



IMP Powers Limited

CIN: L31300DN1961PLC000232

Regd. Office: S. No 263/3/2/2, Sayli Village, Umar Kuin Road, Silvassa- 396230

Email: cs@imp-powers.com Phone: +91 0260 2681040/41, 6539248

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Dear Members,

NOTICE is hereby given to the Shareholders/Members of IMP Powers Limited ("Company") that the Extra-Ordinary General Meeting ("EGM") No. 1/2024-25 of the members of the Company will be held on Monday, 10th February 2025 at 11:00 a.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following special business:

SPECIAL BUSINESSES:

1. To Appoint Mr. Maheshwar Sahu (DIN: 00034051) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 17(1C), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Mr. Maheshwar Sahu (DIN: 00034051), who was appointed as an Additional Independent Director by the Board of Directors on 6th January 2025 pursuant to the provisions of Section 161(1) of the Companies Act, 2013

and the Articles of Association of the Company and who is eligible for appointment as an Independent Director and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of the Company proposing his candidature for office of Director of the Company, and who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for five consecutive years commencing from 6th January 2025 to 5th January, 2030.”

“**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all things, deeds and acts as may be necessary and expedient to give effect to this resolution”.

2. To appoint Mr. Rabindra Nath Nayak (DIN: 02658070) as an Independent Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 17(1C), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, Mr. Rabindra Nath Nayak (DIN: 02658070), who was appointed as an Additional Independent Director by the Board of Directors on 6th January 2025 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who is eligible for appointment as an Independent Director and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of the Company proposing his candidature for office of Director of the Company, and who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for five consecutive years commencing from 6th January 2025 to 5th January, 2030.”

“RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all things, deeds and acts as may be necessary and expedient to give effect to this resolution”.

3. To appoint Ms. Varsha Biswajit Adhikari (DIN: 08345677) as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 17(1C), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, Ms. Varsha Biswajit Adhikari (DIN: 08345677), who was appointed as an Additional Independent Director by the Board of Directors on 6th January 2025 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who is eligible for appointment as an Independent Director and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of the Company proposing her candidature for office of Director of the Company, and who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for five consecutive years commencing from 6th January 2025 to 5th January, 2030.”

“RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all things, deeds and acts as may be necessary and expedient to give effect to this resolution”.

4. To Shift the Registered office of the Company from Silvassa to Ahmedabad:

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

“RESOLVED THAT, pursuant to the provisions of 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) 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 Company Secretary of the Company be and is hereby jointly or 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 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, of the change in the registered office of the Company.”

By order of Board of Directors
For, IMP Powers Limited

Sd/-
Shaishav Shah
Director
DIN: 00019293

Date: 06.01.2025
Place: Ahmedabad

Registered Office:

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

NOTES:

1. In view of the General Circular No. 20/2020 dated May 5, 2020, General Circular no. 02/2022 dated May 05, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular no. 9/2024 dated September 19, 2024 and other relevant circulars issued by Ministry of Corporate Affairs (“MCA”) (“MCA Circulars”) allowed conducting Extra-Ordinary General Meeting (“EGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) and dispensed the personal presence of the members at the meeting. In terms of the said circulars, the EGM of the members be held through VC/OAVM. Hence, members can attend and participate in the EGM through VC/OAVM only.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read together with Rule 20 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, setting out material facts and reasons in relation to the proposed businesses are mentioned in Item No.1 to 4.
3. Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates/

Institutional / Corporate members are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.

4. The Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. Members can raise questions during the meeting or 7 (Seven) days in advance before scheduled date of EGM at cs@imp-powers.com. Relevancy of questions and order of speakers at the meeting will be decided by the Chairman.
6. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of relevant Board Resolution/Authorization etc. authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email at its registered e-mail address: ravi@ravics.com.
7. In conformity with MCA circulars, Notice will be sent through electronic means only and for the purpose of remote e-voting and e-voting during the EGM cut-off date i.e. Monday, 03.02.2025 will be considered. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
8. In compliance with the provisions of Sections 108 Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the MCA Circulars, the Company provides Members the facility to exercise their right to vote by electronic means through remote e-voting and e-voting during the EGM services provided by MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited). The instructions to be followed by

the members for casting their vote through remote e-voting are annexed to this Notice.

