



## 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

### POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013  
read with Rule 22 of the Companies (Management and Administration), Rules, 2014)

To  
The Members

Notice is hereby given to the members of the Company pursuant to Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable provisions of the Act and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), seeking their approval for the Special Resolution(s), set out below, by way of voting through electronic means (remote e-voting) using the platform provided by Central Depository Services (India) Limited (CDSL).

1. Appointment of Ms. Shuba Kumar (DIN: 02081919) as Independent Director of the Company for a term of five years with effect from 30th July, 2024 till 29th July, 2029 – **Special Resolution**

The draft of the Resolution(s) together with the Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts is enclosed.

**Regd. Office:**

46, Whites Road, Chennai - 600 014

30<sup>th</sup> July, 2024

**By Order of the Board**

**Aditya Sharma**

Company Secretary & Compliance Officer

## INDIA MOTOR PARTS & ACCESSORIES LIMITED

### Notes:

1. In accordance with MCA Circulars, this Postal Ballot Notice is being sent only in electronic form, to all the shareholders whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on **Friday, the 02<sup>nd</sup> August, 2024** and who have registered their email id with the Company / Depositories.
2. In accordance with MCA Circulars, Members are requested to communicate their assent or dissent through the e-voting system only. Members are also requested to carefully read all the instructions given in the Notes.
3. The Notice and Statement of the material facts have been made available on the website of the Company [www.impal.net](http://www.impal.net) and on the website of CDSL i.e., [www.evotingindia.com](http://www.evotingindia.com).
4. The voting rights of the members shall be in proportion to the number of shares held by them in the paid-up equity share capital of the Company as on the cut-off date, i.e., on **Friday, the 02<sup>nd</sup> August, 2024**.
5. The e-voting period will begin at **9:00 a.m. on 08<sup>th</sup> August, 2024 (Thursday) and ends at 5:00 p.m. on 06<sup>th</sup> September, 2024 (Friday)**.
6. In terms of Secretarial Standard–2, the resolutions, on receiving the requisite number of ‘assent’ votes, shall be deemed to have been passed on **Friday, the 06<sup>th</sup> September, 2024**.
7. The Board of Directors has appointed Sri M Damodaran of M/s Damodaran Associates, LLP Practicing Company Secretaries, Chennai as the Scrutinizer, for conducting the postal ballot process in a fair and transparent manner.
8. The Scrutinizer will submit his report to the Chairman/ Managing Director of the Company after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman/ Managing Director within 2 working days of conclusion of postal ballot process at the Registered Office of the Company at 46, Whites Road, Chennai - 600 014.
9. The results of the postal ballot will be communicated to the stock exchange(s) where the company's equity shares are listed and posted on the Company's website – [www.impal.net](http://www.impal.net).
10. Any query / grievance relating to e-voting may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25<sup>th</sup> 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.

## **SPECIAL BUSINESS:**

### **Resolution-1**

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") Ms. Shuba Kumar (DIN: 02081919), be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 30<sup>th</sup> July, 2024 till 29<sup>th</sup> July, 2029, not liable to retire by rotation.

### **EXPLANATORY STATEMENT UNDER SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION, 2015 ("LISTING REGULATION")**

#### **SPECIAL BUSINESS**

##### **Item No. 1**

In term of section 149 and other applicable provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulation, Ms. Shuba Kumar (DIN: 02081919), being eligible and offering herself for appointment, is proposed to be appointed as Independent Director for a consecutive term of five (5) years with effect from 30<sup>th</sup> July, 2024.

Ms. Shuba Kumar (DIN: 02081919), aged 52 years, was appointed as an Additional Director to function as Independent Director of the Company by the Board of Directors, upon the recommendation of Nomination and Remuneration Committee, with effect from 30<sup>th</sup> July, 2024.

In term of Regulation 17(1C) read with 25(2A) of the Listing Regulations, the Company is required to obtain approval of the Shareholders by way of Special Resolution, for appointment of Ms. Shuba Kumar as an Independent Director on the Board of the Company at the next General Meeting or within three months from the date of appointment, whichever is earlier. Hence, the approval of the Shareholder is being sought through postal ballot for her appointment as an Independent Director on the Board.

