

INDIA MOTOR PARTS & ACCESSORIES LIMITED

Registered Office : 46, Whites Road, Chennai 600 014

CIN:L65991TN1954PLC000958 Tel:044-28591433 Fax:044-28523009

Email: secy@impal.net Website: www.impal.net

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the **Sixty Fifth Annual General Meeting** of the Shareholders of the Company will be held on **Monday the 16th day of September 2019, at 11 a.m.** at the Music Academy, 168, T T K Road, Chennai - 600 014, to transact the following business:

Ordinary Business

1. To consider and if thought fit, to pass with or without modifications, 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 2019 and the Board’ s and Auditors’ Report thereon, be and are hereby approved and adopted”.

2. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED** that a final dividend of ₹ 8/- per share (80% on the face value of ₹ 10/-), as recommended by the Directors, be and is hereby declared for the year ended 31st March 2019 on the paid up capital of ₹ 832 lakhs and the same be paid to shareholders, whose names stand on the Register of Members of the Company on 11th September 2019. Along with the interim dividend of ₹ 10/- per share (100% on the face value of ₹ 10/-), this works out to a total dividend of ₹18/- per share (180% on the face value of ₹10/-) for the year 2018-19. The total dividend amount of ₹ 1,497.60 lakhs will be paid out of the profits for the year 2018-19”.

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

“**RESOLVED** that Sri Ananth Ramanujam (holding DIN 00061970) 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 Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Ms Sriya Chari (holding DIN:07383240), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 07, 2019 and who holds office until the date of the

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Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years until 06th February 2024 and is not liable to retire by rotation.”

5. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

RESOLVED that, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Sri Mukund S Raghavan (holding DIN: 03411396), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 07th February 2019 and who holds office until the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and is liable to retire by rotation.

“FURTHER RESOLVED that in accordance with the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, approval of the Company be and is hereby accorded for the appointment of Sri Mukund S Raghavan (DIN 03411396) as Executive Director of the Company for a period of 5 years with effect from 07th February 2019 and for payment of remuneration to him as per the terms set out hereunder

Term of office	5 years upto 06th February 2024
Salary	₹ 2,85,000/- (Rupees Two Lakhs Eighty Five Thousand only) per month effective 07th February 2019 in the scale of ₹ 2,85,000/- to ₹ 3,60,000/-. Annual increase will be effective from 1st April every year, quantum to be decided by the Nomination and Remuneration Committee and the Board of Directors.
Commission	Subject to a ceiling of half percent (1/2%) on the Net profit of the Company for each financial year, the quantum to be determined by the Nomination and Remuneration Committee and the Board of Directors.
Perquisites	As detailed in the Annexure to Explanatory Statement

6. To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

RESOLVED that, pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, and pursuant to Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Sri S Prasad (DIN - 00063667), Independent Director, whose first term of office as Independent Director of the Company is coming to a close on 28th September 2019, be and is hereby re-appointed as an Independent Director of the Company for a further term of 5 (five) consecutive years up to 28th September 2024, not liable to retire by rotation.

7. To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

RESOLVED that, pursuant to Sections 149,152 and other applicable provisions of the Companies Act,2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, and pursuant to Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015,Sri Rasesh R Doshi (DIN - 00538059), Independent Director, whose first term of office as Independent Director of the Company is coming to a close on 28th September 2019, be and is hereby re-appointed as an Independent Director of the Company for a further term of 5 (five) consecutive years up to 28th September 2024, not liable to retire by rotation.

8. To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

RESOLVED that, pursuant to Sections 149,152 and other applicable provisions of the Companies Act,2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, and pursuant to Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015,Sri S Venkatesan (DIN - 00019155), Independent Director, whose first term of office as Independent Director of the Company is coming to a close on 28th September 2019, be and is hereby re-appointed as an Independent Director of the Company for a further term of 5 (five) consecutive years up to 28th September 2024, not liable to retire by rotation.

9. To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

RESOLVED that, pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, and pursuant to Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Sri T N P Durai (DIN - 00655615), Independent Director, whose first term of office as Independent Director of the Company is coming to a close on 28th September 2019, be and is hereby re-appointed as an Independent Director of the Company for a further term of 5 (five) consecutive years up to 28th September 2024, not liable to retire by rotation.