9. **The remote e-voting period shall commence on Thursday, 06.02.2025 at 9.00 A.M. (IST) and shall end on Sunday, 09.02.2025 at 05.00 P.M. (IST). Remote e-voting shall not be allowed beyond the said date and time.**
10. The Board of Directors of the Company ("the Board"), has appointed Mr. Ravi Kapoor, Practicing Company Secretary, Ahmedabad (FCS 2587 and CoP No. 2407) as the Scrutiniser, for conducting remote e-voting and e-voting during the EGM process in a fair and transparent manner. The scrutinizer's decision on the validity of the vote cast will be final.
11. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. The Notice of Extra Ordinary General Meeting has also been placed on Company's website: <https://imp-powers.com/> and e-voting website i.e. www.linkintime.co.in and will also be available on the website of stock exchanges i.e. www.bseindia.com and www.nseindia.com
13. In case member/s has/had not registered his/her/their email address with the Company/its RTA/Depositories and/or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

(a) In Case shares are held in physical form:

Kindly send relevant documents to the RTA of the Company in Form ISR-1 available on the RTA's website at <https://web.linkintime.co.in/KYC-downloads.html> or contact to the Company along with necessary details like Folio No, Name, Distinctive No, Share Certificate No etc. of shareholder by email to cs@imp-powers.com

(b) In case the shares are held in dematerialized form:

The member may please contact their Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Thursday, 6th February 2025 at 09:00 A.M. and ends on 05:00 P.M. on Sunday, 9th February 2025. The remote e-voting module shall be disabled by MUFGE Intime India Private Limited for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 3rd February 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 3rd February 2025.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users 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. Post successful authentication, click on "Access to e-voting".
- c) Click on "MUFGE Intime " or "e-voting 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

User not registered for 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 registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".

- e) Click on “MUFG Intime ” or “e-voting 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 - By 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 can see “Access to e-voting”.
- e) Click on “MUFG Intime ” or “e-voting 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 - From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., MUFG Intime , for voting during the remote e-voting period.
- e) Click on “MUFG Intime ” or “e-voting 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

Users not registered for Easi/Easiest

- a) To register, visit URL:
[https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration /](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 Login ID and password.
- d) After successful login, user able to see e-voting menu.

- 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 - By 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 “MUFG Intime ” or “e-voting 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 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, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “MUFG Intime” or “e-voting 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 Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

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

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

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 **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘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).
- ▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. 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).

4. 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.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 - Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/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.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 -Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - 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. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 - Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of InstaVote before the start of remote evoting.
- 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'.
- g) 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).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) 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).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for 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 evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form 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>

o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’

o 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. as mentioned above. 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 for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode 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>

o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’

o 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, Bank Account Number (last four digits) etc. as mentioned above. 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:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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”.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

Members are entitled to attend the EGM through VC/OAVM provided by RTA, Link Intime Pvt. Ltd., by following the below mentioned process:

i. Facility for joining the EGM through VC/OAVM shall open 15 minutes before the time scheduled for the EGM and shall be kept open till the expiry of 15 minutes after the scheduled time on first-come-first basis.

ii. Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis.

iii. Members will be provided with Insta Meet facility wherein they shall register their details and attend the EGM as under:

a) Visit URL: <https://instameet.linkintime.co.in> & click on “Login”.

b) Select the “Company” and ‘Event Date’ and register with your following details:

A. Demat Account No. or Folio No:

Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – shall provide Folio Number.

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. Mobile No: Enter your Mobile No.

D. Email ID: Enter your email Id as recorded with your DP/ Company.

c) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on 'Submit'.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@imp-powers.com. he same will be replied by the company suitably.

The Scrutinizer shall immediately after the conclusion of voting at the EGM, unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and count the same and count the votes cast during the EGM and make, not later than 48 hours from the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company who shall countersign the same and declare the result of the voting forthwith.

The result of e-voting along with the Scrutinizer's Report will also be displayed on the Company's website www.imp-powers.com and shall be communicated to the Stock Exchanges where the Company's 's shares are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com , within two working days.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Members are hereby informed that Board of Directors of the Company, pursuant to the Hon'ble NCLT, Ahmedabad's order dated 05.11.2024 reconstituted the board and had approved the appointment of Mr. Maheshwar Sahu (DIN: 00034051) as an Additional Independent Director of the Company with effect from 06.01.2025.

Mr. Maheshwar Sahu is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his written consent to act as a Director of the Company. The Company has received a declaration from Mr. Maheshwar Sahu that he fulfils all criteria for independence stipulated under Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). The Company has also received the notice under Section 160 of the Act from a member proposing his candidature as a Director of the Company.

