



## **IMP POWERS LIMITED**

CIN: L31300DN1961PLC000232

Registered office: Survey No. 263/3/2/2, Village Sayli,  
Umar Kuin Road, Silvassa, Dadra & Nagar Haveli - 396 230

Office: CH-7, Inspire Business Park, Shantigram, Nr. Vaishnodevi Circle, Khodiyar,  
Ahmedabad, Daskroi, Gujarat – 382421

Phone: +91-0260- 2464100 / +91-079-26554100 | Email: [info@imp-powers.com](mailto:info@imp-powers.com) |

Website: [www.imp-powers.com](http://www.imp-powers.com)

### **Notice of Postal Ballot**

[Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read together with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) as amended from time to time and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“Listing Regulations”) and General Circular No. 20/2020 dated 5th May, 2020, latest amended by General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs (“MCA Circulars”), and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 (“SEBI Circular”), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), that the resolutions as set out in this notice, are proposed to be transacted by the Members through postal ballot by remote e-Voting only (“remote e-Voting”).

An Explanatory Statement pursuant to Section 102(2) of the Act setting out all material facts relating to the proposed resolution is annexed hereto for your consideration.

The Board has, pursuant to Rule 22(5) of the Rules, appointed Ms. Shilpa Shah, Practising Company Secretary (Membership No. ACS: A15232; CP No: 27483) to act as the Scrutinizer for conducting the voting process through Postal Ballot / Remote E-Voting in accordance with the law and in a fair and transparent manner.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged MUFG Intime India Private Limited (formerly, Link Intime India Private Limited) (hereinafter referred to as “RTA” or “Service Provider”) to provide e-voting facility for its Members. The procedure for e-voting is given in Point No. 10 below in the Notes. The E-Voting facility is available at the link <https://instavote.linkintime.co.in>. from 9:00 A.M. on Friday, November 21, 2025 up to 5:00

P.M. on Saturday, December 20, 2025. E-Voting module will be blocked by RTA at 5:00 P.M. on Saturday, December 20, 2025 and voting shall not be allowed beyond the said date and time.

The Scrutinizer will submit her Report, in writing, upon completion of scrutiny of E-Voting data provided by NSDL, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot / Remote E-Voting shall be announced within 2 working days from the closure of remote e-voting and shall be communicated to BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") where the equity shares of the Company are listed. The results of the Postal Ballot / Remote E-Voting will also be displayed on the Company's website at [www.imp-powers.com](http://www.imp-powers.com) and on the website of RTA at <https://instavote.linkintime.co.in>.

The last date of the Remote E- Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority by means of Postal Ballot, i.e. Saturday, December 20, 2025.

**Special Business:**

1. To consider and if thought fit, to approve the appointment of Mr. Naveen Kumar Singh (DIN: 06953675) as Whole-time Director (Key Managerial Personnel) designated as Executive Professional Director of the Company and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations] (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association and the Remuneration Policy of the Company, as amended, and upon receipt of recommendation from the Nomination and Remuneration Committee of the Company and subsequently approved by the Board in its meeting held on 10<sup>th</sup> November, 2025, Mr. Naveen Kumar Singh (DIN: 06953675) be and is hereby appointed as a Whole-time Director of the Company for a period of 1 year at a remuneration of INR 1.40 Crores p.a. with effect from 8<sup>th</sup> August, 2025 till 7<sup>th</sup> August, 2026, upon such terms and conditions as set out in the Statement pursuant to Section 102(1) of the Act, annexed to this Notice.

RESOLVED FURTHER THAT Mr. Naveen Kumar Singh, Whole-Time Director shall work under the superintendence, control and direction of the Board of Directors.

RESOLVED FURTHER THAT Naveen Kumar Singh will be a Key Managerial Personnel of the Company as per the provisions of Section 203(1)(i) of the Act.

**RESOLVED FURTHER THAT** in case of inadequacy profits of the Company in any financial year during the currency of tenure of Mr. Naveen Kumar Singh (DIN: 06953675) as a Whole-

time Director, the remuneration payable to him shall be in accordance with the limits and conditions prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) shall, in accordance with the statutory limits / approvals as may be applicable, be at full liberty to modify / amend the terms and conditions of the said appointment and / or remuneration, from time to time, as it may deem fit and to take such steps and do and perform all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this Resolution.”

