

INDIA MOTOR PARTS & ACCESSORIES LIMITED

CIN:L65991TN1954PLC000958

Registered Office : 46, Whites Road, Chennai 600 014

Tel:044-28591433 | Email: secy@impal.net | Website: www.impal.net

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the **Sixty-Ninth Annual General Meeting** of the Shareholders of the Company will be held on **Monday, the 31st July, 2023 at 11.30 a.m.** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements, including the Consolidated Financial Statements, of the Company, for the year ended 31st March, 2023 and the Board’s and Auditor’s Report thereon, be and are hereby approved and adopted.”

2. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** a final dividend of Rs.15/- per equity share (150% on the face value of Rs.10/- each), as recommended by the Board of Directors be and is hereby declared for the year ended 31st March, 2023 on the paid-up capital of Rs.12.48 crores and the same be paid to the shareholders, whose names appear in the Register of Members of the Company and the Depositories on 21st July, 2023 along with the Interim Dividend of Rs.9/- per equity share (90% on the face value of Rs.10/-) paid on 16th February, 2023, the to be dividend works out to Rs.24/- per equity share (240% on the face value of Rs.10/- each) for the financial year 2022-23.”

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

“**RESOLVED THAT** Sri S Ram (DIN 00018309), the retiring Director, be and is hereby re-elected as a Director of the Company, liable for retirement by rotation.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company be and is hereby authorised to pay remuneration by way of Commission to the Non-Executive Directors upto 1% of the net profits of the Company for a period of five years commencing from 01.04.2024.

INDIA MOTOR PARTS & ACCESSORIES LIMITED

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide the quantum and proportion of remuneration by way of Commission to be distributed amongst the Directors of the Company from time to time.”

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Regulation 23 (4) & (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with applicable provisions if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded in respect of all contracts or arrangements to be entered with M/s Brakes India Private Limited for purchase of Automotive Spare Parts, Brakes Oil, Coolants and other allied products up to Rs.400.00 crores per annum commencing from the conclusion of this Annual General Meeting till the conclusion of the 70th Annual General Meeting of the Company to be held in the year 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company are authorised to do all acts and take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matter connected therewith or incidental thereto.”

Place : Chennai
Date : 19th May,2023

By Order of the Board
Aditya Sharma
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 3

Sri S Ram, (DIN 00018309) aged 83 years, a Non-Executive Director joined the Board of the Company on 24th January, 2006.

He is the Chairman of the Company since 2015. Since his age exceeds 75 years, his re-appointment as a Non - Executive Director requires passing of a **Special Resolution** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. His period of office is subject to retirement by rotation.

Sri S Ram has over 5 decades of experience in the field of vehicle and component industry. The Nomination and Remuneration Committee and the Board consider that his continuation of Directorship as a Non-Executive Director is beneficial to the Company and recommends the Resolution to the members for acceptance.

Accordingly, approval of the shareholders is being sought by way of a **Special Resolution**.

Interest of Directors and Key Managerial Personnel:

Except Sri S Ram and Sri Srivats Ram, none of the other Directors and Key Managerial Personnel of the Company or their relatives are interested in the Resolution.

The additional disclosures as required under the Companies Act, 2013, Secretarial Standard-2 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been provided as Annexure to this Notice.

Item No. 4

After obtaining the consent of members in the Fifty-ninth Annual General Meeting held on 08th August, 2013, the Non-Executive Directors of the Company are being paid remuneration, by way of Commission, a sum not exceeding 1% of the net profits of the Company, for each financial year commencing from 01st April, 2014 for a period of 5 years. The same was subsequently extended for another five years effective 1st April, 2019 by the members of the Company in the Sixty Fourth Annual General Meeting held on 23rd August, 2018.

The Non-Executive Directors of the Company devote considerable time in guiding the affairs of the Company. The Company benefits substantially from their advice and expertise. Having regard to their contribution and increased responsibilities, it is proposed to continue the payment of commission for a further period of five (5) years from the financial year commencing from 01st April, 2024.

The Board recommends the resolutions set-forth in Item No. 4 for approval of the members, by way of an **Ordinary Resolution**.