Pursuant to Regulation 36(3) of the Listing Regulations and in terms of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, additional disclosures with respect to Mr. Maheshwar Sahu seeking appointment as Independent Director of the Company is mentioned below:

Name	Mr. Maheshwar Sahu
DIN of Director	00034051
Date of Birth	10/01/1954
Age	70 Years
Date of Original Appointment	06/01/2025
Qualification, Experience & Nature of expertise in specific functional areas.	Mr. Maheswar Sahu has done B.Sc. (Engg.) in Electrical in 1977 from NIT, Rourkela and M.Sc. from University of Birmingham in 1994. He joined Indian Administrative Service (IAS) in 1980. He has served the Government of India and Government of Gujarat in various capacities for more than three decades before retiring as Additional Chief Secretary, Government of Gujarat in 2014. His career span includes more than 20 years of service in industry and more than 10 year of active

	involvement in PSU management. He had worked more than 3 years in United Nations Industrial Development Organization. He was instrumental in organization off our Vibrant Gujarat events. He served as Director in many CPSEs. He was also Chairman/Director in many State PSUs/GIFT SEZ. At present he is Chairman in N M Sadguru Water Foundation, IRM Energy and Independent Director in many companies. His area of specialization includes strategic management, public administration, corporate governance etc.
Terms and Conditions of Appointment	Appointment as Non-Executive Independent Director, not liable to retire by rotation for a Term of 5 years from 06.01.2025. He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings of the Company.
Remuneration Paid	Nil
Designation	Non-Executive Independent Director
Disclosure of relationship of Directors with Manager and KMP of the Company	Not related to any of the Directors or Key Managerial Personnel of the Company.
Names of listed entities in which person holds Directorship and the membership of the committees of the Board	<p>Mr. Maheshwar Sahu holds directorship in following two listed entities:</p> <ol style="list-style-type: none"> 1. Maruti Suzuki India Limited 2. Ambuja Cements Limited 3. Diamond Power Infrastructure Limited <p>He Also, holds Membership in the Committees of Board for aforesaid companies: -</p> <p>Maruti Suzuki India Limited Audit Committee - Member Nomination & Remuneration Committee - Member Risk Management Committee - Member</p>

	<p>Ambuja Cements Limited Audit Committee – Member Stakeholder Relationship Committee – Chairman Nomination & Remuneration Committee – Member Corporate Social Responsibility Committee – Member</p> <p>Diamond Power Infrastructure Limited Audit Committee – Chairperson Nomination & Remuneration Committee – Member</p>
Listed entities from which the person has resigned in the past three years	<ol style="list-style-type: none"> 1. IRM Energy Limited 2. Adani Total Gas Limited
Chairman/ Director of other Company	<ol style="list-style-type: none"> 1. Indian Gold Metaverse Private Limited 2. Suzuki Motor Gujarat Private Limited 3. Gold Plus Float Glass Private Limited 4. Mahindra World City (Jaipur) Limited 5. GSEC Limited 6. SME Mavens Private Limited 7. Gvfl Advisory Services Limited 8. Powerica Limited 9. Gold Plus Float Glass Private Limited 10. Best Value Chem Private Limited
Number of shares held in the Company	Nil
Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>The Board of the Company is of the opinion that Mr. Maheshwar Sahu is a person of integrity and skills. Considering his qualification, extensive knowledge and rich experience in the various field and industry expertise, appointment of Mr. Maheshwar Sahu is in the interest of the Company. His association would be of immense benefit and value to the Company and, therefore, the Board recommends his appointment as an Independent Director to the Members.</p>

Accordingly, the approval of the Members is sought for the appointment of Mr. Maheshwar Sahu as an Independent Director, not liable to retire by rotation, to hold office for a period of five (5) years, from 6th January 2025 to 5th January 2030 (both days inclusive).

Except Mr. Maheshwar Sahu, none of the other Directors, Key Managerial Personnel and their relatives, is concerned / interested in passing of the above resolution.

Your Board of Directors recommend passing of the resolution set out in Item No. 1 of the accompanying Notice as Special Resolution.

Item No. 2

Members are hereby informed that Board of Directors of the Company, pursuant to the Hon'ble NCLT, Ahmedabad's order dated 05.11.2024 reconstituted the board and had approved the appointment of Mr. Rabindranath Nayak (DIN: 02658070) as an Additional Independent Director of the Company with effect from 06.01.2025.

