



M DAMODARAN & ASSOCIATES LLP

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SCRUTINIZER'S REPORT (POSTAL BALLOT BY MEANS OF REMOTE E-VOTING)

[Pursuant to Section 108 & Section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Managing Director
INDIA MOTOR PARTS & ACCESSORIES LIMITED
CIN: L65991TN1954PLC000958
Registered Office:
No.46 Whites Road,
Chennai – 600 014.

Dear Sir,

Subject: Scrutinizer's Report

I, M. Damodaran, Managing Partner of M Damodaran & Associates LLP, Practicing Company Secretaries, was appointed as a Scrutinizer by the Board of Directors of **INDIA MOTOR PARTS & ACCESSORIES LIMITED** ("the Company") for the purpose of Scrutinizing the process of postal ballot by means of electronic voting only ("Voting through Electronic means or remote e-Voting"), in a fair and transparent manner, under the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") read with relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India in this regard, for ascertaining the requisite majority on voting in respect of the following resolutions as set out in the Postal Ballot Notice;

- Special Resolution** for Appointment of Sri Srinivasan Ravindran (DIN:00045076) as Independent Director of the Company for a term of five years with effect from 30th October, 2023 till 29th October, 2028.
- Special Resolution** for Appointment of Sri Srinivas Acharya (DIN:00017412) as Independent Director of the Company for a term of five years with effect from 30th October, 2023 till 29th October, 2028.
- Special Resolution** for Re-Appointment of Ms. Sriya Chari (DIN:07383240) as Independent Director of the Company for a further term of five years with effect from 7th February, 2024 till 6th February, 2029.

M. Damodaran



1. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules made thereunder including the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India relating to e-voting for the resolutions as set out in the postal ballot notice dated Monday, October 30, 2023. My responsibility as a Scrutinizer was to ensure that the remote e-voting process is conducted in a fair and transparent manner and render Scrutinizer's Report of the total votes casted "in favor" or "against", if any, on the resolutions stated in the postal ballot notice, based on the report generated from the e-voting system provided by M/s. Central Depository Services (India) Limited (CDSL), engaged by the company to provide e-voting facility.
2. The Company has on Tuesday, November 07, 2023, sent the Postal Ballot Notice in electronic form in accordance with the relaxation granted by the Ministry of Corporate Affairs (MCA) vide General Circular No. 09/2023 dated September 25, 2023 to its Members whose name(s) appeared on the Register of Members/ list of beneficiaries as on Friday, November 03, 2023 (cut-off date). The said postal ballot notice contained the procedure for remote e-Voting by members as required under the Act, Rules and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. Postal Ballot Notice dated Monday, October 30, 2023 dispatched to Members by electronic mode on Tuesday, November 07, 2023 and the 'Advertisement' pursuant to the Rules published on Wednesday, November 08, 2023. In accordance with the Postal Ballot Notice the remote e-Voting commenced at 09:00 am (IST) on Wednesday, November 08, 2023 and ended at 05:00 pm (IST) on Thursday, December 07, 2023.
4. The Members holding shares as on Friday, November 03, 2023, i.e., cut-off date, were entitled to vote on the resolutions stated in the Postal Ballot Notice.
5. The votes were unblocked at 5.01 pm (IST) on Thursday, December 07, 2023 in the presence of Mr. K. Janakiraman and Mr. D. Sampath Kumar, who are not in the employment of the company and the e-Voting data/results were downloaded from the e-Voting website of CDSL (www.evotingindia.com).
6. The downloaded remote e-Voting data/results were scrutinized and reviewed, the votes were counted and the results were prepared.
7. Based on the data downloaded from CDSL e-Voting system, the total votes cast in favor or against the resolutions proposed in the postal ballot notice are as under:



Resolution 1:

Appointment of Sri Srinivasan Ravindran (DIN: 00045076) as Independent Director of the Company for a term of five years with effect from 30th October, 2023 till 29th October, 2028.

Passed as a **Special Resolution** as follows:

Mode of Voting	Total Valid e-Voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-Voting	Number of shares Voted	%	Number of e-Voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-Voting	150	146	6686566	99.9986	4	93	0.0014	100

Mode of Voting	Number of members who abstained from voting	Total number of votes abstained
Remote e-Voting	0	0

Mode of Voting	Number of members whose votes were declared invalid	Total invalid votes
Remote e-Voting	0	0

M. S. R.



Resolution 2:


Appointment of Sri Srinivas Acharya (DIN: 00017412) as Independent Director of the Company for a term of five years with effect from 30th October, 2023 till 29th October, 2028.

Passed as a **Special Resolution** as follows:

Mode of Voting	Total Valid e-Voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-Voting	Number of shares Voted	%	Number of e-Voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-Voting	150	146	6686566	99.9986	4	93	0.0014	100

Mode of Voting	Number of members who abstained from voting	Total number of votes abstained
Remote e-Voting	0	0

Mode of Voting	Number of members whose votes were declared invalid	Total invalid votes
Remote e-Voting	0	0

M. K.




Resolution 3:

Re-Appointment of Ms. Sriya Chari (DIN: 07383240) as Independent Director of the Company for a further term of five years with effect from 7th February, 2024 till 6th February, 2029.

