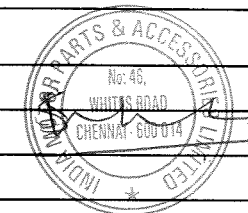


**VOTING RESULTS as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015**

NAME OF THE COMPANY:	INDIA MOTOR PARTS & ACCESSORIES LTD
Date of The AGM	04TH SEPTEMBER 2017
Total number of Shareholders on record date	7538
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public	1096
No of Shareholders attended the meeting through Video Conferencing :	
Promoters and Promoter Group:	Nil
Public:	Nil



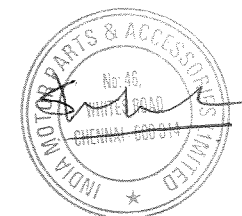
**1.ADOPTION OF ACCOUNTS FOR THE FINANCIAL YEAR 2016-2017**

Resolution Required:(Ordinary/Special) :	ORDINARY
Whether Promoter / Promoter group are interested in the agenda / resolution ?	NO

CATEGORY	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER GROUP	E-VOTING	2555446	2554134	99.95	2554134	0	100.00	0
	POLL		0	0	0	0	0	0
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>2555446</b>	<b>2554134</b>	<b>99.95</b>	<b>2554134</b>	<b>0</b>	<b>100.00</b>
PUBLIC-INSTITUTIONS	E-VOTING	698820	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>698820</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	5065309	1752364	34.60	1752364	0	100.00	0
	POLL		135332	2.67	135332	0	100.00	0.00
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>5065309</b>	<b>1887696</b>	<b>37.27</b>	<b>1887696</b>	<b>0</b>	<b>100.00</b>
<b>GRAND TOTAL</b>		<b>8319575</b>	<b>4441830</b>	<b>53.39</b>	<b>4441830</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

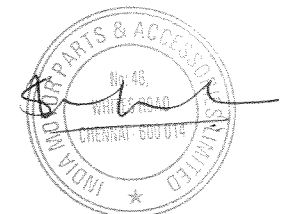
**2.DECLARATION OF FINAL DIVIDEND FOR THE FINANCIAL YEAR 2016-17**

Resolution Required:(Ordinary/Special) :					ORDINARY			
Whether Promoter / Promoter group are interested in the agenda / resolution ?					NO			
CATEGORY	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	2555446	2554134	99.95	2554134	0	100.00	0
	POLL		0	0	0	0	0	0
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>2555446</b>	<b>2554134</b>	<b>99.95</b>	<b>2554134</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
PUBLIC-INSTITUTIONS	E-VOTING	698820	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>698820</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	5065309	1752364	34.60	1752364	0	100.00	0
	POLL		135332	2.67	135332	0	100.00	0.00
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>5065309</b>	<b>1887696</b>	<b>37.27</b>	<b>1887696</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>GRAND TOTAL</b>		<b>8319575</b>	<b>4441830</b>	<b>53.39</b>	<b>4441830</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



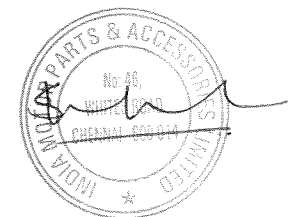
3.APPOINTMENT OF A DIRECTOR IN THE PLACE OF SRI S RAM WHO RETIRES BY ROTATION AND BEING ELIGIBLE SEEKS RE-APPOINTMENT

Resolution Required:(Ordinary/Special) :					ORDINARY			
Whether Promoter / Promoter group are interested in the agenda / resolution ?					Sri S Ram being Promoter Director is interested in the resolution			
CATEGORY	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	2555446	2534234	99.17	2534234	0	100.00	0
	POLL		0	0	0	0	0	
	POSTAL_BALL OT		0	0	0	0	0	
	<b>SUB TOTAL</b>		<b>2555446</b>	<b>2534234</b>	<b>99.17</b>	<b>2534234</b>	<b>0</b>	<b>100.00</b>
PUBLIC-INSTITUTIONS	E-VOTING	698820	0	0	0	0	0	0
	POLL		0	0	0	0	0	
	POSTAL_BALL OT		0	0	0	0	0	
	<b>SUB TOTAL</b>		<b>698820</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	5065309	1752364	34.60	1752364	0	100.00	0
	POLL		135332	2.67	135332	0	100.00	0.00
	POSTAL_BALL OT		0	0	0	0	0	
	<b>SUB TOTAL</b>		<b>5065309</b>	<b>1887696</b>	<b>37.27</b>	<b>1887696</b>	<b>0</b>	<b>100.00</b>
<b>GRAND TOTAL</b>		<b>8319575</b>	<b>4421930</b>	<b>53.15</b>	<b>4421930</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