Mr. Rabindranath Nayak is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his written consent to act as a Director of the Company. The Company has received a declaration from Mr. Nayak that he fulfils all criteria for independence stipulated under Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). The Company has also received the notice under Section 160 of the Act from a member proposing his candidature as a Director of the Company.

Pursuant to Regulation 36(3) of the Listing Regulations and in terms of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, additional disclosures with respect to Mr. Rabindranath Nayak seeking appointment as Independent Director of the Company is mentioned below:

Name	Mr. Rabindranath Nayak
DIN of Director	02658070
Date of Birth	23/09/1955
Age	69 Years
Date of Original Appointment	06/01/2025
Qualification, Experience & Nature of expertise in specific functional areas.	Mr. Rabindra Nath Nayak has over 33 years of work experience in the power sector. He has worked for more than 20 years in POWERGRID and has handled multi-disciplinary functions like Engineering,

	<p>Corporate Quality Assurance and Inspection, Load Dispatch & Communication, Grid Management, Contracts Management, Telecom, Operation & Maintenance, Commercial as well as Human Resource Management. Prior to joining POWERGRID in 1991, he has also worked for about 7 years in NTPC and had a stint with SAIL. He has been Director (Operations) of POWERGRID since 2009. Mr. Rabindra Nath Nayak has been instrumental in introducing many new technologies in the Indian power sector such as EMS/ SCADA Projects, ±800k VHVDC and 1200k VUHVAC, which are in various stages of implementation. He has also contributed/ presented a large number of technical papers in various reputed International/ national journals and conferences.</p>
Terms and Conditions of Appointment	<p>Appointment as Non-Executive Independent Director, not liable to retire by rotation for a Term of 5 years from 06.01.2025. He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings of the Company.</p>
Remuneration Paid	<p>Nil</p>
Designation	<p>Non-Executive Independent Director</p>
Disclosure of relationship of Directors with Manager and KMP of the Company	<p>Not related to any of the Directors or Key Managerial Personnel of the Company.</p>
Names of listed entities in which person holds Directorship and the membership of the committees of the Board	<p>Mr. Rabindranath Nayak holds directorship in following two listed entities:</p> <ol style="list-style-type: none"> 1. Diamond Power Infrastructure Limited 2. Yash Highvoltage Limited <p>He Also, holds Membership in the Committees of Board for aforesaid companies: -</p> <p>Yash Highvoltage Limited Audit Committee – Member Nomination & Remuneration Committee –</p>

	Member Diamond Power Infrastructure Limited Audit Committee – Member Nomination & Remuneration Committee – Chairperson Risk Management Committee - Chairperson
Listed entities from which the person has resigned in the past three years	IRM Energy Limited
Chairman/ Director of other Company	1. Odisha Power Transmission Corporation Limited 2. GRIDCO limited 3. Future Smartec (OPC) Private Limited 4. TP Western Odisha Distribution Limited 5. TP Central Odisha Distribution Limited
Number of shares held in the Company	Nil
Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board of the Company is of the opinion that Mr. Nayak is a person of integrity and skills. Considering his qualification, extensive knowledge and rich experience in the various field and industry expertise, appointment of Mr. Nayak is in the interest of the Company. His association would be of immense benefit and value to the Company and, therefore, the Board recommends his appointment as an Independent Director to the Members.

Accordingly, the approval of the Members is sought for the appointment of Mr. Nayak as an Independent Director, not liable to retire by rotation, to hold office for a period of five (5) years, from 6th January 2025 to 5th January 2030 (both days inclusive).

Except Mrs. Nayak, none of the Directors, Key Managerial Personnel and their relatives, is concerned / interested in passing of the above resolution.

Your Board of Directors recommend passing of the resolution set out in Item No. 2 of the accompanying Notice as Special Resolution.

Item No. 3

Members are hereby informed that Board of Directors of the Company, pursuant to the Hon'ble NCLT, Ahmedabad's order dated 05.11.2024 reconstituted the board and had approved the appointment of Ms. Varsha Biswajit Adhikari (DIN: 08345677) as an Additional Independent Director of the Company with effect from 06.01.2025.

Ms. Varsha Biswajit Adhikari is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her written consent to act as a Director of the Company. The Company has received a declaration from Ms. Varsha Biswajit Adhikari (DIN: 08345677) that she fulfils all criteria for independence stipulated under Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). The Company has also received the notice under Section 160 of the Act from a member proposing her candidature as a Director of the Company.