2. To consider and if thought fit, to approve revision in borrowing limits under Section 180(1)(c) of the Companies Act, 2013 and to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in supersession of the resolution passed by the Members at the 56<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2018, and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) to borrow any sum(s) of money(ies) from time to time, at its discretion, for the purpose of the business of the Company, which together with the money(ies) already borrowed and remaining outstanding (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed at any point of time, the aggregate of its paid-up share capital, free reserves and securities premium by a sum not exceeding INR 500 Crore.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required to give effect to this resolution including fixing the terms and conditions of all such money(ies) to be borrowed from time to time as to interest, repayment, security or otherwise, finalizing and executing necessary agreement(s) and such other documents as may be required, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/ executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

3. To consider and if thought fit, to approve creation of mortgage, hypothecation and/or charge under Section 180(1)(a) of the Companies Act, 2013 and to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in supersession of the resolution passed by the Members at the 56th Annual General Meeting of the Company held on 28<sup>th</sup> September, 2018, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) to create mortgage, hypothecations and/or charge, on all or any moveable/ immoveable properties or other assets of the Company wherever situated, both present and future, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, comprising the whole or substantially the whole of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s), Trustee(s) or any other person(s), for securing the borrowings of the Company by way of loans (in foreign currency and/ or Indian currency) and securities (comprising of fully/ partly Convertible Debentures and/ or Non-Convertible Debentures and/or other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits as approved by the members of the Company under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s)/ Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other money(ies) payable by the Company in terms of the Loan Agreement(s)/ Debenture Trust Deed(s)/ Security document(s) or any other document(s)/ agreement(s), entered into/to be entered into between the Company and the Lender(s), Agent(s), Trustee(s) or any other person(s), in respect of the said loans/ borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s), Agent(s), Trustee(s) or any other person(s).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required to give effect to this resolution including finalizing and executing necessary documents/ deeds/ writings/ papers/ agreements as may be required, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/ executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

4. To consider and if thought fit, to approve the adoption of new set of Articles of Association of the Company and to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and as warranted by the aforesaid Act, the Articles of Association of the Company be and are hereby altered by deleting the existing Articles and by adopting the Articles from Table F under the said Act, with such modifications as may be applicable and relevant to the Company, and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the new set of Articles of Association be and are hereby adopted by the Shareholders to incorporate the provisions relating to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this Resolution.”

5. To consider and if thought fit, to approve making loans to any person or other bodies corporate; and/or give any guarantee or provide security in connection with a loan to any other body corporate or person; and/or acquire by way of subscription, purchase or otherwise securities of any body corporate up to INR 300 Crores and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any of the Act, or any amendments thereto or any substitutions or any re-enactments made thereof, for any time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee thereof) to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of INR 300 Crores (Rupees Three Hundred crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of Free reserves and securities premium account of the Company, whichever is more, as provided under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board including any Committee of Directors, pursuant to applicable Rules of the Companies (Meetings of Board and its Powers) Rules, 2014 and Section 186 and other

applicable provisions of the Companies Act, 2013, to give any loan to or guarantee or provide any security on behalf of, or acquire securities of, any other body corporate / the Wholly Owned Subsidiaries of the Company, for such sums as may be decided by Board/Committee of Directors as permitted or subject to the provisions specified therein.”

6. To consider and if though fit, approve the Shifting of the Registered office of the Company from Silvassa to Ahmedabad and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT**, in supersession to the earlier resolution passed if any and pursuant to the provisions of Section 12 and 13(4) of the Companies Act, 2013 and other applicable provisions if any, and rules made thereunder, and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) and subject to approval of Regional Director (Central Government) North-Western Region, Ahmedabad and all requisite consent(s) and approval(s) required in this behalf, the approval of the members of the Company be and is hereby accorded for shifting registered office of the Company from the Union Territory Dadra and Nagar Haveli to the State of Gujarat within the jurisdiction of same Registrar of Companies (ROC) (i.e. ROC Gujarat) and to file a petition with the Regional Director, North-Western Region, Ministry of Corporate Affairs for shifting Registered Office of the Company”: -

Current registered office: -

**[SURVEY NO. 263/3/2/2, SAYLI VILLAGE UMAR KUIN ROAD SILVASSA (U. T.) DADRA & NAGAR HAVELI, SILVASSA, DADRA & NAGAR HAVELI, INDIA, 396230]**

New registered office: -

**[CH 7 INSPIRE BUSINESS PARK, SHANTIGRAM NEAR VAISHNODEVI CIRCLE, KHODIYAR, AHMEDABAD, DASKROI, GUJARAT, INDIA, 382421]**

**“RESOLVED FURTHER THAT** upon shifting of the Registered Office being effective, the existing Clause-II of the Memorandum of Association of the Company be substituted with the following altered sub-clause II”:-

