e) Others		
Unsecured, considered good	8,696,476	16,368,851
<b>Total</b>	<b>58,957,794</b>	<b>58,693,441</b>

### Note 18 : Other current assets

(a) Accruals		
(i) Interest accrued on deposits	12,501,903	2,689,149
<b>Total</b>	<b>12,501,903</b>	<b>2,689,149</b>

**Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2014**
**Note 19 : Revenue from operations**

Particulars	For the Year ended 31st March, 2014	For 9 Months ended 31st March, 2013
	₹	₹
(a) Sale of Distribution & Power Transformers	2,894,941,119	2,292,549,744
(b) Erection & Commissioning services	-	356,000
	<u>2,894,941,119</u>	<u>2,292,905,744</u>
<u>Less:</u>		
(c) Excise duty	251,127,599	218,005,436
<b>Total</b>	<b><u>2,643,813,520</u></b>	<b><u>2,074,900,308</u></b>

**Note 20 : Other income**

(a) Interest income (Refer Note (i) below)	6,124,630	2,519,003
(b) Other non-operating income (net of expenses directly attributable to such income)	194,212	260,148
<b>Total</b>	<b><u>6,318,842</u></b>	<b><u>2,779,151</u></b>
(i) Interest income comprises:		
Interest from banks on:		
Deposits	6,033,681	2,467,192
Interest on loans and advances	90,949	51,811
<b>Total - Interest income</b>	<b><u>6,124,630</u></b>	<b><u>2,519,003</u></b>
(ii) Miscellaneous income	194,212	260,148
<b>Total - Other non-operating income</b>	<b><u>194,212</u></b>	<b><u>260,148</u></b>

**Note 21.a : Cost of materials consumed**

Opening stock	186,506,894	170,987,405
Add: Purchases	2,204,543,338	1,836,097,104
	<u>2,391,050,232</u>	<u>2,007,084,509</u>
Less: Closing stock	229,673,375	186,506,894
<b>Cost of material consumed</b>	<b><u>2,161,376,857</u></b>	<b><u>1,820,577,615</u></b>
Material consumed comprises:		
Copper wire & Strips	735,418,698	674,875,782
Transformer oil	319,198,675	170,567,561
Lamination	471,896,865	357,844,588
Others	634,862,619	617,289,684
<b>Total</b>	<b><u>2,161,376,857</u></b>	<b><u>1,820,577,615</u></b>

**Note 21.b : Changes in inventories of finished goods, work-in-progress and stock-in-trade**

Inventories at the end of the year:		
Finished goods	323,353,061	241,314,840
Work-in-progress	238,340,227	219,866,709
	<u>561,693,288</u>	<u>461,181,549</u>
Inventories at the beginning of the year:		
Finished goods	241,314,840	157,547,374
Work-in-progress	219,866,709	119,586,992
	<u>461,181,549</u>	<u>277,134,366</u>
<b>Net (increase) / decrease</b>	<b><u>(100,511,739)</u></b>	<b><u>(184,047,183)</u></b>



# IMP POWERS LIMITED

## Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2014

### Note 22: Employee benefits expense

Particulars	For the Year ended 31st March, 2014	For 9 Months ended 31st March, 2013
	₹	₹
Salaries and wages	115,160,016	82,736,096
Contributions to provident and other funds	4,039,819	2,043,566
Staff welfare expenses	5,487,941	2,679,018
<b>Total</b>	<b>124,687,776</b>	<b>87,458,680</b>

### Note 23: Finance costs

(a) Interest expense on:		
(i) Borrowings	159,949,707	113,123,956
(b) Other borrowing costs		
(i) Bank Commission, Bank Guarantee & othr Charges	35,798,634	24,653,369
<b>Total</b>	<b>195,748,341</b>	<b>137,777,325</b>

