



## 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, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“SEBI Listing Regulations”) and General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, latest amended by General Circular No. 03/2025 dated 22<sup>nd</sup> September, 2025 issued by the Ministry of Corporate Affairs (“MCA Circulars”), 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 of IMP Powers Limited (the Company) 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 remote e-voting is given in Point No. 10 below in the Notes. The Remote E-Voting facility is available at the link <https://instavote.linkintime.co.in>. from 09:00 A.M. on Friday, February 27, 2026 up to 5:00 P.M. on Saturday, March 28, 2026. Remote E-Voting module will be blocked by RTA at 5:00 P.M. on Saturday, March 28, 2026 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 Remote 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, March 28, 2026.

**Special Business:**

1. To consider and if thought fit, to approve the material related party transaction(s) with GSEC Limited for the financial year 2026-27 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with GSEC Limited, a related party of the Company, for financial year 2026-27 on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed value as detailed in the explanatory statement provided that the said transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including a duly constituted Committee thereof) be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard."

2. To consider and if thought fit, to approve the material related party transaction(s) with Electrify Energy Private Limited for the financial year 2026-27 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transaction taken together or series of

transactions or otherwise) with Electrify Energy Private Limited, Promoter Company, a related party falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for financial year 2026-27 on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed value as detailed in the explanatory statement provided that the said transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including a duly constituted Committee thereof) be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard."

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

**Yash Shah**  
**Company Secretary**  
**Membership no: 49578**

**Date: 14.02.2026**  
**Place: Ahmedabad**

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 ordinary 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, February 20, 2026 ("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, MUGF Intime India Private Limited, by clicking the link: <https://in.mpms.mufg.com>, under Investor Services section click on "Email Registration".  
  
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 remote e-voting for this Postal Ballot. In case of any queries, Member may write to [enotices@in.mpms.mufg.com](mailto:enotices@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 [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.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 remote e-voting are as under:**

**The voting period begins from 9:00 A.M. on Friday, February 27, 2026 up to 5:00 P.M. on Saturday, March 28, 2026.** 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, February 20, 2026 may cast their vote electronically.

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

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

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

**METHOD 1 - NSDL OTP based login**

- a) Visit URL: <https://eservices.nsd.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.

**METHOD 2 - NSDL IDeAS facility**

**Shareholders registered for IDeAS facility:**

- a) Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. 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 Insta Vote website for casting the vote during the remote e-voting period.

**Shareholders not registered for IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



**METHOD 3 - NSDL e-voting website**

- a) Visit URL: <https://www.evoting.nsd.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & 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.

**INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL**

**METHOD 1 - CDSL e-voting page**

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit 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) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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 - CDSL Easi/ Easiest facility:**

**SHAREHOLDERS REGISTERED FOR EASI/ EASIEST FACILITY:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: [www.cdslindia.com](http://www.cdslindia.com), click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.

- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

**Shareholders not registered for Easi/ Easiest facility:**

- a) To register, visit URL:  
<https://web.cdslindia.com/myeasitoken/Home/EasiRegistration>  
<https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

**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) Post successful authentication, 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.

**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 and vote on InstaVote as under:

**STEP 1: LOGIN / SIGNUP on InstaVote**

**Shareholders registered for INSTAVOTE facility:**

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
  1. User ID: Enter User ID
  2. Password: Enter existing Password
  3. Enter Image Verification (CAPTCHA) Code
  4. Click “Submit”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no, registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

### **Shareholders not registered for INSTAVOTE facility:**

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID
2. 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.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. 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 ‘point 4’ above.
  - Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
  - Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
5. 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).
6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).  
Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no, registered with the Company

### **STEP 2: Steps to cast vote for Resolutions through InstaVote**

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. 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.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

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

**Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

### **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:
  - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
  - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
  - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: 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.

- D. 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 – Steps to cast vote for Resolutions through InstaVote**

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.”.
- 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). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) 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.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

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

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “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).