**“II. The Registered Office of the Company will be situated in the STATE OF GUJARAT”**

**“RESOLVED FURTHER THAT**, any one of the Directors or Key Managerial Personnel of the Company be and are hereby jointly/severally authorized to sign and execute the petition, Affidavit, Agreements or such other documents as may be required in connection with the Petition to be filed with under Section 13(4) of the Companies Act, 2013 and to take all

necessary steps and actions, including but not limited to filing the requisite forms with the Registrar of Companies (RoC), to give effect to the aforesaid change of registered office and to comply with all statutory and other requirements under the applicable provisions of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT,** any one of the Directors of the Company be and is hereby severally authorized to notify the relevant Stock Exchange(s), the Securities and Exchange Board of India (SEBI), and any other regulatory or governmental authorities, as may be required, for the change in the registered office of the Company.”

By order of Board of Directors  
**For, IMP Powers Limited**

**Date: 10.11.2025**  
**Place: Ahmedabad**

**Rakesh Shah**  
**Chairman**  
**DIN: 00421920**

Registered office:  
Survey No. 263/3/2/2, Village Sayli,  
Umar Kuin Road, Silvassa,  
Dadra & Nagar Haveli - 396 230

## NOTES:

1. The approval of shareholders of the Company is solicited by passing special resolution through Postal Ballot / Remote E-Voting for businesses set out in the Notice. This Postal Ballot Notice is being sent to all shareholders, whose names appear in the Register of Members / list of Beneficial Owners as received from the Depositories as on Friday, November 14, 2025 ("Cut-off Date"). Members holding equity shares as on the Cut-off Date can cast their vote using remote e-voting facility only. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
2. Explanatory Statement setting out all material facts as required under Section 102 of the Act in respect of the aforesaid special businesses is appended.
3. Resolutions, if approved, by the shareholders by means of Postal Ballot / Remote E-Voting is deemed to have been passed at a General Meeting of the shareholders and the last date of the Remote E-Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.
4. In terms of the MCA Circulars and the SEBI Circular, the Postal Ballot Notice is sent electronically to all the shareholders who have registered their email ids with the Company or Depository Participant(s) as on the Cut-off Date and is also available on the website of the Company at [www.imp-powers.com](http://www.imp-powers.com). The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
5. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, MUFG Intime India Private Limited, by clicking the link: <https://instavote.linkintime.co.in>.  
  
Post successful registration of the e-mail, the Member would get soft copy of the notice and the procedure for remote e-voting along with the User ID and Password to enable evoting for this Postal Ballot. In case of any queries, Member may write to [investor.helpdesk@in.mpms.mufg.com](mailto:investor.helpdesk@in.mpms.mufg.com).
6. It is clarified that for permanent registration of e-mail address, the Members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc.
7. A Member cannot exercise his / her / its vote by proxy on Postal Ballot / remote E-Voting. However, corporate and institutional Members shall be entitled to vote through their authorised representatives. Corporate and institutional Members (are required to send scanned certified true copy (PDF Format) of the board resolution /



authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to [shilpa.shahcs@gmail.com](mailto:shilpa.shahcs@gmail.com) with a copy marked to [investor.helpdesk@in.mpms.mufig.com](mailto:investor.helpdesk@in.mpms.mufig.com).

8. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the Member. The voting rights of the Members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
9. Once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

**10. The instructions for e-voting are as under:**

**The voting period begins from 9:00 A.M. on Friday, November 21, 2025 up to 5:00 P.M. on Saturday, December 20, 2025.** The Remote e-voting module shall be disabled by RTA for voting thereafter. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. Friday, November 14, 2025 may cast their vote electronically.

**Login method for Individual shareholders holding securities in demat mode is given below:**

**1. Individual Shareholders holding securities in demat mode with NSDL**

**METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility**

**Shareholders who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

**Shareholders who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL**

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **METHOD 3 - NSDL OTP based login**

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **2. Individual Shareholders holding securities in demat mode with CDSL**

#### **METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility**

##### **Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

**Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user will be able to see e-voting menu.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**3. Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**4. Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

**Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

**A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No. + Folio Number registered with the Company.

**B. PAN:**

Enter your 10-digit Permanent Account Number (PAN)

Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:**

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

\*Shareholders holding shares in NSDL form, shall provide 'D' above

\*\*Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

- Set the password of your choice

(The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

- Enter Image Verification (CAPTCHA) Code
- Click "Submit" (You have now registered on InstaVote).

