

## 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 **Seventieth Annual General Meeting** of the Shareholders of the Company will be held on **Wednesday, the 24<sup>th</sup> July, 2024 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 31<sup>st</sup> March, 2024 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.18/- per equity share (180% on the face value of Rs.10/- each), as recommended by the Board of Directors be and is hereby declared for the year ended 31<sup>st</sup> March, 2024 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 15<sup>th</sup> July, 2024. Along with the Interim Dividend of Rs.9/- per equity share (90% on the face value of Rs.10/-) paid on 16<sup>th</sup> February, 2024, the total dividend works out to Rs. 27/- per equity share (270% on the face value of Rs.10/- each) for the financial year 2023-24.

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

**RESOLVED THAT** Sri Srivats Ram (DIN 00063415), 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 modifications, 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

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in respect of all contracts or arrangements to be entered with M/s Brakes India Private Limited for purchase of Automotive Spare Parts, Brake Oil, Coolant and other allied products up to Rs.400 crores per annum commencing from the conclusion of this Annual General Meeting till the conclusion of the 71<sup>st</sup> Annual General Meeting of the Company to be held in the year 2025.

**RESOLVED FURTHER THAT** the Board of Directors of the Company are authorized 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 matters connected therewith or incidental thereto.

Place : Chennai  
Date : 16<sup>th</sup> May, 2024

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 (“LISTING REGULATIONS”)

### Item No. 4

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

As transaction(s) with M/s. Brakes India Private Limited exceeds 10% of the annual consolidated turnover of the Company, it's considered as a material related party transaction(s).

### Nature of material terms of contract or arrangement:

Purchase of Spare Parts, Brake Oil, Coolant, and other allied products, in the ordinary course of business and at arm's length up to a maximum annual value of Rs.400.00 crores, from the conclusion of the 70<sup>th</sup> Annual General Meeting till the conclusion of 71<sup>st</sup> Annual General Meeting of the Company to be held in the year 2025.

The products of M/s. Brakes India Private Limited, represent 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:**

<b>Name of the Director</b>	<b>Sri Srivats Ram</b>
DIN	00063415
Date of Birth	February 20, 1970
Qualifications	B.A. (Economics) MBA (Case Western Reserve University, USA)
Experience and Expertise in specific functional area	Sri Srivats Ram, aged 54 years, has nearly three decades of experience in the automotive industry.
Date of first appointment on the Board	08.03.2021

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Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	<p>Sri Srivats Ram being retiring Director, offers himself for re-appointment.</p> <p>He is entitled to receive remuneration by way of Commission, as per the provisions of the Companies Act, 2013 as determined by the Board from time to time. In addition to that he is entitled to receive the sitting fees for attending the Meetings.</p>
Details of remuneration last drawn (FY 2023-24)	Refer Corporate Governance Report section of the Annual Report
Membership / Chairmanship of Committees of the Board of Directors of the Company	Nil
Number of Meetings of the Board attended during the year 2023-24	Attended 4 Board Meetings
Other Directorships and Membership / Chairmanship of Committees of other Boards	<p><b>(A) Other Directorship</b></p> <ol style="list-style-type: none"> <li>a. Wheels India Limited</li> <li>b. Sundaram Finance Limited</li> <li>c. Sundaram Finance Holdings Limited</li> <li>d. Axles India Limited</li> <li>e. WIL Car Wheels Limited</li> <li>f. Trichur Sundaram Santhanam &amp; Family Private Limited</li> <li>g. T.V. Sundram Iyengar &amp; Sons Private Limited</li> <li>h. Sundaram Composite Structures Private Limited</li> <li>i. Revathi Holdings Private Limited</li> <li>j. Padmalakshmi Holdings Private Limited</li> <li>k. Maham Holdings Private Limited</li> </ol> <p><b>(B) Chairmanship of Committee of other Boards:</b></p> <ol style="list-style-type: none"> <li>1. Wheels India Limited             <ol style="list-style-type: none"> <li>a. Corporate Social Responsibility Committee</li> </ol> </li> </ol> <p><b>(C) Membership of Committee of other Boards:</b></p> <ol style="list-style-type: none"> <li>1. Sundaram Finance Holdings Limited             <ol style="list-style-type: none"> <li>a. Stakeholders' Relationship Committee</li> <li>b. Corporate Social Responsibility Committee</li> <li>c. Investment Committee</li> </ol> </li> <li>2. Wheels India Limited             <ol style="list-style-type: none"> <li>a. Risk Management Committee</li> </ol> </li> <li>3. Axles India Limited             <ol style="list-style-type: none"> <li>a. Stakeholders' Relationship Committee</li> </ol> </li> </ol>

List of listed entities from which the person has resigned in the past three years	Nil
Shareholding as on 31 <sup>st</sup> March, 2024	He holds 43716 equity shares and 732 shares as Karta of HUF
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Sri Srivats Ram is the son of Sri S Ram, Chairman of the Company

**SHAREHOLDER INFORMATION:**

This Notice, together with the Annual Report for the financial year 2023-24, 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/CFD-PoD-2/P/CIR/2023/167 dated 07<sup>th</sup> October, 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 21<sup>st</sup> June, 2024** 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 30<sup>th</sup> September, 2024. 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 **Tuesday, the 16<sup>th</sup> July, 2024, to Wednesday, 24<sup>th</sup> July, 2024 (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 **22<sup>nd</sup> August, 2024**.