**NOTE: Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at [registered email address](mailto:registered_email_address) with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at [registered email address](mailto:registered_email_address).

#### **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.mufg.com](mailto:enotices@in.mpms.mufg.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 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 request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode: Individual 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.
- Further Click on **“forgot password?”**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on **“SUBMIT”**.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No. + Follo.no, 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
- Further Click on **“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.

**General Instructions - Shareholders**

- ❖ 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:

In terms of the provisions of Section 102 of the Companies Act, 2013 (“Companies Act”), Secretarial Standard on General Meetings, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“SEBI Listing Regulations”) read with SEBI Circulars dated October 13, 2025 and June 26, 2025 with respect to revised Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions”, the following statement sets out the material facts relating to Agenda Item no. 1, as set out in this Notice.

Pursuant to Regulation 23 of the SEBI Listing Regulations, any transaction with a related party shall be considered material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/ or through its subsidiary(ies), exceed(s) the below threshold, as applicable to the listed entity:

Consolidated turnover of listed entity	Materiality threshold for RPTs
Upto Rs. 20,000 crore	10% of annual consolidated turnover
From Rs. 20,000 crore to Rs. 40,000 crore	Rs. 2,000 crore plus 5% of the turnover above Rs. 20,000 crore
More than Rs. 40,000 crore	Rs. 3,000 crore plus 2.50% of the turnover above Rs. 40,000 crore or Rs. 5,000 crore whichever is less.

The members are informed that, in terms of Regulation 23(4) of the SEBI Listing Regulations, prior approval of members by means of an ordinary resolution is required for all material related party transactions and subsequent material modifications, as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm’s length basis.

The Audit Committee and the Board of Directors of the Company at their respective meetings held on February 14, 2026, on the basis of relevant details provided by the management, as required under the SEBI Circular dated October 13, 2025, read with SEBI Circular dated June 26, 2025 and Section III-B of the SEBI Master Circular dated November 11, 2024, and revised Industry Standards on “Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions”, has reviewed and approved the transactions proposed to be entered into between the Company and GSEC Limited, in the ordinary course of business and at arms’ length basis. Accordingly, basis the approval of the Audit Committee, the Board of Directors of the Company (“Board”) approved and

recommends the Resolution no. 1 contained in the accompanying Notice to the members of the Company for approval.

The details as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 and read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, as per revised Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” are as follows:

Sr. No.	Particulars of information	Details
a	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Refer below table titled as “ <b>Annexure-A</b> ”
B	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer below table titled as “ <b>Annexure – A</b> ”
C	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificates issued by the Whole Time Director & CEO and CFO of the Company, as required under the RPT Industry Standards.
D	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The material RPT has been approved by the Audit Committee, and the Board recommend the proposed transaction(s) to the shareholders for approval.
E	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not applicable
F	Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information	Not applicable

	to the public shareholders for informed decision making	
G	Any other information that may be relevant	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act.

#### Annexure -A

##### A(1) Basic details of the related party

Sr. No.	Particulars of information	Information provided by the management
	<b>Basic details of the related party</b>	
1	Name of the related party	GSEC Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	GSEC Limited is primarily engaged in the activities of Export-Import facilities and trading business. The Company has a custodian of Air Cargo Complexes at Ahmedabad. The Company also deals in various other products, commodities including but not limited to Chemicals, Fabrics, Gold, petroleum products, Silver etc.

##### A(2) Relationship and ownership of the related Party

Sr. No.	Particulars of information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	GSEC Limited is the holding Company of Electrify Energy Private Limited (i.e. Promoter Company of IMP Powers Limited).
A	Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil
B	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/	Not applicable

	subsidiary (in case of transaction involving the subsidiary).	
C	Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary). <b>Explanation:</b> Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Nil

### A(3) Details of previous transactions with the related party

Sr. No.	Particulars of information	Information provided by the management
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. <b>Explanation:</b> Details need to be disclosed separately for listed entity and its subsidiary.	Nil
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial year.	No