**Shareholders who have registered for INSTAVOTE facility:**

- c) Click on "Login" under 'SHARE HOLDER' tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click "Submit"

- d) Cast your vote electronically:

A. After successful login, you will be able to see the “Notification for e-voting”.

B. Select ‘View’ icon.

C. E-voting page will appear.

D. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

E. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

## **5. Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)**

### **STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

a) Visit URL: <https://instavote.linkintime.co.in>

b) Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).

e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

### **STEP 2 – Investor Mapping**

a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

b) Click on “Investor Mapping” tab under the Menu Section

c) Map the Investor with the following details:

#### **A. ‘Investor ID’ –**

i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678

ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.

B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.

C. ‘Investor PAN’ - Enter your 10-digit PAN.

D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

### **STEP 3 – Voting through remote e-voting**

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### **METHOD 1 - VOTES ENTRY**

a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No." for which you want to cast vote.

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

f) After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

#### **METHOD 2 - VOTES UPLOAD**

a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

b) After successful login, you will be able to see the "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

## 6. Helpdesk:

### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.muvg.com](mailto:enotices@in.mpms.muvg.com) or contact on: - Tel: 022 – 4918 6000.

### **Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## 7. Forgot Password:

### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

*User ID:*

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No. + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **For Item No. 1:**

The Board of Directors of the Company, at its meeting held on August 8, 2025 had, subject to the approval of the shareholders in the 63rd Annual General Meeting, appointed Mr. Naveen Kumar Singh as the Whole-Time Director for term of One (1) year with effect from August 08, 2025 on the terms and conditions (including remuneration) as recommended by the Nomination and Remuneration Committee of the Company. In the light of the foregoing, the approval of shareholders was sought at the 63rd Annual General Meeting held on September 26, 2025.

It may be noted that the appointment and payment of remuneration to Mr. Naveen Kumar Singh at the 63<sup>rd</sup> Annual General Meeting was proposed by way of passing Special Resolution in accordance with the provisions of Section 197 of the Companies Act, 2013. The resolution received majority votes however it could not muster special majority votes as required. Hence as abundant reaffirmation of shareholders and to eliminate any ambiguity it is intended to approach the shareholders again.

With regard to the above, on recommendation of the Nomination and Remuneration Committee and subsequently approved by the Board at their respective meetings held on November 10, 2025 have considered the matter again and approved the appointment of Mr. Naveen Kumar Singh as Whole-Time Director for tenure of 1 year starting from 8<sup>th</sup> August 2025, not liable to retire by rotation, upon the terms & conditions hereinafter indicated, subject to approval of the shareholders. The Company has received his consent to act as Whole-Time Director of the Company and an intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, from Mr. Naveen Kumar Singh. Mr. Naveen Kumar Singh has further confirmed that he is neither disqualified nor debarred from holding the Office of Director under the Companies Act or pursuant to any Order issued by SEBI.

Brief resume and other details of Mr. Naveen Kumar Singh are provided in the annexure to the Notice pursuant to the provision of SEBI LODR Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. The Nomination & Remuneration Committee and the Board are of the view that the association of Mr. Naveen Kumar Singh and the vast experience & knowledge he brings with him, would benefit the Company. Further, Mr. Singh is a results-oriented leader with almost 2 decades of experience in building organizations from scratch, mentoring multifaceted teams towards organizational objectives. He has a proven track record of breaking monopolies structurally and creating profitable businesses in unchartered territories, repeatedly. He is a highly Innovative & Enterprising professional with expertise in diverse facets of power business including Power Trading, Transmission, Renewable Energy, Strategic Business Development, Market Creation, Regulatory & Policy Advocacy, Market Analytics etc. He further has an extremely strong professional connect with key Central, State and Private Sector stakeholders across the Indian Power & Energy Sector including Discoms, Generators, Transmission Developers, Traders, Power Exchanges, CTU, MNRE, SECI, CEA, Consulting firms, Regulators and Industry

Associations because of his expertise in managing client relations, nurturing new business relationships at the Senior most levels.

The Board of Directors has, accordingly, considered the following terms and conditions of Mr. Singh's appointment as per the recommendations of the Nomination and Remuneration Committee which is in accordance with Schedule V of the Companies Act, 2013:

- (i) Term of appointment: for a period of 1-year w.e.f. August 8, 2025, with a liberty to either party to terminate the appointment on three months' notice in writing to the other.
- (ii) The Whole-Time Director will be eligible for perquisites such as, medical insurance for himself and his spouse, mobile phone, internet and other benefits as per the Company's policy.
- (iii) The Whole-Time Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company. The Whole-Time Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.
- (iv) The Whole-Time 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.
- (v) He is entitled of the Increment as per the Company policy applicable from time to time.