### Note 24 : Other expenses

Power and fuel	14,652,672	9,529,119
Rent including lease rentals(Net) (Refer Note 28)	6,048,600	2,088,000
Repairs and maintenance - Buildings	906,564	52,974
Repairs and maintenance - Others	3,642,026	2,227,483
Insurance	5,715,778	4,041,485
Rates and taxes	4,122,250	3,116,516
Communication	3,187,061	2,364,324
Travelling and conveyance	26,908,845	18,819,139
Printing and stationery	1,946,591	1,678,075
Motor Car Expenses	4,573,432	3,692,361
Office Expenses & Electricity Charges	3,964,449	2,986,865
Freight and forwarding	86,910,719	62,874,928
Loading & Unloading Charges	5,726,855	2,329,511
Sales commission	3,239,991	5,734,473
Business promotion & Advertisement	5,436,158	6,454,322
Donations and contributions	116,180	1,214,100
Legal and professional	6,952,288	67,92,371
Elecrama 2014	2,197,531	-
Payments to auditors (Refer Note (i) below)	422,472	416,854
Net loss on foreign currency transactions	6,806,674	3,310,471
Loss on fixed assets sold / scrapped / written off	1,406,806	561,789
Miscellaneous expenses	8,147,380	5,255,185
<b>Total</b>	<b>203,031,323</b>	<b>145,540,344</b>

#### Notes:

(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - statutory audit	347,472	341,854
For taxation matters	75,000	75,000
<b>Total</b>	<b>422,472</b>	<b>416,854</b>

**Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2014**
**Note 25 : Additional information to the financial statements**

Particulars	For the year ended 31st March, 2014 ₹	For the year ended 31st March, 2013 ₹
<b>25.1 Contingent liabilities and commitments (to the extent not provided for)</b>		
(i) Contingent liabilities		
(a) Claims against the Company not acknowledged as debt		
Crogat Electronics Pvt. Ltd. was supplying raw materials and there was delay in supplying the material and there were rejections and several complaints from IMP's Customers due to substandard materials and non compliance of technical norms. IMP had to procure materials from other sources resulting in loss, IMP held back payment and Crogat filed suit.	474,731	474,731
Asea Brown Boveri Ltd. Filed by ABB Recovery as Counter suit against IMP.	14,108,160	14,108,160
(b) Performance, Counter & Advance Guarantees EMD	1,174,581,697	978,816,626
(c) Corporate guarantees given to the Banks on behalf of related Party - IMP Energy Ltd.	220,000,000	220,000,000
(c) Other money for which the Company is contingently liable		
(i) Income Tax Demands (A.Y. 2008-2009)	Nil	18,789,885
<b>25.2 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006</b>		
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	Nil	Nil
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	Nil	Nil
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	Nil	Nil
(iv) The amount of interest due and payable for the year		
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	Nil	Nil
Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.		
<b>25.3 Value of imports calculated on CIF basis @:</b>		
Raw materials including Spares	172,793,553	54,796,800
<b>25.4 Expenditure in foreign currency</b>		
Travelling	2,188,490	637,503

# IMP POWERS LIMITED

## Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2014

### 25.5 Details of consumption of imported and indigenous items \* ("Borrowing Cost") For the year ended

	₹	%
<u>Imported</u>		
Raw materials	172,793,553	7.99
	(54,796,800)	(3.01)
Note: Figures / percentages in brackets relates to the previous year		
<u>Indigenous</u>		
Raw materials	1,988,583,304	91.95
	(1,774,615,986)	(97.01)
Note: Figures / percentages in brackets relates to the previous year		

Particulars	For the year ended 31st March, 2014 ₹	For the year ended 31st March, 2013 ₹
<b>25.6 Earnings in foreign exchange</b>		
Export of goods calculated on FOB basis	135,484,492	745,200
Royalty, know-how, professional and consultation fees		
Interest and dividend		
Other income, indicating the nature thereof.		