The Company has received a Notice in writing from a member proposing her candidature for the office of Independent Director of the Company as per Section 160(1) of the Companies Act, 2013.

The Company has received requisite consent and declarations from her stating that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and in the opinion of the Board, she fulfils the conditions specified in the Companies Act, 2013 read with the Rules framed thereunder and Listing Regulations for appointment as an Independent Director and she is independent of the management.

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Copies of the draft letter of appointment of the Independent Director, setting out the terms and conditions, would be available for inspection, without any fee, by the members at the Registered Office of the Company during normal business hours (9:30 A.M. to 6:00P.M.)

Ms. Shuba brings over 28 years of diverse experience in the automotive, aerospace, and semiconductor industries. The Board believes her appointment as an Independent Director would greatly benefit the Company. A brief profile and other required details pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards – 2 are enclosed as an Annexure to this Notice.

Accordingly, the Board recommends the **Special Resolution** as set out in Item No. 1 of the accompanying Notice for approval of the Members.

### DISCLOSURE OF INTEREST

Except Ms. Shuba Kumar, none of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolutions.

**Particulars of the Director seeking appointment as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 as issued by the Institute of Company Secretaries of India:**

<b>Name of the Director</b>	<b>Ms. Shuba Kumar</b>
DIN	02081919
Date of Birth	August 15, 1972
Qualifications	MBA from Stanford University, MS from the Massachusetts Institute of Technology (MIT), and B.Tech from IIT Madras.
Experience and Expertise in specific functional area	Ms. Shuba Kumar, aged 52 years, has diverse experience in the automotive, aerospace, and semiconductor industries for over 28 years.
Date of first appointment on the Board	30.07.2024
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Appointment as an Independent Director for a term of 5 years commencing from 30th July, 2024 till 29th July, 2029. She is entitled to receive remuneration by way of Commission, as per the provision of the Companies Act, 2013 as determined by the Board from time to time. In addition to that she is entitled to receive the sitting fees for attending the Meetings.

Details of remuneration last drawn (FY 2023-24)	
Membership / Chairmanship of Committees of the Board of Directors of the Company	Nil
Number of Meetings of the Board attended during the year	FY 2024-25 – 1 Meeting till the date of this notice
Other Directorships and Membership / Chairpersonship of Committees of other Boards as on 30th July, 2024	<b>(A) Other Directorship</b>
	<ul style="list-style-type: none"> <li>a. Natesan Synchrocones Private Limited</li> <li>b. Natesan Advanced Technologies Private Limited</li> <li>c. Natesan Precision Components Private Limited</li> <li>d. Comp Crafts Private Limited</li> <li>e. Thor Power Systems (India) Private Limited</li> <li>f. Kyowa Natesan Synchro Technologies Private Limited</li> <li>g. GH Industries Private Limited</li> <li>h. GHL Exports Private Limited</li> <li>i. Sessa Tools Private Limited</li> </ul>
	<b>(B) Chairpersonship of Committee of other Boards:</b> Nil
	<b>(C) Membership of Committee of other Boards:</b> Nil
List of listed entities from which the person has resigned in the past three years	Nil
Shareholding (including beneficial owners, if any) as on 30th July, 2024	Nil
Relationship with other Directors Manager and other Key Managerial Personnel of the Company	Nil

### CDSL e-Voting System – For Remote e-voting

#### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) The e-voting period will begin at **9:00 a.m. on 08th August, 2024 (Thursday) and ends at 5:00 p.m. on 06<sup>th</sup> September, 2024 (Friday)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, 02<sup>nd</sup> August, 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 shareholders/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: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	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 & New System Myeasi Tab.

	<ol style="list-style-type: none"> <li>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>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL 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>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. 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.nsdl.com">https://eservices.nsdl.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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</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.</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 abovementioned website.

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

<b>Login type</b>	<b>Helpdesk details</b>
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911</p>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000</p>



**(iv) Step-2: Login method for remote e-Voting 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](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>
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"> <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>

- (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.

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- (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 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](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.

## **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 [secy@impal.net](mailto:secy@impal.net) / [investor@camioindia.com](mailto:investor@camioindia.com).
- 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

**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 (CDSL), A Wing, 25<sup>th</sup> 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 contact at toll free no. 1800 22 55 33.**