In case of inadequacy profits of the Company in any financial year during the currency of tenure of Mr. Naveen Kumar Singh (DIN: 06953675) as a Whole-time Director, the remuneration payable to him shall be in accordance with the limits and conditions prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

The Executive Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof. The Nomination & Remuneration Committee and the Board of Directors is of the opinion that Mr. Naveen Kumar Singh's vast knowledge and experience will be of great value to the Company and has recommended the Resolution at Item No. 1 of this Notice relating to his appointment as the Whole Time Director, designated as Executive Director for a tenure of 1 year, starting from 8<sup>th</sup> August 2025 as special resolution for your approval.

The Explanatory Statement together with the accompanying notice should be treated as an abstract of the terms of the Agreement and memorandum of concern or interest under Section 190 of the Companies Act, 2013.

Except, Mr. Naveen Kumar Singh, none of the other Directors, Key Managerial Personnel (KMP) or their relatives are, in anyway, concerned or interested in the Resolution set-out at Item no. 1 of this Notice. Mr. Naveen Kumar Singh is not related to any Director or KMP of the Company.

**Additional information as required under Schedule V of the Companies Act:**

***A. General Information:***

**(i) Nature of Industry:**

Transformer Industry

**(ii) Date of Commencement of Commercial Production:**

The Company was incorporated on 24th March, 1961.

**(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not applicable as the Company is an existing Company.

**(iv) Financial performance based on given indications – as per audited financial statements for the financial year ended 31<sup>st</sup> March, 2025:**

(Rs. In Lakhs)

Particulars	31.03.2025	31.03.2024
Total Income from operations	467.24	154.82
Profit/ Loss before Tax	(208.40)	(2048.99)
Profit/ Loss after Tax	(208.40)	(2048.99)

**(v) Foreign Investments or Collaborations:**

None

***B. Information about the Appointee:***

**a. Background details:**

Mr. Naveen Kumar Singh is a results-oriented leader with almost 2 decades of experience in building organizations from scratch, mentoring multifaceted teams towards organizational objectives. He has a proven track record of breaking monopolies structurally and creating profitable businesses in unchartered territories, repeatedly. He is a highly Innovative & Enterprising professional with expertise in diverse facets of power business including Power Trading, Transmission, Renewable Energy, Strategic Business Development, Market Creation, Regulatory & Policy Advocacy, Market Analytics etc. He further has an extremely strong professional connect with key Central, State and Private Sector stakeholders across the Indian Power & Energy Sector including Discoms, Generators, Transmission Developers, Traders, Power Exchanges, CTU, MNRE, SECI, CEA,

Consulting firms, Regulators and Industry Associations because of his expertise in managing client relations, nurturing new business relationships at the Senior most levels.

b. **Past remuneration:** The total remuneration paid to Mr. Naveen Kumar Singh during Financial Year 2024-25 is Rs. Nil.

c. **Recognition of awards:**

- Headed Sub-Group on Energy Storage for EPTA and presented to Secretary Power (GOI) convincing him of Grid Scale Energy Storage requirement for India, leading to two Pilot Projects on the National Grid.
- Have been representing his organizations on multiple media platforms including CNBC TV18, Moneycontrol, Business Newspapers, Magazines and Conferences
- Has been a regular contributor to the Print Media through Articles & Blogs in Newspapers, Magazines & Newsletters
- Has been a Speaker in many Power Conferences & Events
- Has been offering training as a Power Market & Power Transmission Expert
- Has been Guest Lectures in different Management Colleges & Schools

d. **Job profile and his suitability:**

Mr. Singh is an accomplished leader with over two decades of expertise in the power and energy sector, having successfully led initiatives across generation, transmission, distribution, and trading. He possesses deep proficiency in market development, business growth, and navigating complex regulatory and policy frameworks.

He has been instrumental in driving companies to profitability and unprecedented growth through his nuanced understanding of market dynamics and an extensive professional network.

e. **Remuneration proposed:**

It is proposed to pay INR 1.4 Crore p.a. to Mr. Naveen Kumar Singh including salary, perks and other benefits.

In the event of absence or inadequacy of profits of the Company in any financial year, Mr. Naveen Kumar Singh will be entitled to receive the remuneration, perquisites and benefits as aforesaid.

Mr. Naveen Kumar Singh shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof.

**f. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The remuneration proposed for Mr. Naveen Kumar Singh, the Whole-Time Director (looking at the profile of the position and person) is commensurating the remuneration being generally paid by the Companies of comparable size in the industry in which the Company operates.

**g. Pecuniary relationship directly or indirectly with the Company, or relationship with the management personnel, if any:**

None.