### A(4) Amount of the proposed transactions

Sr. No.	Particulars of information	Information provided by the management
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	INR 100 Crores
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current	Yes

	financial year would render the proposed transaction a material RPT?									
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	2140%  (Due to take over as a going concern entity under liquidation, there was no operation in previous financial year and hence % of transaction to Turnover is quite high.)								
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable								
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	7.7%								
6	Financial performance of the related party for the immediately preceding financial year (FY 2024-25) <b>Explanations:</b> The information is to be given on standalone basis. If standalone is not available, provide on consolidated basis	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-25 (INR in Crore)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>534.48</td> </tr> <tr> <td>Profit After Tax</td> <td>95.58</td> </tr> <tr> <td>Net worth</td> <td>212.89</td> </tr> </tbody> </table>	Particulars	FY 2024-25 (INR in Crore)	Turnover	534.48	Profit After Tax	95.58	Net worth	212.89
Particulars	FY 2024-25 (INR in Crore)									
Turnover	534.48									
Profit After Tax	95.58									
Net worth	212.89									

#### A(5) Basic details of the proposed transaction

Sr. No.	Particulars of information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase of Goods: Purchase of raw material and parts related to Manufacturing of Electrical Transformers.
2	Details of each type of the proposed Transaction	As detailed in A5(1) above at arms' length (Based on quotations)
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Financial Year 2026-27
4	Whether omnibus approval is being sought?	Yes

5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	INR 100 Cr during Financial year 2026-27.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	To expand Volume and Growth of the company, to increase Market reach, and to capitalize the competitive advantage of GSEC Limited for reducing the cost of Production of the Company.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <b>Explanation:</b> Indirect interest shall mean interest held through any person over which an individual has control.	
A	Name of the Director / KMP	Mr. Rakesh Shah, Chairman and Mr. Shaishav Shah, Director, both being the promoters (as well as holding shares of More than 2%) of the related party, are considered to be interested in the transaction.
B	Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Rakesh Shah, Chairman and Mr. Shaishav Shah, Director directly holds 27.60% and 6.45% stake respectively in GSEC Limited. Moreover, Mr. Rakesh Shah, Chairman holds 97.40% in Komal Infotech Private Limited. Komal Infotech Private Limited directly holds 63.36% stake in GSEC Limited.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	All relevant / important information forms part of this statement pursuant to Section 102 of the Companies Act, 2013.

**B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

<b>Sr. No.</b>	<b>Particulars of information</b>	<b>Information provided by the management</b>
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Competitive quotes obtained
2	Basis of determination of price.	Based on quotations
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
a	Amount of Trade advance	NIL
b	Tenure	Not Applicable
c	Whether same is self-liquidating?	Not Applicable

The members may note that in terms of the provisions of the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall be abstained from voting on the said resolution.

The Board recommends passing the Ordinary Resolution as set out in item no. 1 of this Notice, for approval by the members of the Company.

Except for Mr. Rakesh Shah, Mr. Shaishav Shah and their relatives, none of the other Directors, Key Managerial Personnel of the Company and/or their respective relatives are deemed to be concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any.

**For Item No. 2:**

In terms of the provisions of Section 102 of the Companies Act, 2013 (“Companies Act”), Secretarial Standard on General Meetings, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“SEBI Listing Regulations”) read with SEBI Circulars dated October 13, 2025 and June 26, 2025 with respect to revised Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions”, the following statement sets out the material facts relating to Agenda Item no. 2, as set out in this Notice.

Pursuant to Regulation 23 of the SEBI Listing Regulations, any transaction with a related party shall be considered material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/ or through its subsidiary(ies), exceed(s) the below threshold, as applicable to the listed entity:

<b>Consolidated turnover of listed entity</b>	<b>Materiality threshold for RPTs</b>
Upto Rs. 20,000 crore	10% of annual consolidated turnover
From Rs. 20,000 crore to Rs. 40,000 crore	Rs. 2,000 crore plus 5% of the turnover above Rs. 20,000 crore
More than Rs. 40,000 crore	Rs. 3,000 crore plus 2.50% of the turnover above Rs. 40,000 crore or Rs. 5,000 crore whichever is less.