**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 for 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](http://www.evotingindia.com) during the following voting period:

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The remote e-voting period would commence on **the Saturday, 20<sup>th</sup> July, 2024 (9.00 a.m.) and ends on Tuesday, the 23<sup>rd</sup> July, 2024 (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 **Wednesday, the 17<sup>th</sup> July, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after **5.00 p.m. on Tuesday, 23<sup>rd</sup> July, 2024**. 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 **Wednesday, 17<sup>th</sup> July, 2024**. 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 (**17<sup>th</sup> July, 2024**) 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 at [www.impal.net](http://www.impal.net) within two days of passing of the resolution 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](http://www.nsdl.co.in) and Central Depository Services (India) Limited on its website [www.cdsindia.com](http://www.cdsindia.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 final dividend 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 will be sent to Members to claim their dividends before the amount is transferred to Investor Education & Protection Fund.

E. In terms of SEBI Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 read with with SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, dividend shall be paid only through electronic mode with effect from 01.04.2024, with respect to shares held in physical mode for which PAN and complete KYC details ie Postal address with PIN, Mobile Number, Bank details and Specimen Signature are furnished.

Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their Depository Participant ("DP") in case of holding in dematerialised form or to Company's Registrar and Share Transfer Agents through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available on website of the Company at [www.impal.net](http://www.impal.net) in case of holdings in physical form.

F. SEBI vide Circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated 31 July, 2023 (updated as on 4<sup>th</sup> August, 2023) has specified that a shareholder shall first take up his/her/their grievance

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with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution (“ODR”) Portal. Shareholders are requested to take note of the same. The aforesaid SEBI Circular can be viewed on the website of the Company at [www.impal.net](http://www.impal.net)

- G. 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 send an e-mail addressed to [secy@impal.net](mailto:secy@impal.net)

- H. Pursuant to Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. 01<sup>st</sup> 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](http://www.impal.net)), to avail the benefit of non-deduction of tax at source by email to [investor@cameoindia.com](mailto:investor@cameoindia.com) by **11:59 PM IST on 15<sup>th</sup> July, 2024**. 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 01<sup>st</sup> 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](mailto:investor@cameoindia.com). The aforesaid declarations and documents should be submitted by the shareholders by **11:59 P.M. IST on 15<sup>th</sup> July, 2024**.



## PROCEDURES / INSTRUCTIONS

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

1. 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 13<sup>th</sup> April, 2020, Circular No. 20/2020 dated 05<sup>th</sup> May, 2020, Circular No. 2/2021 dated 13<sup>th</sup> January, 2021 and Circular No. 2/2022 dated 05<sup>th</sup> May, 2022, Circular No. 10/ 2022 dated 28<sup>th</sup> December,2022 and Circular No. 9/2023 dated 25<sup>th</sup> September, 2023. 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 08<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 05<sup>th</sup> 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 08<sup>th</sup> 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 13<sup>th</sup> April, 2020, the Notice calling the AGM, has been uploaded on the website of the Company at [www.impal.net](http://www.impal.net). The Notice can also be accessed from the website of National Stock Exchange of India Limited at [www.nseindia.com](http://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](http://www.evotingindia.com).

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

- (i) The voting period begins on **Saturday, 20<sup>th</sup> July, 2024, 9.00 a.m. and ends on Tuesday, 23<sup>rd</sup> July, 2024, 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, 17<sup>th</sup> July, 2024**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> 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.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> 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.

**Step-1:** 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 <b>CDSL Depository</b>	<ol style="list-style-type: none"><li data-bbox="456 320 1240 524">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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li><li data-bbox="456 551 1240 857">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 &amp; 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.</li><li data-bbox="456 884 1240 984">3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li data-bbox="456 1011 1240 1297">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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li></ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></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 &amp; 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 <b>CDSL</b>	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 <b>NSDL</b>	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

(iv) **Step 2:** Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form is given below:

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>
<b>PAN</b>	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"> <li>• 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.</li> </ul>
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"> <li>• 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.</li> </ul>

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- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification
- (xvi) 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](http://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](mailto: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 mandatorily 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](mailto: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. 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 **Tuesday, the 16<sup>th</sup> July, 2024 (9.00 A.M. IST) to Thursday, the 18<sup>th</sup> July, 2024 (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](mailto: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](mailto:agm.queries@impal.net) mentioning their name, DP ID and Client ID/folio number, PAN, mobile number, from **Tuesday, the 16<sup>th</sup> July, 2024 (9.00 A.M. IST) to Thursday, the 18<sup>th</sup> July, 2024 (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.

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### 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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.