### Note 26: Disclosures under Accounting Standards 16

Note	Particulars	For the year ended 31st March, 2014 ₹	For the year ended 31st March, 2013 ₹
	<b>Details of borrowing costs capitalised</b>		
	Borrowing costs capitalised during the year	7,240,136	11,652,476
	- as fixed assets		
	<b>Total</b>	<b>7,240,136</b>	<b>11,652,476</b>

### Note 27 : Disclosures under Accounting Standards 18 ("Related Party Disclosures")

Note	Particulars	Names of related parties
27.a	<b>Details of related parties:</b>	
	<b>Description of relationship</b>	
	Subsidiaries	IMP Energy Limited
	Other Related Parties	Raga Organics P. Ltd Advance Transformers & Equipments Pvt. Ltd Shree Kishoriju Trading & Investments Pvt. Ltd Shree Rasbihari Electricals Pvt. Ltd Universal Transformers Pvt. Ltd Shree Rasbihari Trading and Investments Pvt. Ltd Raj Exports Pvt. Ltd. Mangalam Laboratories Pvt. Ltd. Ramniwas R Dhoot (HUF)
	Key Management Personnel (KMP)	Chairman : Shri Ramniwas R Dhoot Vice-Chairman : Shri Ajay R Dhoot Managing Director : Shri Aaditya R Dhoot Director Marketing : Shri Rajendra Mimani
	Relatives of KMP	Mrs. Rajkumari R Dhoot (wife of Shri R. R. Dhoot), Mrs. Smita A Dhoot (wife of Shri Aaditya. R. Dhoot), Mrs. Radhika A Dhoot (wife of Shri Ajay R. Dhoot), Mrs. Saroj Mimani (wife of Shri Rajendra Mimani),

Note: Related parties have been identified by the Management.

## Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2014

### Details of related party transactions during the year ended 31st March, 2014 and balances outstanding as at 31st March, 2014.

27.b	Ultimate Holding Company	Holding Company	Subsidiaries	Fellow Subsidiaries	Other Related Parties	KMP	Relatives of KMP	Entities in which KMP / Relatives of KMP have significant influence	Total
<b>Related party transactions</b>									
Purchase of goods	-	-	-	-	-	-	-	-	-
Remuneration	-	-	-	-	-	-	-	-	-
Shri Ramniwas R Dhoot	-	-	-	-	-	4,740,000	-	-	4,740,000
	-	-	-	-	-	(3,521,250)	-	-	(3,521,250)
Shri Ajay R Dhoot	-	-	-	-	-	4,590,000	-	-	4,590,000
	-	-	-	-	-	(3,150,000)	-	-	(3,150,000)
Shri Aaditya R Dhoot	-	-	-	-	-	4,440,000	-	-	4,440,000
	-	-	-	-	-	(2,970,000)	-	-	(2,970,000)
Shri Rajendra Mimani	-	-	-	-	-	1,500,000	-	-	1,500,000
	-	-	-	-	-	(1,125,000)	-	-	(1,125,000)
Leasing or hire purchase arrangements									
Ramniwas R Dhoot (HUF)	-	-	-	-	-	120,000	-	-	120,000
	-	-	-	-	-	(90,000)	-	-	(90,000)
Shri Ajay R Dhoot	-	-	-	-	-	420,000	-	-	420,000
	-	-	-	-	-	(315,000)	-	-	(315,000)
Shri Aaditya R Dhoot	-	-	-	-	-	390,000	-	-	390,000
	-	-	-	-	-	(292,500)	-	-	(292,500)
Shree Rasbihari Trading & Investments Pvt. Ltd.	-	-	-	-	-	120,000	-	-	120,000
	-	-	-	-	-	(90,000)	-	-	(90,000)
Balances outstanding at the end of the year									
Trade receivables	-	-	-	-	-	-	-	-	-
Loans and advances	-	-	-	-	-	39,352,500	-	-	39,352,500
	-	-	-	-	-	(30,300,000)	-	-	(30,300,000)
Trade payables	-	-	-	-	-	-	-	-	-
Borrowings	-	-	-	-	-	-	-	-	-
Provision for doubtful receivables, loans and advances	-	-	-	-	-	-	-	-	-