The members are informed that, in terms of Regulation 23(4) of the SEBI Listing Regulations, prior approval of members by means of an ordinary resolution is required for all material related party transactions and subsequent material modifications, as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm’s length basis.

The Audit Committee and the Board of Directors of the Company at their respective meetings held on February 14, 2026, on the basis of relevant details provided by the management, as required under the SEBI Circular dated October 13, 2025, read with SEBI Circular dated June 26, 2025 and Section III-B of the SEBI Master Circular dated November 11, 2024, and revised Industry Standards on “Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions”, has reviewed and approved the transactions proposed to be entered into between the Company and Electrify Energy Private Limited in the ordinary course of business and at arms’ length basis. Accordingly, basis the approval of the Audit Committee, the Board of Directors of the Company (“Board”) approved and recommends the Resolution no. 2 contained in the accompanying Notice to the members of the Company for approval.

The details as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13,

2025 and read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, as per revised Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” are as follows:

Sr. No.	Particulars of information	Details
a	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Refer below table titled as “ <b>Annexure-B</b> ”
b	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer below table titled as “ <b>Annexure – B</b> ”
c	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificates issued by the Whole Time Director & CEO and CFO of the Company, as required under the RPT Industry Standards.
d	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The material RPT has been approved by the Audit Committee, and the Board recommend the proposed transaction(s) to the shareholders for approval.
e	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not applicable
f	Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making	Not applicable
g	Any other information that may be relevant	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act.

## Annexure -B

### A(1) Basic details of the related party

Sr. No.	Particulars of information	Information provided by the management
	<b>Basic details of the related party</b>	
1	Name of the related party	Electrify Energy Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Trading and manufacturing of Energy meters and related equipment.

### A(2) Relationship and ownership of the related Party

Sr. No.	Particulars of information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Electrify Energy Private Limited (EEPL)  EEPL is the Promoter Company and accordingly related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.
A	Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil
B	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
C	Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary). <b>Explanation:</b> Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Nil

### A(3) Details of previous transactions with the related party

Sr. No.	Particulars of information	Information provided by the management
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. <b>Explanation:</b> Details need to be disclosed separately for listed entity and its subsidiary.	<b>ICD transactions and interest</b>  Total amount of all the transactions undertaken by the the listed entity.i.e. IMP Powers Limited with EEPL is INR 2.96 Cr during FY 2024-25.  Moreover, no transactions were undertaken by Subsidiary of the Company with EEPL.
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<b>ICD transactions and interest</b>  Total amount of all the transactions undertaken by the the listed entity.i.e. IMP Powers Limited with EEPL is INR 16.03 Cr in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.  Moreover, no transactions were undertaken by Subsidiary of the Company with EEPL.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial year.	No

### A(4) Amount of the proposed transactions

Sr. No.	Particulars of information	Information provided by the management
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	INR 100 Cr
2	Whether the proposed transactions taken together with the transactions undertaken	Yes

	with the related party during the current financial year would render the proposed transaction a material RPT?									
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	2140%  (Due to take over as a going concern entity under liquidation, there was no operation in previous financial year and hence % of transaction to Turnover is quite high.)								
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable								
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	14.98%								
6	Financial performance of the related party for the immediately preceding financial year (FY 2024-25) <b>Explanations:</b> The information is to be given on standalone basis. If standalone is not available, provide on consolidated basis	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-25 (INR in Crore)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>667.19</td> </tr> <tr> <td>Profit After Tax</td> <td>(10.00)</td> </tr> <tr> <td>Net worth</td> <td>15.66</td> </tr> </tbody> </table>	Particulars	FY 2024-25 (INR in Crore)	Turnover	667.19	Profit After Tax	(10.00)	Net worth	15.66
Particulars	FY 2024-25 (INR in Crore)									
Turnover	667.19									
Profit After Tax	(10.00)									
Net worth	15.66									