Interest of Directors and Key Managerial Personnel:

All the Non-Executive Directors of the Company are deemed to be interested in the resolution. None of the Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution.

INDIA MOTOR PARTS & ACCESSORIES LIMITED

Item No.5

The Company in the ordinary course of business has been purchasing Automotive Spare Parts, Brakes Oil, Coolants, and other allied products from M/s. Brakes India Private Limited.

As transaction(s) with M/s. Brakes India Private Limited exceeding the 10% of annual consolidated turnover of the Company, it's considered as the material related party transaction(s) as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), any material related party transactions (RPTs), requires to be placed before the shareholders for their approval on year-on-year basis at every Annual General Meeting.

Nature of material terms of contract or arrangement:

Purchase of Spare Parts, Brakes Oil, Coolants, and other allied products in the ordinary course of business up to maximum annual value of Rs.400.00 crores from the conclusion of the 69th Annual General Meeting till the conclusion of 70th Annual General Meeting of the Company to be held in the year 2024.

The products of Brakes India Private Limited is one of the major lines of our Company's distribution business and the transactions are in the ordinary course of business, and are at arm's length.

This has been approved by the Audit Committee and recommended by the Board of Directors to the members for their approval.

Accordingly, the approval of the members is being sought by way of an **Ordinary Resolution**.

Interest of Directors and Key Managerial Personnel:

Sri S Ram and Sri Ananth Ramanujam, Directors are interested in the resolution since their relatives are Directors in M/s. Brakes India Private Limited. Except Sri S Ram and Sri Ananth Ramanujam, none of the other Directors and Key Managerial Personnel of the Company or their relatives are financially or otherwise interested in the Resolution.

All the related parties of the Company shall abstain from voting on the Resolution.

Particulars of the Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard - 2 as issued by the Institute of Company Secretaries of India:

Name of the Director	Sri S Ram
DIN	00018309
Date of Birth	27.04.1940
Qualifications	B.E.(Mech), MS (Prod. Engg)
Experience and Expertise in specific functional area	Sri S Ram aged 83 years, was appointed as Director of the Company on 24th January 2006. He has over 5 decades of experience in Vehicle and Component Industry.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Sri S Ram being retiring Director, offers himself for re-appointment

Remuneration last drawn by such person, if applicable	Refer Corporate Governance Report section of the Annual Report
Membership / Chairmanship of Committees of the Board of Directors of the Company	
Number of Meetings of the Board attended during the year	
Other Directorships and Membership / Chairmanship of Committees of other Boards (Only Public Limited Company and Audit Committee and Stakeholders Relationship Committee)	<p>(A) Other Directorship</p> <p>a. Wheels India Limited</p> <p>b. Axles India Limited</p> <p>(B) Chairmanship of Committee of other Boards:</p> <p>1. Axles India Limited:</p> <p>a. Stakeholders' Relationship Committee</p> <p>b. Audit Committee</p> <p>(C) Membership of Committee of other Boards:</p> <p>1. Wheels India Limited:</p> <p>a. Stakeholders' Relationship Committee</p>
Shareholding as on 31st March, 2023	29,850 Shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Father of Sri Srivats Ram, Director

SHAREHOLDER INFORMATION:

This Notice, together with the Annual Report for the financial year 2022-23, is being sent only in electronic form, in accordance with the relaxation granted by the Securities Exchange Board of India vide Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023, to all the shareholders whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as at the close of business hours on **Friday, the 30th June, 2023** and who have registered their email id with the Company/Depositories.

1. Appointment of Proxy

A member entitled to attend and vote is entitled to appoint a proxy and such a proxy need not be a member. However, as per the permission granted by MCA and SEBI, the entitlement for appointment of proxy has been dispensed with for AGMs to be conducted in electronic mode till 30th September, 2023. Accordingly, the Attendance Slip and Proxy Form have not been annexed to this Notice.

2. Book Closure

The Register of Members and Share Transfer books of the Company will remain closed from **Saturday, the 22nd July, 2023, to Monday, 31st July, 2023 (both days inclusive)** for the purpose of AGM and payment of dividend. The dividend, if declared at the Meeting will be paid on or before **29th August, 2023**.