Note: Figures in bracket relates to the previous year

### Note 28: Disclosures under Accounting Standards 19 ("Leases")

Note	Particulars	For the year ended 31st March, 2014 ₹	For the year ended 31st March, 2013 ₹
28	<b>Details of leasing arrangements</b>		
	<u>As Lessor</u>		
28.a	The Company has entered into operating lease arrangements for Its Premises at Kandivali, Mumbai. The lease was non-cancellable for a period of 6 Months from 19/04/2011. The lease has cancelled in the year 2013-14.		
	Future minimum lease receivable		
	not later than one year	-	8,532,000
	later than one year and not later than five years	-	711,000
	later than five years		
	<u>As Lessee</u>		
28.b	The Company has entered into operating lease arrangements for its office premises at Tardeo Mumbai. The leases are non-cancellable and are for a period of 3 years and may be renewed for a further period as mutual agreement of the parties.		
	Future minimum lease payments		
	not later than one year	-	12,447,600
	later than one year and not later than five years	1,30,13,400	-
	later than five years	14,09,78,52	27,11,12,50
	Lease payments recognised in the Statement of Profit and Loss	12,44,76,00	8,48,70,00
	Contingent rents recognised as expense during the year (state basis)		

# IMP POWERS LIMITED

## Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2014

### Note 29: Disclosures under Accounting Standards 20 ("Earning per Share")

Note	Particulars	As at 31st March 2014 ₹	As at 31st March 2013 ₹
29	<b>Earnings per share</b>		
	Weighted average number of equity shares outstanding	8,136,563	8,136,563
29.a	Profit (Loss) after taxation as per Profit & Loss account attributable to Equity Shareholders after adjusting dividend on preference shares before extraordinary items	6,675,858	24,479,072
	Earning Per Share (Basic & Diluted) Before Extra-Ordinary item	0.82	3.01
29.b	Profit (Loss) after taxation as per Profit & Loss account attributable to Equity Shareholders after adjusting dividend on preference shares after extraordinary items	6,675,858	24,479,072
	Earning Per Share (Basic & Diluted)	0.82	3.01
	Nominal Value per share	10.00	10.00

### Note 30 : Disclosures under Accounting Standards 22 ("Accounting for Taxes on Income")

30	<b>Deferred tax (liability) / asset</b>		
	<u>Tax effect of items constituting deferred tax liability</u>		
	Opening Balance	61,543,324	53,571,050
	On difference between book balance and tax balance of fixed assets	8,009,171	7,359,125
	On expenditure deferred in the books but allowable for tax purposes (reversal of Previous Year)	502,005	613,149
	On items included in Reserves and surplus pending amortisation into the Statement of Profit and Loss		
	Others		
	Tax effect of items constituting deferred tax liability	70,054,500	61,543,324
	<u>Tax effect of items constituting deferred tax assets</u>		
	Opening Balance	19,146,765	7,813,636
	Provision for compensated absences, gratuity and other employee benefits		
	Provision for doubtful debts / advances	-	
	Disallowances under Section 40(a)(i), 43B of the Income Tax Act, 1961	5,886,530	10,513,585
	On difference between book balance and tax balance of fixed assets		
	Unabsorbed depreciation carried forward		
	Brought forward business losses	(699,580)	(819,544)
	On items included in Reserves and surplus pending amortisation into the Statement of Profit and Loss		
	Others	-	-
	Tax effect of items constituting deferred tax assets	24,333,715	19,146,765
	<b>Net deferred tax liability)/(assets)</b>	<b>45,720,785</b>	<b>42,396,559</b>

### Note 31 : Previous year's figures

31 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure. Figures are not comparable to previous year figures as the previous financial year is for a period of 9 months.