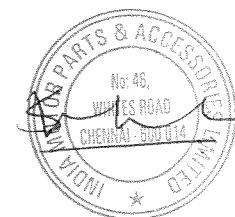
**4. APPOINTMENT OF M/S BRAHMAYYA & COMPANY , CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY**

Resolution Required:(Ordinary/Special) :					ORDINARY			
Whether Promoter / Promoter group are interested in the agenda / resolution ?					NO			
CATEGORY	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	2555446	2554134	99.95	2554134	0	100.00	0
	POLL		0	0	0	0	0	0
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>2555446</b>	<b>2554134</b>	<b>99.95</b>	<b>2554134</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
PUBLIC-INSTITUTIONS	E-VOTING	698820	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>698820</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	5065309	1752364	34.60	1752364	0	100.00	0
	POLL		135332	2.67	135332	0	100.00	0.00
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>5065309</b>	<b>1887696</b>	<b>37.27</b>	<b>1887696</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>GRAND TOTAL</b>		<b>8319575</b>	<b>4441830</b>	<b>53.39</b>	<b>4441830</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**5. RE-APPOINTMENT OF SRI N KRISHNAN AS MANAGING DIRECTOR OF THE COMPANY**

Resolution Required:(Ordinary/Special) :					ORDINARY			
Whether Promoter / Promoter group are interested in the agenda / resolution ?					NO			
CATEGORY	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	2555446	2554134	99.95	2554134	0	100.00	0
	POLL		0	0	0	0	0	0
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>2555446</b>	<b>2554134</b>	<b>99.95</b>	<b>2554134</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
PUBLIC-INSTITUTIONS	E-VOTING	698820	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>698820</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	5065309	1727714	34.11	1727714	0	100.00	0
	POLL		135332	2.67	135332	0	100.00	0.00
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>5065309</b>	<b>1863046</b>	<b>36.78</b>	<b>1863046</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>GRAND TOTAL</b>		<b>8319575</b>	<b>4417180</b>	<b>53.09</b>	<b>4417180</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



New No.6, Old No.12,  
Appavoo Gramani 1st Street,  
Mandaveli,  
(Opp. to Church Near by BSNL Office)  
Chennai - 600 028.  
Ph : 044-4360 1111  
E-mail : secretarial@mdassociates.co.in  
accounts@mdassociates.co.in



**M. DAMODARAN & ASSOCIATES**

Practicing Company Secretaries



M. Damodaran, B.Com, F.C.S. L.L.B.  
Mobile:98412 81693

**CONSOLIDATED SCRUTINIZER'S REPORT**

**(REMOTE E-VOTING & INSTA POLL)**

**Form No MGT - 13**

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and  
Companies (Management and Administration) Rules, 2014 as amended and the provisions  
of Regulation 44 of the SEBI LODR, Regulations 2015]

To,

The **Chairman** of 63<sup>rd</sup> Annual General Meeting of the Equity Shareholders of INDIA MOTOR PARTS & ACCESSORIES LIMITED (CIN: L65991TN1954PLC000958) held on the **04th day of September 2017** at 11.00 AM at The Music Academy, 168 T T K Road, Chennai-600014.


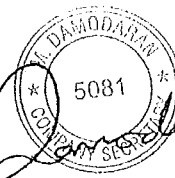
Dear Sir,

1. I, M.Damodaran, Company Secretary in Practice having office at New No. 6, Old No. 12, Appavoo Gramani, 1st Street, Velayudaraja Street, Mandavelipakkam, Raja Annamalai Puram, Chennai, Tamil Nadu-600028 have been appointed as a scrutinizer by the Board of Directors of INDIA MOTOR PARTS & ACCESSORIES LIMITED (the company) for the purpose of :

(i) Scrutinizing the e-voting process (remote e- voting) under the provisions of Section 108 of the Companies Act 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules) and the provisions of Regulation 44 of the SEBI LODR, Regulations 2015.

(ii) Poll through Ballot paper (Insta Poll) under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules, on the resolutions contained in the notice to the 63<sup>rd</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on the 04th day of September 2017 at 11.00 AM at The Music Academy, 168 T T K Road, Chennai-600014.

2. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by poll by way of Ballot paper (Insta Poll) at the AGM] for the resolutions contained in the Notice to the 63<sup>rd</sup> AGM of the Equity Shareholders of the company. My responsibility as a scrutinizer for the voting process of voting through

M.   