**C. Other Information:**

**(i) Reasons of loss or inadequate profits:**

The Company was under CIRP since 29<sup>th</sup> March 2022. It resulted in almost stagnation of operations, which in-turn translated into accumulated losses for the Company and also inadequacy of profits due to general operational expenses for factory of the Company.

**(ii) Steps taken or proposed to be taken for improvement, and Expected increase in productivity and profits in measurable terms:**

- Necessary repair & maintenance activities have been carried out for plant to be fully functional.
- Reaching out to participate in Markets, building up of quality order book and translating the same into billable projects to be executed by the Company.
- The Company has recruited necessary man power to deliver the projects within time.

**For Item No. 2:**

The Board of Directors of the Company, at its meeting held on August 8, 2025 had, subject to the approval of the shareholders in the 63rd Annual General Meeting, approved revision in borrowing limits of the Company. In the light of the foregoing, the approval of shareholders was sought at the 63rd Annual General Meeting held on September 26, 2025.

It may be noted that the revision in borrowing limits of the Company at the 63rd Annual General Meeting was proposed by way of passing Special Resolution in accordance with the provisions of Section 180(1)(c) of the Companies Act, 2013. The resolution received majority votes however it could not muster special majority votes as required. Hence as abundant reaffirmation of shareholders and to eliminate any ambiguity it is intended to approach the shareholders again.

With regard to the above, the Board at their meeting held on November 10, 2025 have considered the matter again and approved for revision in borrowing limits of the Company, subject to approval of the shareholders. As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the company shall with the consent of the members of the Company by way of Special Resolution, borrow money(ies) in excess of the aggregate of paid-up share capital, free reserves and securities premium apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

At the 56<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2018, the Members of the Company pursuant to the provisions of Section 180(1)(c), authorized the Board of Directors of the Company to borrow from time to time a sum of money (apart from temporary loans obtained from bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company, free reserves and securities premium, provided that, the sums of money(ies) so borrowed and remaining outstanding at any time shall not exceed INR 750 Crore.

In view of the business requirements of the Company in coming years, the Board of Directors of the Company at their meeting held on August 8, 2025, had approved, to borrow money from any Banks/ Financial Institutions/ bodies corporate/ other bodies/ entities/ persons upto an amount not exceeding INR 500 Crore (Rupees Five Hundred Crore Only), outstanding at any point of time in excess of the aggregate of the paid-up capital, free reserves and securities premium subject to the approval of the Members of the Company.

It is therefore proposed to seek approval of Members authorizing the Board of Directors of the Company to borrow money(ies) upto INR 500 Crore, outstanding at any point of time, in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company in terms of Section 180(1)(c) of the Companies Act, 2013.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the Members.

**For Item No. 3:**

The Board of Directors of the Company, at its meeting held on August 8, 2025 had, subject to the approval of the shareholders in the 63rd Annual General Meeting, approved creation of mortgage, hypothecation and/or charge of the Company. In the light of the foregoing, the approval of shareholders was sought at the 63rd Annual General Meeting held on September 26, 2025.

It may be noted that the creation of mortgage, hypothecation and/or charge on all or any moveable/ immoveable properties or other assets of the Company at the 63rd Annual General Meeting was proposed by way of passing Special Resolution in accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013. The resolution received majority votes

however it could not muster special majority votes as required. Hence as abundant reaffirmation of shareholders and to eliminate any ambiguity it is intended to approach the shareholders again.

With regard to the above, the Board at their meeting held on November 10, 2025 have considered the matter again and approved for creation of mortgage, hypothecation and/or charge on all or any moveable/ immoveable properties or other assets of the Company, subject to approval of the shareholders. As per the provisions of Section 180(1)(a) of the Act, the Board of Directors shall not except with the consent of the members of the Company by way of Special Resolution sell, lease or otherwise dispose of the whole or substantially whole of the undertaking(s) of the Company.

Creation of mortgage/ hypothecations and/or charge, in favour of the Lender(s), Agents(s), Trustee(s) or any other person(s), on all or any moveable/immoveable properties and other assets of the Company wherever situated, both present and future, as and when necessary, to secure any Loan (Rupee/ foreign currency loan), or money raised through debt securities issued/ to be issued, with the power to take over the management of the business, is regarded as disposal of the Company's whole or substantially the whole of the undertaking(s) within the meaning of Section 180(1)(a).

At the 56<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2018, the Members pursuant to the provisions of Section 180(1)(a) of the Act, authorized the Board of Directors of the Company for mortgaging and/or charging all or any of the present and/or future movable immovable properties or other assets of the Company from time to time to secure the sum(s) of money borrowed and remaining outstanding at any time not exceeding INR 750 Crore (Rupees Seven Hundred Fifty Crore Only).