**For Batliboi & Purohit**  
**Chartered Accountants**  
**FRN NO. 101048W**

**(CA R.D.HANGEKAR)**  
Partner  
M.No. 30615

**Place : Mumbai**  
**Date : 29<sup>th</sup> May, 2014**

**For and on behalf of the Board of Directors**

**AJAY R DHOOT**  
Vice Chairman

**AADITYAR DHOOT**  
Managing Director

**DEEPAK A SHAH**  
Chief Financial Officer

**ROMALI MALVANKAR**  
Company Secretary



**IMP POWERS LTD.**

**Corporate Identity No. (CIN): L31300DN1961PLC000232**

**Registered Office:** Survey No. 263/3/2/2, Village Sayli, Umerkuin Road, Silvassa 396230, Dadra Nagar Haveli (U.T.)

Tel. No.0260 - 6538571 Fax No. 0260 - 2681043

E-mail: investor@imp-powers.com Website: www.imp-powers.com

**ATTENDANCE SLIP**

**52nd ANNUAL GENERAL MEETING ON TUESDAY, 30TH SEPTEMBER, 2014 AT 3.00 P.M.**

at Survey No. 263/3/2/2, Village Sayli, Umerkuin Road, Silvassa 396230, Dadra Nagar Haveli (U.T.)

Folio No.	D.P. ID No.	Client ID No.

I/ We hereby record my/ our presence at the Fifty Second Annual General Meeting of the Company being held on Tuesday, the 30th September, 2014 at 3.00 p.m. at Survey No. 263/3/2/2, Village Sayli, Umerkuin Road, Silvassa 396230, Dadra Nagar Haveli (U.T.)

Name of the Member .....	Signature .....
Name of the Proxyholder.....	Signature .....

**Notes:**

1. Only Member/ Proxyholder can attend the Meeting.
2. Please complete the Folio No. DP ID No. and name of the Member/ Proxyholder, sign this Attendance Slip and hand it over, duly signed at the entrance of the Meeting Hall.
3. A Member/ Proxyholder attending the Meeting should bring copy of the Annual General Report for Reference at the Meeting.

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**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the (Companies Management and Administration) Rules, 2014)

Name of Member(s) : \_\_\_\_\_

Registered address : \_\_\_\_\_

Email ID : \_\_\_\_\_

Folio No./ Client ID No. : \_\_\_\_\_

I/ We being the member(s) of : \_\_\_\_\_  
 Shares of IMP Powers Ltd. hereby, appoint:

1. Name: \_\_\_\_\_ Email ID: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_  
 Signature: \_\_\_\_\_  
 Or failing him;
2. Name: \_\_\_\_\_ Email ID: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_  
 Signature: \_\_\_\_\_  
 Or failing him;
3. Name: \_\_\_\_\_ Email ID: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_  
 Signature: \_\_\_\_\_

as my/ our Proxy at attend and vote (on poll) for me/ us and my/ our behalf at the FIFTH SECOND ANNUAL GENERAL MEETING of the Company to be held on Tuesday, 30th September, 2014 at 3.00 p.m. at Survey No. 263/3/2/2, Village Sayli, Umerkuin Road, Silvassa 396230, Dadra Nagar Haveli (U.T.) and at any adjournment thereof in respect of such resolutions as are indicated below:

# IMP POWERS LIMITED

Sr. No.	Resolutions
1.	Adoption of Audited Financial Statements i.e. Statement of Profit & Loss, Balance Sheet, Reports of Board of Directors and Auditors for the year ended 31st March, 2014
2.	Declaration of Dividend on (Ordinary) Equity Shares for the Financial Year 2013-14
3.	Re-appointment of Shri Rajendra Mimani who retires by rotation
4.	Appoint Auditors and fix their Remuneration
5.	Re-appointment of Shri Ramniwas R Dhoot, as the Executive Chairman for a further period of 3 years
6.	Revision in Remuneration payable to Shri Ramniwas R Dhoot, re-appointed as the Executive Chairman of the Company for a further period of 3 years
7.	Re-appointment of Shri Ajay R Dhoot, designated as the Vice-Chairman for a further period of 5 years and Revision in Remuneration
8.	Re-appointment of Shri Aaditya R Dhoot, designated as the Managing Director for a further period of 5 years and Revision in Remuneration
9.	Appointment of Mrs. Rajkamal Sukhani, as an Independent Director of the Company
10.	Appointment of Shri R. T. RajGuroo, as an Independent Director of the Company
11.	Appointment of Shri Jayant Godbole, as an Independent Director of the Company
12.	Appointment of Shri Siby Antony, as an Independent Director of the Company
13.	Appointment of Shri Prashant Pandit, as an Independent Director of the Company
14.	Ratification of Remuneration of Cost Auditor
15.	Approve borrowing limits of the Company
16.	Creation of Charge on the assets of the Company