Place : Chennai
Date : 28th May 2019

By Order of the Board
S Kalyanaraman
Company Secretary

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

Item No 4

Ms Sriya Chari, aged 45 years, was co-opted as an Independent Director of your Company with effect from 07th February 2019. Her particulars are annexed to the notice. Under Section 161 of the Companies Act, 2013, she holds office as Additional Director up to the date of the Annual General Meeting. Notice has also been received from a member proposing her as an Independent Director.

In the opinion of the Board, Ms Sriya Chari fulfils the conditions specified in the Companies Act, 2013 for her appointment as Independent Director of the Company and is independent of the Management. Copy of the draft letter of appointment of the Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company for inspection by any member during the business hours of the Company.

Accordingly, the Board recommends the resolution relating to the appointment of Ms Sriya Chari as Independent Director for approval by the shareholders of the Company.

INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Except Ms Sriya Chari being the appointee, none of the directors and Key Managerial Personnel of the Company and their relatives are concerned or interested either financial or otherwise in the resolution.

Item No: 5

At the Board Meeting held on 07.02.2019, Sri Mukund S Raghavan, President – (Marketing and Business Development) of your Company, has been co-opted as an Additional Director and appointed as Executive Director for a period of 5 years with effect from 07th February 2019 on a salary of ₹ 2,85,000/- per month in the scale of ₹ 2,85,000/- to ₹ 3,60,000/- together with allowances and commission as mentioned in the resolution. The perquisites provided to Sri Mukund S Raghavan are detailed in the annexure to this statement. His particulars are annexed to the Notice.

Under Section 161 of the Companies Act, 2013, he holds office as Additional Director up to the date of the Annual General Meeting. Notice has been received from a member intimating his intention to propose the appointment of Sri Mukund S Raghavan as a Director at the ensuing Annual General Meeting.

The Board of Directors consider that his appointment as Executive Director is in the interest of the company and recommends acceptance of the resolution. Accordingly, an Ordinary Resolution is submitted for your consent.

INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Except Sri Mukund S Raghavan, being the appointee, none of the Directors and other Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

Item Nos : 6 - 9

Sri S. Prasad, Sri Rasesh R Doshi, Sri S Venkatesan and Sri T N P Durai were appointed as Independent Directors of the Company w.e.f. 29th September 2014 in accordance with the provisions of Section 149 (10) of the Companies Act, 2013.

Sri S. Prasad, Sri Rasesh R Doshi, Sri S Venkatesan and Sri T N P Durai fulfil the eligibility criteria laid down for Independent Directors under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, after consideration of the recommendations of the Nomination, and Remuneration Committee and evaluation of their performance, the Board of Directors has thought it fit to re-appoint them as Independent Directors for a further term of 5 (five) consecutive years from the date of expiry of their present term of office, i.e. 28th September 2019 subject to approval of the shareholders, in accordance with the provisions of Section 149(10) of the Act. The shareholders' approval sought by way of Special Resolution will also be considered as approval in terms of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, for the re-appointment of those Independent Directors crossing 75 years of age during their second term. Copies of the draft letters of reappointment of the Independent Directors, 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.) on any working day. The Board considers that their re-appointment would be of immense benefit to the Company and that it is desirable to avail their services as Independent Directors for a further period of 5 (five) years. Accordingly, the Board recommends the resolutions in relation to the re-appointment of Independent Directors, for approval by the shareholders of the Company.

INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Except Sri S. Prasad, Sri Rasesh R Doshi, Sri S Venkatesan and Sri T N P Durai none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the respective resolutions.

ANNEXURE TO EXPLANATORY STATEMENT

Details of Perquisites payable to Sri Mukund S Raghavan

- He is entitled to House Rent Allowance at 70% of his Salary.
- Medical Reimbursement for self and family including premium payable for medical insurance in accordance with the rules of the Company.
- Leave Travel Concession for self and family once in a year in accordance with the rules of the Company.
Explanation: Family means the spouse, dependent children and dependent parents of the appointee.
- Fees of clubs subject to a maximum of two clubs. This will not include admission fee and life membership fee.
- Personal Accident Insurance as per the rules of the Company
- Contribution to Provident Fund, Superannuation Fund or Annuity Fund and payment of Gratuity as per the rules of the Company.
- Encashment of leave at the end of the tenure.
- Provision of Car with driver for Company business, the value of which will be evaluated as per Income Tax Rules, 1962
- Provision of telephone at the residence.
- Such other perquisites, benefits and amenities as may be provided by the Company to other Senior Executives from time to time.