# M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries



electronic means (i.e by remote e-voting and Insta Poll at AGM) is restricted to make a consolidated scrutinizer's report of the vote cast "in favour "or "against" the resolution stated above, based on the report generated from the e-voting system provided by Central Depository Services Limited (CDSL), the Agency authorized under the Rules and engaged by the company to provide e-voting facilities for voting through electronic means.


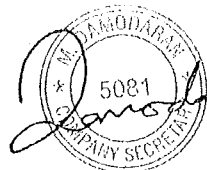
## Results of E-Voting and Insta Poll of M/s INDIA MOTOR PARTS & ACCESSORIES LIMITED.

Item No: 1

Adoption of Audited Financial Statements including the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2017, and the Board and Auditors Report.

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	30	30	135332	100	0	0	0	100
E-Voting	77	77	4306498	100	0	0	0	100
Total	107	107	4441830	<b>100</b>	0	0	0	100

M.   




# M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries




## Details of invalid Votes:

Mode of Voting	Total number of members whose votes invalid	Total number of invalid votes
InstaPoll	2	4
E-Voting	0	0
Total	2	4

## Details of Abstained votes:

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
Instapoll	0	0
E-Voting	0	0
Total	0	0

M.   






**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



Item No: 2

Declaration of Final dividend for the year 2016-17.

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	30	30	135332	100	0	0	0	100
E-Voting	77	77	4306498	100	0	0	0	100
Total	107	107	4441830	<b>100</b>	0	0	0	100

Details of invalid Votes:

Mode of Voting	Total number of members whose votes invalid	Total number of invalid votes
InstaPoll	2	4
E-Voting	0	0
Total	2	4

Details of Abstained votes:

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
Instapoll	0	0
E-Voting	0	0
Total	0	0

M. Damodaran



**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



Item No: 3

Re-appointment of Sri SANTHANAM RAM (DIN: 00018309) as Director, who retires by rotation.

Passed as Ordinary Resolution as follows:

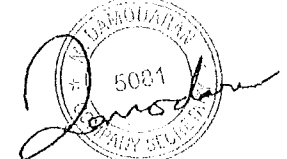
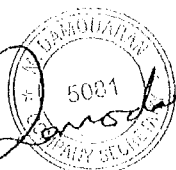
Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	30	30	135332	100	0	0	0	100
E-Voting	76	76	4286598	100	0	0	0	100
Total	106	106	4421930	<b>100</b>	0	0	0	100

Details of invalid Votes:

Mode of Voting	Total number of members whose votes invalid	Total number of invalid votes
InstaPoll	2	4
E-Voting	0	0
Total	2	4

Details of Abstained votes:

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
Instapoll	0	0
E-Voting	1	19900
Total	1	19900

M. Damodaran  
  




**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



Item No: 4

Appointment of Messrs. Brahmayya & Company, Chartered Accountants, Chennai (Registration No. 000511S) as Statutory Auditors of the company.

Passed as Ordinary Resolution as follows:

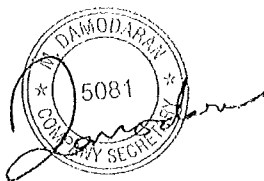
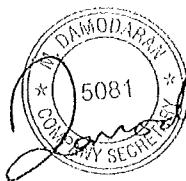
Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	30	30	135332	100	0	0	0	100
E-Voting	77	77	4306498	100	0	0	0	100
Total	107	107	4441830	<b>100</b>	0	0	0	100

Details of invalid Votes:

Mode of Voting	Total number of members whose votes invalid	Total number of invalid votes
InstaPoll	2	4
E-Voting	0	0
Total	2	4

Details of Abstained votes:

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
Instapoll	0	0
E-Voting	0	0
Total	0	0

M.   




**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



Item No: 5

Re-appointment of Sri NARAYANAN KRISHNAN (DIN 00041381) as Managing Director for a period of 5 years with effect from 05th July 2017 up to 4th July 2022.

Passed as Ordinary Resolution:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	30	30	135332	100	0	0	0	100
E-Voting	74	74	4281848	100	0	0	0	100
<b>Total</b>	<b>104</b>	<b>104</b>	<b>4417180</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>100</b>

Details of invalid Votes:

Mode of Voting	Total number of members whose votes invalid	Total number of invalid votes
InstaPoll	2	4
E-Voting	0	0
<b>Total</b>	<b>2</b>	<b>4</b>

Details of Abstained votes:

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
Instapoll	0	0
E-Voting	3	24650
<b>Total</b>	<b>3</b>	<b>24650</b>


P.T.



**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



3. The electronic data and all other relevant records relating to e voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,  
Yours faithfully,  
  
M. Damodaran  
Practicing Company Secretary

Place: Chennai  
Date: 04.09.2017