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Signature of Shareholder \_\_\_\_\_ Signature of Proxy Holder \_\_\_\_\_

Affix  
Revenue  
Stamp

**Note:**

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Survey No. 263/3/2/2, Village Sayli, Umerkuin Road, Silvassa 396230, Dadra Nagar Haveli (U.T.), not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, Please refer to the Notice of the Fifty Second Annual General Meeting of the Company.

## IMP POWERS LTD.

**Corporate Identity No. (CIN): L31300DN1961PLC000232**

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### VOTING BY BALLOT PAPER - FOR MEMBERS WHO DO NOT HAVE ACCESS TO E-VOTING FACILITY

Name and Registered Address : \_\_\_\_\_  
of the Sole/ First Named Member \_\_\_\_\_

Name(s) of the Joint Holder(s) : \_\_\_\_\_  
(If any)

Registered Folio No./ DP ID No. : \_\_\_\_\_  
and Client ID No.\*

\*(Applicable to Investors holding  
Shares in dematerialized Form)

Number of Ordinary Share(s) held : \_\_\_\_\_

I/We hereby exercise my/our vote(s) in respect of the following Resolutions set out in the Notice of the Fifty Second Annual General Meeting (AGM) of the Company to be held on Tuesday, 30th September, 2014 by conveying my/ our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description of Resolution	Type of Resolution	No. of Ordinary Shares for which Votes Cast	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
1.	Adoption of Audit Financial Statements i.e. Statement of Profit & Loss, Balance Sheet, Reports of Board of Directors and Auditors for the year ended 31st March, 2014	Ordinary			
2.	Declaration of Dividend on Ordinary Shares for the Financial Year 2013-14	Ordinary			
3.	Re-appointment of Shri Rajendra Mimani who retires by rotation	Ordinary			
4.	Appoint Auditors and fix their Remuneration	Ordinary			
5.	Re-appointment of Shri Ramniwas R Dhoot, as the Executive Chairman for a further period of 3 years	Special			
6.	Revision in Remuneration payable to Shri Ramniwas R Dhoot, re-appointed as the Executive Chairman of the Company for a further period of 3 years	Ordinary			



## IMP POWERS LIMITED

Item No.	Description of Resolution	Type of Resolution	No. of Ordinary Shares for which Votes Cast	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
7.	Re-appointment of Shri Ajay R Dhoot, designated as the Vice-Chairman for a further period of 5 years and Revision in Remuneration	Ordinary			
8.	Re-appointment of Shri Aaditya R Dhoot, designated as the Managing Director for a further period of 5 years and Revision in Remuneration	Ordinary			
9.	Appointment of Mrs. Rajkamal Sukhani, as an Independent Director of the Company	Ordinary			
10.	Appointment of Shri R. T. RajGuroo, as an Independent Director of the Company	Ordinary			
11.	Appointment of Shri Jayant Godbole, as an Independent Director of the Company	Ordinary			
12.	Appointment of Shri Siby Antony, as an Independent Director of the Company	Ordinary			
13.	Appointment of Shri Prashant Pandit, as an Independent Director of the Company	Ordinary			
14.	Ratification of Remuneration of Cost Auditor	Ordinary			
15.	Approve borrowing limits of the Company	Special			
16.	Creation of Charge on the assets of the Company	Special			

**Note:**

Duly completed ballot form should reach the Scrutinizer, at the Registered Office of the Company not later than Wednesday, 24<sup>th</sup> September, 2014 by 6.30 p.m. Any ballot form received beyond said time shall be treated as invalid.

If undelivered, please return to,

**IMP POWERS LTD.**

263/3/2/2, Sayli Village,

Umerkoin Road,

Silvassa 396230,

Dadra & Nagar Haveli (U.T)