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Particulars of the Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item Nos: 3, 4 & 5

Name of the Director	Sri Ananth Ramanujam	Ms Sriya Chari	Sri Mukund S Raghavan
DIN	00061970	07383240	03411396
Date of Birth	August 26, 1964	February 06, 1974	July 05, 1965
Qualifications	Economics Graduate and a Masters Degree in Development Economics – University of Bath, U.K.	B.Com (Hons); MBA – Cardiff Business School, University of Wales	B.Sc. (Maths); P G Diploma in Export Management from India Institute of Export Management. M.E.P. (Indian Institute of Management, Ahmedabad)
Expertise in specific functional area	Has experience of more than 29 years of experience in export & manufacturing of auto components	Has experience of 23 years in the auto ancillary industry	Has experience of 22 years in After Market Business. Prior to this he served in Indian Navy for 10 Years
List of other companies in which directorship held as on 31st March 2019	Director – Raghuvamsa Holdings Private Limited Turbo Energy Private Limited Transenergy Limited	Managing Director– Auto Plus Electrical Components (Chennai) Private Limited. Director – Rajsriya Automotive Industries Private Limited; Pricol Limited Yogya Systems Private Limited	Director – CAPL Motor Parts Private Limited T Ram Financial Services Private Limited
Chairmanship / Membership of the Committee of the Board of other Companies in which he/she is a Director as on 31st March 2019	NIL	Member Audit Committee and Nomination & Remuneration Committee – Pricol Limited	NIL
Shareholding as on 31st March 2019	He holds 1312 equity shares individually and 57248 shares jointly	NIL	He holds 8096 equity shares of the Company
Relationship with other Director	NIL	NIL	NIL

Item Nos 6 & 7

Name of the Director	Sri S Prasad	Sri Rasesh R Doshi
DIN	00063667	00538059
Date of Birth	May 30, 1948	October 29, 1962
Qualifications	F C A.,	B.Com., M.E.P. (Indian Institute of Management, Ahmedabad)
Expertise in specific functional area	He is a member of ICAI. He has 10 years of experience in industry as finance professional and 37 years as a practicing Chartered Accountant.	He has over three decades of experience in Operations, Finance and Administration in Auto Parts Distribution business. He is the Managing Director of The Associated Auto Parts Private Limited based at Mumbai. He is currently a member of the Managing Committee of the Maharashtra Motor Parts Dealers Association and was elected President in the year 2012-2013. He is as a member of the Executive Committee of The Federation of Associations of Maharashtra (FAM) for the period 2018-2020 and is the Chairman of the Sub Committee on Taxation of FAM.
List of other companies in which directorship held as on 31st March 2019	Director – Wheels India Limited –Sundaram Finance Limited – Sundaram Finance Holdings Limited – Royal Sundaram General Insurance Company Limited – WIL Car Wheels Limited	Managing Director - The Associated Auto Parts Private Limited Director - RCN Synthetics & Textiles Private Limited - TVS Srichakra Limited
Chairmanship / Membership of the Committee of the Board of other Companies in which he/she is a Director as on 31st March 2019	Chairman a. Audit Committee - Sundaram Finance Limited - Wheels India Limited - Royal Sundaram General Insurance Company Limited -WIL Car Wheels Limited b.Stakeholders Relationship committee - Sundaram Finance Limited c. Nomination and Remuneration Committee - Wheels India Limited d. Corporate Social Responsibility Committee - Sundaram Finance Holdings Limited	Member a. Audit Committee - TVS Srichakra Limited b. Corporate Social Responsibility Committee - The Associated Auto Parts Private Limited - TVS Srichakra Limited

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	<p>Member</p> <p>a. Audit Committee</p> <ul style="list-style-type: none"> - Sundaram Finance Holdings Limited <p>b. Stakeholders relationship committee</p> <ul style="list-style-type: none"> - Wheels India Limited <p>c. Nomination and Remuneration Committee</p> <ul style="list-style-type: none"> - Sundaram Finance Limited - Sundaram Finance Holdings Limited - Royal Sundaram General Insurance Company Limited - WIL Car Wheels Limited <p>d. Corporate Social Responsibility Committee</p> <ul style="list-style-type: none"> - Wheels India Limited 	
Shareholding as on 31st March 2019	He holds 960 equity shares of the Company	He holds jointly 10576 equity shares of the Company
Relationship with other Director	NIL	NIL