The approval of the Members is being sought at Item No. 2 of the Notice pursuant to Section 180(1)(c) of the Act, to borrow money up to INR 500 Crore in excess of the aggregate of paid-up share capital, free reserves and securities premium of the Company. The borrowings of the Company may be required to be secured by way of creation of mortgage/ hypothecations and/or charge on all or any of the movable, immovable properties or other assets of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

It is proposed to seek approval of members under Section 180(1)(a) of the Act, authorizing the Board of Directors of the Company to create mortgage/ hypothecations and/or charge on all or any of the moveable, immoveable properties or other assets of the Company, subject to the limits approved by the members under Section 180(1)(c) of the Companies Act, 2013.

None of the Directors/ Key Managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

**For Item No. 4:**

The Board of Directors of the Company, at its meeting held on August 8, 2025 had, subject to the approval of the shareholders in the 63rd Annual General Meeting, approved adoption of new set of Articles of Association of the Company. In the light of the foregoing, the approval of shareholders was sought at the 63rd Annual General Meeting held on September 26, 2025.

It may be noted that the adoption of new set of articles of association of the Company at the 63rd Annual General Meeting was proposed by way of passing the Special Resolution in accordance with the provisions of Section 14 of the Companies Act, 2013. The resolution received majority votes however it could not muster special majority votes as required. Hence as abundant reaffirmation of shareholders and to eliminate any ambiguity it is intended to approach the shareholders again.

With regard to the above, the Board at their meeting held on November 10, 2025 have considered the matter again and approved for adoption of new set of articles of association of the Company, subject to approval of the shareholders. The existing Articles of Association ("AOA") is based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific Sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

Accordingly, it is proposed to adopt a new set of Articles of Association of the Company as per Table F of the Companies Act, 2013 (which sets out the model Articles of Association for a Company limited by Shares), with such modifications as may be applicable and relevant to the Company. The new AoA to be substituted in place of existing AoA. A copy of the proposed Articles of Association of the Company would be available for inspection for the Members at the Registered Office of the Company during the business hours on any working day, excluding Saturday and is being uploaded on the website of the Company at [www.imp-powers.com](http://www.imp-powers.com). Pursuant to the provisions of Section 14 of the Act, the consent of the Members by way of passing Special Resolution is required for alteration of AOA of the Company.

The Board of Directors recommends the said special resolution, as set out in item 4 of this Notice for your approval.

None of the Directors, Key Managerial Person(s) of the Company or their relatives are concerned or interested, financially or otherwise in the Resolution.

**For Item No. 5:**

The Board of Directors of the Company, at its meeting held on August 8, 2025 had, subject to the approval of the shareholders in the 63rd Annual General Meeting, approved making loans to any person or other bodies corporate; and/or give any guarantee or provide security. In the light of the foregoing, the approval of shareholders was sought at the 63rd Annual General Meeting held on September 26, 2025.

It may be noted that the approval for making loans to any person or other bodies corporate; and/or give any guarantee or provide security of the Company at the 63rd Annual General



Meeting was proposed by way of passing Special Resolution in accordance with the provisions of Section 186 of the Companies Act, 2013. The resolution received majority votes however it could not muster special majority votes as required. Hence as abundant reaffirmation of shareholders and to eliminate any ambiguity it is intended to approach the shareholders again.

With regard to the above, the Board at their meeting held on November 10, 2025 have considered the matter again and approved making loans to any person or other bodies corporate; and/or give any guarantee or provide security, subject to approval of the shareholders. Your Company is in the initial growth phase and keeping in view of facilitating funds for any future expansions/acquisitions by the Company, by way of loans/investments and/or providing guarantees/security(ies) for loans that may be taken by any bodies corporate, your Board, at the meeting held on August 8, 2025, approved a proposal for seeking Shareholders approval by way of special resolution under Section 186 of the Companies Act, 2013 for authorizing the Board to give loans, make investments and/or provide guarantees/security(ies) up to a financial limit of Rs. 300 crores over and above limits available under Section 186 of Act which inter alia provides for limits of higher of 60% of Paid-up Share Capital, Free Reserves and Securities Premium Account or 100% of Free Reserves and Securities Premium Account.

The Board of Directors recommends the resolution as set out in Item No. 5 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

**For Item No. 6:**

The Board of Directors of the Company, at its meeting held on August 8, 2025 had, subject to the approval of the shareholders in the 63rd Annual General Meeting, approved shifting of Registered office of the Company. In the light of the foregoing, the approval of shareholders was sought at the 63rd Annual General Meeting held on September 26, 2025.