Pursuant to Regulation 36(3) of the Listing Regulations and in terms of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, additional disclosures with respect to Ms. Varsha Biswajit Adhikari (DIN: 08345677) seeking appointment as Independent Director of the Company is mentioned below:

Name	Dr. Varsha Biswajit Adhikari
DIN of Director	08345677
Date of Birth	02/10/1980
Age	45 Years
Date of Original Appointment	06/01/2025
Qualification, Experience & Nature of expertise in specific functional areas	Dr. Varsha Adhikari studied Applied Finance from IIM C and Sustainability from TERI, New Delhi. She is a qualified Company Secretary. She also holds degree in Masters of Commerce and Bachelors of Law. She has got over 18 years of experience in Global business Strategies and development, Project and Financial Planning, Compliance, and Sustainability. Currently she runs her Drone technology Enterprise- Vanya Velocity and a Boutique Consulting firm Biznudge.
Terms and Conditions of Appointment	Appointment as Non-Executive Independent Director, not liable to retire by rotation for a Term of 5 years from 06.01.2025. She will be entitled to sitting fees and reimbursement of expenses for

	attending Board and Committee meetings of the Company.
Remuneration Paid	Nil
Designation	Non-Executive Independent Director
Disclosure of relationship of Directors with Manager and KMP of the Company	Not related to any of the Directors or Key Managerial Personnel of the Company.
Names of listed entities in which person holds Directorship and the membership of the committees of the Board	<p>Ms. Varsha Biswajit Adhikari holds directorship in following two listed entities:</p> <ol style="list-style-type: none"> 1. Mangalam Worldwide Limited 2. Diamond Power Infrastructure Limited 3. Advait Energy Transitions Limited 4. Mangalam Global Enterprise Limited <p>She Also, holds Membership in the Committees of Board in Diamond Power Infrastructure Limited: Audit Committee - Member Stakeholders Relationship Committee - Member</p>
Listed entities from which the person has resigned in the past three years	Nil
Chairman/ Director of other Company	Nil
Number of shares held in the Company	Nil
Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board of the Company is of the opinion that Ms. Varsha Adhikari is a person of integrity and skills. Considering her qualification, extensive knowledge and rich experience in the various field and industry expertise, appointment of Mr. Varsha Adhikari is in the interest of the Company. Her association would be of immense benefit and value to the Company and, therefore, the Board recommends her appointment as an Independent Director to the Members.

Accordingly, the approval of the Members is sought for the appointment of Ms. Varsha Adhikari as an Independent Director, not liable to retire by rotation, to hold office for a period of five (5) years, from 6th January 2025 to 5th January 2030 (both days inclusive).

Except Ms. Varsha Adhikari, none of the Directors, Key Managerial Personnel and their relatives, is concerned / interested in passing of the above resolution.

Your Board of Directors recommend passing of the resolution set out in Item No. 3 of the accompanying Notice as Special Resolution.

Item 4

Presently, the Company's Registered Office is located at "SURVEY NO. 263/3/2/2, SAYLI VILLAGE UMAR KUIN ROAD SILVASSA (U. T.) DADRA & NAGAR HAVELI, SILVASSA, DADRA & NAGAR HAVELI, INDIA, 396230". The Board of Directors of your Company at their meeting held on 6th January 2025 has decided to shift the Registered Office of the Company from the above address to "CH 7 INSPIRE BUSINESS PARK, SHANTIGRAM NEAR VAISHNODEVI CIRCLE, KHODIYAR, AHMEDABAD, DASKROI, GUJARAT, INDIA, 382421" for administrative ease and to carry on the business of the Company more economically and efficiently and with better strategic and effective convenience.

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 Special Resolution. Therefore, the Board recommends the Resolution as set out in Item No. 4 for approval of the Members as Special Resolution.

The draft of the Memorandum of Association of the Company reflecting the Change of Registered Office are available for inspection by the Members at the presently situated Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. upto the date of the EGM.

None of the Directors, Key Managerial Personnels or their respective relatives is in any way concerned or interested in the resolution mentioned as Item No. 4 of the Notice.

By order of Board of Directors

For, IMP Powers Limited

**Sd/-
Shaishav Shah
Director
DIN: 00019293**

**Date: 06.01.2025
Place: Ahmedabad**

Registered Office:

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