Item Nos 8 & 9

Name of the Director	Sri S Venkatesan	Sri T N P Durai
DIN	00019155	00655615
Date of Birth	August 23, 1949	May 17, 1956
Qualifications	B.Com., A.C.A., A.C.M.A., A.C.S.	B.Com., MBA, MS Management (University of Wisconsin)
Expertise in specific functional area	He has over 4 decades of experience in Internal Audit, Finance, Accounts, Taxation and Secretarial functions. Was active participant in MCCI, CII, Professional Institutes and trade bodies in the areas of accounting and taxation.	Has diverse experience in various positions in Operations in Auto-ancillary Industry, Finance Companies and General Administration in Health Care Industry for over 3 decades.
List of other companies in which directorship held as on 31st March 2019	<p>Director</p> <ul style="list-style-type: none"> - Sundaram BNP Paribas Funds Services Limited - Raghuvamsa Holdings Private Limited - Azorious Holdings Private Limited - Uthirattadhi Sriram Holdings Private Limited - Shrishti Farms Private Limited 	<p>Director</p> <ul style="list-style-type: none"> - Charithra Consultancy Private Limited
Chairmanship / Membership of the Committee of the Board of other Companies in which he/she is a Director as on 31st March 2019	NIL	NIL
Shareholding as on 31st March 2019	He holds 6100 equity shares as karta of HUF and 1776 equity shares jointly with others	He holds 6928 equity shares of the Company
Relationship with other Director	NIL	NIL

SHAREHOLDER INFORMATION:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. The proxy form duly stamped and executed, should be deposited at the Regd. & Corporate Office of the Company at least forty-eight hours before the time fixed for the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.
3. **The Register of Members and Share Transfer Books of the Company will remain closed from 12.09.2019 to 16.09.2019 for the purpose of Final Dividend/Annual General Meeting.**
4. In accordance with 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 facility have been provided to the members. The Board of Directors have appointed Sri M Damodaran of M/s Damodaran Associates, Practising Company Secretaries, Chennai as the Scrutinizer for conducting 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 Friday, the 13th September 2019 (9.00 a.m.) and end on Sunday, 15th September 2019 (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 11th September 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on Sunday, the 15th September, 2019. 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 11th September 2019. 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 (11th September 2019) only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through Ballot Paper. Notice is being sent 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) as at the close of business hours on Friday, the 09th August, 2019. Any person, who acquires shares of the Company and becomes a member after despatch of the Notice, but holding shares as on the cut-off date for remote e-voting i.e. 11th September 2019, may obtain the login Id and password by sending a request to helpdesk.evoting@cdslindia.com or contact our Registrar & Share Transfer Agent at the address mentioned on Note no.5 (ii). The facility for voting, either through electronic voting system or ballot form shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. 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 Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid. The procedure and instructions for e-voting is furnished in this notice.

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To enable those shareholders who do not have access to e-voting facility, the Company has enabled a ballot facility at Annual General Meeting.

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

5. Members are requested to

- Provide Permanent Account Number (PAN), if not already provided.
- Opt for National Electronic Clearance Service (NECS) facility for receiving dividend direct to their bank account
- Provide latest bank account details, wherever NECS facility is not available, for prompt credit and for avoiding fraudulent encashment/loss in postal transit of dividend warrant and
- Avail nomination facility
- Opt for "Green initiative" as suggested by Ministry of Corporate Affairs by registering their e-mail id for receiving notices / documents / reports through electronic mode.

For this purpose,

- 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 & Transfer Agent - Tel No. 044-28460390, E Mail: investor@cameoindia.com.

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 their dividends for the financial year ended 31st March 2013 or any 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.

6. Pursuant to SEBI Regulations, no transfer of shares in physical mode is permitted after 31st March, 2019. Members who are holding shares in physical form are requested to avail dematerialization facility.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

- (i) (The voting period begins on 13th September 2019 (9.00 a.m.) and ends on 15th September 2019 (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 of 11th September 2019 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN

Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.

In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Dividend Bank Details OR Date of Birth

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.

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 as mentioned in instruction (iv).

After entering these details appropriately, click on "SUBMIT" tab.

- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <COMPANY NAME> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

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(xviii) 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.

Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ROUTE MAP

65th Annual General Meeting

Date : September 16, 2019

Day : Monday

Time : 11.00 a.m.

Venue : Music Academy

168, T.T.K.Road

Royapettah

Chennai 600 014