#### A(5) Basic details of the proposed transaction

Sr. No.	Particulars of information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The Company proposes to avail Inter Corporate Deposits / borrowings in one or more tranches during FY 2026-27.
2	Details of each type of the proposed Transaction	As detailed in A5(1) above at arms' length
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Financial Year 2026-27

		<p>Repayment of Inter Corporate Deposit(s) will be over a period of five years from date of disbursement; however, the borrower will have the right to make pre-payment without any pre-payment penalty during the tenure of Inter Corporate Deposit(s).</p> <p>Interest would be charged on arm's length basis.</p>
4	Whether omnibus approval is being sought?	Yes
5	<p>Value of the proposed transaction during a financial year.</p> <p>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</p>	INR 100 Cr during Financial year 2026-27.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Due to change in management of the Company, there shall be requirement of fresh fund from Promoter(s) of the Company in the initial stage to run the operations smoothly as well as to augment the growth opportunities.
7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><b>Explanation:</b> Indirect interest shall mean interest held through any person over which an individual has control.</p>	
a	Name of the -Director / KMP	<p>Mr. Tanuj M. Shah, Director of the Company is interested as the Whole-Time Director of EEPL, the related party.</p> <p>Moreover, Mr. Rakesh Shah Chairman indirectly holds substantial shareholding in EEPL.</p>
b	Shareholding of the director / KMP, whether direct or indirect, in the related party	EEPL, the Promoter Company is Wholly Owned Subsidiary of GSEC Limited.

		<p>Mr. Rakesh Shah, Chairman directly holds 27.60% stake in GSEC Limited. Further, Komal Infotech Private Limited directly holds 63.36% stake in GSEC Limited and Mr. Rakesh Shah, Chairman also holds 97.40% in Komal Infotech Private Limited.</p> <p>Accordingly, Mr. Rakesh Shah, Chairman of the Company indirectly holds substantial control in EEPL.</p>
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
9	Other information relevant for decision making.	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act, 2013.

**B(5) Disclosure *only* in case of transactions relating to borrowings by the listed entity or its subsidiary**

Sr. No.	Particulars of information	Information provided by the management
1	Material covenants of the proposed transaction	Availing of Inter Corporate Deposits/borrowings in multiple tranches during FY 2026-27, which will be repayable over a period of five years from date of disbursement; however, the borrower will have the right to make pre-payment without any pre-payment penalty during the tenure of Inter Corporate Deposit(s).
2	Interest rate	9.5% Per Annum
3	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i>	9.5% Per Annum. There being no other cost associated with Borrowing other than rate of Interest.

4	Maturity/due date	Repayable over a period of five years from date of disbursement.
5	Repayment schedule & terms	Repayment of Inter Corporate Deposit(s) will be over a period of five years from date of disbursement; however, the borrower will have the right to make pre-payment without any pre-payment penalty during the tenure of Inter Corporate Deposit(s).
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	Not Applicable
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	Working Capital and for Capital Expenditure.

**C(4) Disclosure *only* in case of transactions being a material related party transaction which is relating to borrowings by the listed entity or its subsidiary**

Sr. No.	Particulars of information	Information provided by the management
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	(1.17)
	a. Before transaction	(1.20)
	b. After transaction	(1.56)
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	(0.10)
	a. Before transaction	(0.07)
	b. After transaction	(0.05)

The members may note that in terms of the provisions of the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall be abstained from voting on the said resolution.

The Board recommends passing the Ordinary Resolution as set out in item no. 2 of this Notice, for approval by the members of the Company.

Except Mr. Tanuj M. Shah, Mr. Rakesh Shah and their relatives, none of the other Directors or Key Managerial Personnel of the Company or the relatives thereof are concerned or interested, financially or otherwise 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: 14.02.2026**  
**Place: Ahmedabad**

**Yash Shah**  
**Company Secretary**  
**Membership no: 49578**

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