3. Voting

In accordance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, e-voting facilities have been provided for the members. The Board of Directors have appointed Sri M Damodaran of M/s. Damodaran Associates, LLP Practicing Company Secretaries, Chennai as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities enabling the members to cast their vote in a secure manner.

The remote e-voting facility will be available at the link www.evotingindia.com during the following voting period:

The remote e-voting period would commence on **Tuesday, the 25th July, 2023 (9.00 a.m.) and ends on Sunday, the 30th July, 2023 (5.00 p.m.)**.

During the above period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, the 21st July, 2023**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after **5.00 p.m. on Sunday, the 30th July, 2023**. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.

The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on **Friday, the 21st July, 2023**. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date (**21st July, 2023**) only shall be entitled to avail the facility of remote e-voting as well as e-voting at the time of the meeting.

Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 system during the AGM.

The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

Members can opt for only one mode of voting, i.e., either by VC/OAVM or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through VC/ OAVM facility shall be treated as invalid. The procedure and instructions for remote e-voting, attending the meeting and e-voting at the meeting is furnished in this notice.

The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of the voting through VC/OAVM /e-voting will be announced by the Company on its website - www.impal.net within two days of passing of the resolution(s) at the Annual General Meeting.

4. Other Matters.

A. Members are requested to:

- Provide their e-mail id for all communication purposes;
- Opt for NACH / NEFT / RTGS facility by providing latest bank account details for prompt credit and for avoiding fraudulent encashment / loss in postal transit of dividend warrant;
- Avail nomination facility;
- Provide Permanent Account Number if not already provided;

For the above purposes,

- (i) shareholders holding shares in electronic mode may approach their respective depository participants (DP), and
- (ii) shareholders holding shares in physical mode can approach M/s. Cameo Corporate Services Limited, our Registrar & Share Transfer Agent, 'Subramanian Building', No 1 Club House Road, Chennai 600 002, Tel. No. 044 2846 0390 - 0395, Email: investor@cameoindia.com / agm@cameoindia.com.

B. Members who are holding shares in physical form are requested to avail dematerialization facility. For further information, please refer to FAQs posted by National Securities Depository Limited on its website www.nsdl.co.in and Central Depository Services (India) Limited on its website www.cdslindia.com.

C. Since the AGM is proposed to be held through VC / OAVM, the Route Map of the venue has not been annexed to this Notice.

D. Pursuant to sections 124 & 125 of the Companies Act 2013 read with rule 6 of the Investor Education and Protection Fund Authority (Accounting , Audit, Transfer and Refund) Rules 2016, as amended from time to time , the company after complying with the procedures laid down in the said rules has transferred all the shares pertaining to folios/ DP id & Client Id in respect of which dividend amounts remain unclaimed and unpaid for a consecutive period of 7 years to "IEPF Authority" and the details of the same have been hosted in the website of the Company. Members who have not encashed Dividend(s) for the financial year 2016-17 or any dividends of subsequent financial years are requested to lodge their claim with the Company / Share Transfer Agents. Reminders are sent to Members to claim their dividends before the amount is transferred to Investor Education & Protection Fund.

E. The Securities and Exchange Board of India vide its circular dated 3rd November, 2021 had mandated all holders of physical securities to furnish the PAN, Nomination details, contact details including postal address with PIN, mobile number, e-mail address, bank account details and specimen signature to the Company/ Registrar & Share Transfer Agents (RTA) of the Company in Forms ISR-1, ISR-2, SH-13 etc.

Pursuant to the circulars dated 3rd November, 2021, 25th January, 2022 read with 16th March,2023, the RTA has obtained documents / is in the process of obtaining the details of PAN, KYC details and nomination (wherever, the same is not available in the folio), while processing any service requests or complaint from the holder(s) / claimant(s).

INDIA MOTOR PARTS & ACCESSORIES LIMITED

As indicated in the SEBI Circular dated 16th March, 2023, the physical folios of those shareholders who have not submitted the above mentioned documents / details on or after 01st October, 2023 will be frozen by the RTA.