It may be noted that the shifting of Registered office of the Company at the 63<sup>rd</sup> Annual General Meeting was proposed by way of passing the Special Resolution in accordance with the provisions of Section 12 and 13(4) of the Companies Act, 2013. The resolution received majority votes however it could not muster special majority votes as required. Hence as abundant reaffirmation of shareholders and to eliminate any ambiguity it is intended to approach the shareholders again.

With regard to the above, the Board at their meeting held on November 10, 2025 have considered the matter again and approved shifting of Registered Office of the Company, subject to approval of the shareholders.

Also the Members of the Company are informed that earlier an Extra Ordinary General Meeting of the Company held on 10<sup>th</sup> February 2025, members had approved to shift the Registered Office of the Company from “SURVEY NO. 263/3/2/2, SAYLI VILLAGE UMAR KUIN ROAD SILVASSA (U. T.) DADRA & NAGAR HAVELI, 396230” to “CH 7 INSPIRE BUSINESS PARK, SHANTIGRAM NEAR VAISHNODEVI CIRCLE, KHODIYAR, AHMEDABAD, DASKROI, GUJARAT, 382421 for administrative ease and to carry on the business of the Company more economically and efficiently and with better strategic and effective convenience and considering the change in management. Now, in order to file an application with Hon’ble Regional Director, North-Western Region, it is required to pass the resolution again in a recent date.

As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company outside the local limits of Union Territory which requires approval of the Members by way of passing Special Resolution. Therefore, the Board recommends the Resolution as set out in Item No. 6 for approval of the Members as Special Resolution.

The draft of the Memorandum of Association of the Company reflecting the Change of Registered Office available for inspection for the Members at the Registered Office of the Company during the business hours on any working day, excluding Saturday and are being available for inspection by the Members through electronic mode.

None of the Directors or Key Managerial Personnel of the Company or the relatives thereof are concerned or interested in this resolution except to the extent of their shareholding in the Company, if any.

By order of Board of Directors  
**For, IMP Powers Limited**

**Date: 10.11.2025**  
**Place: Ahmedabad**

**Rakesh Shah**  
**Chairman**  
**DIN: 00421920**

Registered office:  
Survey No. 263/3/2/2, Village Sayli,  
Umar Kuin Road, Silvassa,  
Dadra & Nagar Haveli - 396 230

## Annexure to the item No. 1 of the Notice

Details of Directors seeking appointment as a Whole-Time Director:

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India)

<b>Name of the Director</b>	<b>Mr. Naveen Kumar Singh</b>
Director Identification Number (DIN)	06953675
Date of Birth and Age	22 <sup>nd</sup> February 1981 (44 years)
Date of first appointment on the Board	8 <sup>th</sup> August 2025
Qualifications	M.B.A. (Power Management), B.E. (Computer Science)
Designation	Whole-time Director in professional capacity
Expertise in specific functional area	Power & Energy Sector
Brief Profile & Experience	Mr. Naveen Kumar Singh is a results-oriented leader with almost 2 decades of experience in building organizations from scratch, mentoring multifaceted teams towards organizational objectives. He has a proven track record of breaking monopolies structurally and creating profitable businesses in unchartered territories, repeatedly. He is a highly Innovative & Enterprising professional with expertise in diverse facets of power business including Power Trading, Transmission, Renewable Energy, Strategic Business Development, Market Creation, Regulatory & Policy Advocacy, Market Analytics etc. He further has an extremely strong professional connect with key Central, State and Private Sector stakeholders across the Indian Power & Energy Sector including Discoms, Generators, Transmission Developers, Traders, Power Exchanges, CTU, MNRE, SECI, CEA, Consulting firms, Regulators and Industry Associations because of his expertise in managing client relations, nurturing new business relationships at the Senior most levels.
Number of Shares held in the Company as beneficial owner (as on date of the notice)	Nil
Terms & conditions of appointment or re-appointment	Please refer to the Explanatory Statement forming a part of this Notice.
Details of remuneration sought to be paid	Please refer to the Explanatory Statement forming a part of this Notice.
Remuneration last drawn	Not applicable
Number of Board Meetings attended (FY 2024-25)	Not applicable

Directorships in other Companies as on date of notice	None
Membership/ Chairmanship of Committees of other Boards	None
Names of listed entities in which the person also holds the Directorships (excluding this Company)	None
Names of listed entities in which the person also holds Membership of Committees of Board.* (excluding this company)	Not Applicable
Listed Entities from which Director has resigned as Director in past three years	None
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None

\*Committee includes Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee across all Listed Companies excluding this company.