

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

[PURSUANT TO REGULATION 27(2) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

### ANNEXURE I

**Name of the Listed Entity :** IMP Powers Ltd.  
**Quarter Ending :** December 31, 2016

<b>I. Composition of Board of Directors</b>								
<b>Title (Mr./ Ms./ Mrs.)</b>	<b>Name of the Director</b>	<b>PAN<sup>§</sup> and DIN</b>	<b>Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)<sup>&amp;</sup></b>	<b>Date of Appointment in the current term/cessation</b>	<b>Tenure*</b>	<b>Number of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)</b>	<b>Number of Memberships in Audit/Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)</b>	<b>Number of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)</b>
Mr.	Ramniwas R. Dhoot	PAN:AAEPD1210H DIN: 00210094	Chairperson-Executive	September 30, 2014	-	1	N.A.	N.A.
Mr.	Ajay R. Dhoot	PAN:AAEPD1211G DIN: 00210424	Vice-Chairman-Executive	September 30, 2014	-	1	1	N.A.
Mr.	Aaditya R. Dhoot	PAN:AACPD0896R DIN: 00057224	Managing Director-Executive	September 30, 2014	-	1	2	N.A.
Mr.	R.T. Rajguroo	PAN:ABBPR8197H DIN: 00001424	Independent- Non-Executive	September 30, 2014	2 years and 9 months	1	2	2
Mr.	Siby Antony	PAN:ADBPA1803B DIN: 00075909	Independent- Non-Executive	September 30, 2014	2 years and 9 months	1	1	N.A.
Mr.	Prashant Pandit	PAN:AFRPP3806R DIN: 03079878	Independent- Non-Executive	September 30, 2014	2 years and 9 months	1	2	N.A.
Mr.	Prakash Bagla	PAN:ADAPB8228Q DIN: 03043874	Nominee Director	April 29, 2010	-	1	N.A.	N.A.
Mr.	P. Umashankar	PAN:AAGPU2135E DIN: 00130363	Independent- Non-Executive	February 25, 2015	2 years and 2 months	3	2	2
Mrs.	Priyanjali A Dhoot	PAN:AMWPD3269J DIN: 07702915	Executive	November 10, 2016	2 months	1	N.A.	N.A.
Mr.	Praveen Saxena	PAN:AFMPS5585D DIN: 03199264	Independent- Non-Executive (Additional Director)	May 27, 2016	8 months	1	N.A.	N.A.

<sup>§</sup> PAN number of any Director would not be displayed on the website of Stock Exchange

<sup>&</sup> Category of Directors means Executive/Non-Executive/Independent/Nominee. If a Director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

<b>II. Composition of Committees</b>		
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/Independent/Nominee)*</b>
1. Audit Committee	Mr. R.T. Rajguroo (Chairman)	Independent - Non-Executive
	Mr. Siby Antony	Independent-Non-Executive
	Mr. Aaditya R. Dhoot	Managing Director-Executive
	Mr. Prashant Pandit	Independent - Non-Executive
2. Nomination & Remuneration Committee	Mr. Prashant Pandit	Independent - Non-Executive
	Mr. Ramniwas R Dhoot	Executive Director
	Mr. R.T. Rajguroo (Chairman)	Non-Executive-Independent
	Mr. Siby Antony	Independent - Non-Executive
3. Risk Management Committee (if applicable)		N.A.
4. Stakeholders Relationship Committee	Mr. R.T. Rajguroo (Chairman)	Independent - Non-Executive
	Mr. Ajay R. Dhoot	Vice-Chairman-Executive
	Mr. Aaditya R. Dhoot	Managing Director-Executive
	Mr. Prashant Pandit	Independent - Non-Executive
Category of Directors means Executive/Non-Executive/Independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen		

<b>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
August 12, 2016	November 10, 2016	89 days

<b>IV. Meeting of Committees</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
<b>Audit Committee</b>			
November 10, 2016	Yes (3 members were present)	August 12, 2016	89 days
<b>Nomination and Remuneration committee</b>			
November 10, 2016	Yes (3 members were present)	-	-
<b>Stakeholder and Relationship committee</b>			
November 10, 2016	Yes (3 members were present)	--	-
* This information has to be mandatorily be given for Audit Committee, for rest of the Committees giving this information is optional			

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.
<p><b>Note</b></p> <p>1. In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.</p> <p>2. If status is “No” details of non-compliance may be given here.</p>	

<b>VI. Affirmations</b>
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>Yes</b></p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>Yes</b></p> <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; Remuneration Committee</li> <li>Stakeholders Relationship Committee</li> <li>Risk Management Committee (applicable to the top 100 listed entities)</li> </ol> <p>3. The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>Yes</b></p> <p>4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>Yes</b></p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: <b>This report will be placed in the ensuing Board Meeting.</b></p>
<p><b>Sarita Parwani</b> <b>Company Secretary</b></p>

**Note:** Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by listed entity and instead a statement “same as previous quarter” may be given.