The securities in the frozen folios shall be: -

- a. eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid;
- b. eligible for any payment including dividend, interest or redemption payment only through electronic mode;
- c. referred by the RTA / listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on 31st December, 2025.

The shareholders shall be eligible to lodge any grievance or avail service request and receive dividend from the Company only after furnishing the above said complete documents.

In this regard, the members who have not yet submitted the above-mentioned documents are requested to furnish the above-mentioned details in Forms ISR-1, ISR-2, SH-13 etc., so that the Company / RTA shall revert the frozen folio to normal status upon receiving the above-mentioned documents. The forms are available on the Company's website at www.impal.net.

- F. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.

Other documents referred to in the notice, if any, will be available for electronic inspection. The members seeking to inspect such documents can mail to secy@impal.net

- G. Pursuant to Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. 01st April, 2020 and the Company is required to deduct tax at source from the dividend paid at the prescribed rates, if the dividend amount exceeds Rs. 5,000/- For the prescribed rates for various categories, the shareholders are requested to refer to the Income Tax Act, 1961 and amendments thereof.

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H (which can be downloaded from the company's website – www.impal.net), to avail the benefit of non-deduction of tax at source by email to investor@cameoindia.com by **11:59 PM IST on 21st July, 2023**. Shareholders are requested to note that in case their PAN is not registered and not linked with Aadhar, tax will be deducted at a higher rate of 20%.

Pursuant to the introduction of Section 206AB of the Income Tax Act, 1961, with effect from 1st July, 2021, resident individual shareholders who are receiving dividend in excess of Rs. 5,000/- and have not submitted Form 15G and 15H, are required to furnish certain information with regard to their Income Tax Return filing for the past two years, on the Registrar's Website -<https://investor.cameoindia.com> to be eligible for deduction of tax at source at the normal rate.

Non-resident shareholders can avail beneficial rates under the Tax Treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the Tax Treaty benefits, by sending an email to investor@cameoindia.com. The aforesaid declarations and documents should be submitted by the shareholders by **11:59 P.M. IST on 21st July, 2023**.

PROCEDURES / INSTRUCTIONS

CDSL E-Voting System – For Remote E-Voting and E-Voting during AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 05th May, 2020, Circular No. 2/2021 dated 13th January, 2021 and Circular No. 2/2022 dated 5th May, 2022 and Circular No. 10/ 2022 dated 28th December,2022. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 08th April, 2020, 13th April, 2020 and 05th May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in 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 AGM through VC/OAVM will be made available to atleast 1000 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 AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated 08th April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.impal.net. The Notice can also be accessed from the website of National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com).

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Remote E-Voting

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Tuesday, the 25th July, 2023, 9.00 a.m. and ends on Sunday, the 30th July, 2023, 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Wednesday, the 21st July, 2023**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020 on e-Voting facility provided by Listed Companies, 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 in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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.
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 toll free no.: 18001020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

INDIA MOTOR PARTS & ACCESSORIES LIMITED

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secy@impal.net, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. **For speaking at the AGM:** Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance during the period from **Sunday, the 23rd July, 2023 (9.00 A.M. IST) to Tuesday, the 25th July, 2023 (5.00 P.M. IST)**, from their registered e-mail id, mentioning their name, demat account number/folio number, email id, mobile number, to agm.speakers@impal.net. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for AGM.
8. **For raising queries by e-mail:** Members who do not wish to speak during the AGM but have queries, may send their queries by e-mail to agm.queries@impal.net mentioning their name, DP ID and Client ID/folio number, PAN, mobile number, from **Sunday, the 23rd July, 2023 (9.00 A.M. IST) to Tuesday, the 25th July, 2023 (5.00 P.M. IST)**. These queries will be replied to by the company suitably by email.
9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
10. Only those shareholders, who are present in the AGM through VC/OAVM 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 system available during the AGM.
11. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

INDIA MOTOR PARTS & ACCESSORIES LIMITED

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For **Physical shareholders** - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For **Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For **Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.