Passed as a **Special Resolution** as follows:

Mode of Voting	Total Valid e-Voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-Voting	Number of shares Voted	%	Number of e-Voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-Voting	150	146	6686566	99.9986	4	93	0.0014	100

Mode of Voting	Number of members who abstained from voting	Total number of votes abstained
Remote e-Voting	0	0

Mode of Voting	Number of members whose votes were declared invalid	Total invalid votes
Remote e-Voting	0	0

M. Sriya Chari



8. Based on the aforesaid results, I report that the Resolutions as set out in the Postal Ballot Notice dated Monday, October 30, 2023 has been passed with requisite majority on Thursday, December 07, 2023.
9. The electronic data and all other relevant records relating to remote e-Voting are under my safe custody and will be handed over to the Company Secretary of the Company for preserving safely after the Managing Director considers, approves and signs the minutes of postal ballot conducted by means of remote e-Voting.

Thanking You,
Yours faithfully,

For **M Damodaran & Associates LLP**

Place: Chennai
Date: December 7, 2023

M. Damodaran
Managing Partner
COP No.: 5081
Membership No.: 5837
FRN: L2019TN006000
PR 3847/2023
ICSI UDIN: F005837E002873449



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MINUTES OF THE PROCEEDINGS HELD AT THE REGISTERED OFFICE ON THURSDAY, THE 7TH DECEMBER, 2023 AT 7.00 P.M. FOR DECLARATION OF RESULTS OF E-VOTING CONDUCTED BY POSTAL BALLOT

PRESENT:

Sri N Krishnan : Managing Director
Sri M Damodaran : Scrutinizer
Sri Aditya Sharma : Company Secretary & Compliance Officer

INVITEE:

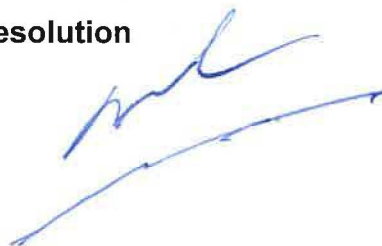
Mr. Nagaraj : Representative of Registrar and Share Transfer Agents – Cameo Corporate Services Limited, Chennai.

Sri M Damodaran, Scrutinizer stated that he had carried out the scrutiny of the votes polled through Remote E-Voting conducted by Postal Ballot, up to the close of working hours (17.00 hrs) on 7th December, 2023 and submitted his report on remote E-Voting to the Managing Director. He added that the Company had extended the facility of e-voting to its members in compliance with the circular issued by the Ministry of Corporate Affairs dated 25th September, 2023. He also stated that the Postal Ballot through e-voting was conducted in accordance with the provisions of Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The Report submitted by the Scrutinizer was taken on record and the Managing Director announced the results of the Remote E - Voting by Postal Ballot as under:

SPECIAL BUSINESS:

1. Appointment of Sri Srinivasan Ravindran (holding DIN: 00045076) as Independent Director of the Company for a term of five years with effect from 30th October, 2023 till 29th October, 2028 – **Special Resolution**



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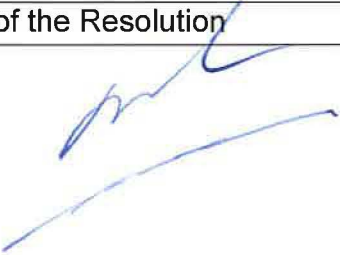
	E – Voting
Number of Members voted	150
Number of Shares Voted in favour of the Resolution	6686566
Number of Shares Voted against the Resolution	93
% of votes in favour of the Resolution	99.9986%

The Managing Director then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 30th October, 2023, was passed with the requisite majority:

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”), Sri Srinivasan Ravindran (DIN:00045076), who was appointed as an Additional Director to function as Independent Director of the Company, 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 30th October, 2023 till 29th October, 2028, not liable to retire by rotation.

2. Appointment of Sri Srinivas Acharya (holding DIN: 00017412) as Independent Director of the Company for a term of five years with effect from 30th October, 2023 till 29th October, 2028 - **Special Resolution**

	E – Voting
Number of Members voted	150
Number of Shares Voted in favour of the Resolution	6686566
Number of Shares Voted against the Resolution	93
% of votes in favour of the Resolution	99.9986%



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The Managing Director then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 30th October, 2023, was passed with the requisite majority:

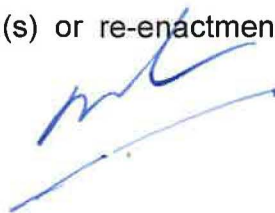
RESOLVED THAT pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation"), Sri Srinivas Acharya (DIN:00017412), who was appointed as an Additional Director to function as Independent Director of the Company, 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 30th October, 2023 till 29th October, 2028, not liable to retire by rotation.

3. Re-appointment of Ms. Sriya Chari (holding DIN:07383240) as Independent Director for a further period of 5 (Five) years with effect from 07th February, 2024 till 6th February, 2029 – **Special Resolution**

	E – Voting
Number of Members voted	150
Number of Shares Voted in favour of the Resolution	6686566
Number of Shares Voted against the Resolution	93
% of votes in favour of the Resolution	99.9986%

The Managing Director then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 30th October, 2023, was passed with the requisite majority:

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



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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. Sriya Chari (DIN:07383240), Independent Director, whose first term of office as Independent Director of the Company is coming to a close on 6th February, 2024 be and is hereby re-appointed as an Independent Director of the Company for a further term of 5 (five) consecutive years with effect from 7th February, 2024 till 6th February, 2029, not liable to retire by rotation.

Date: 07.12.2023

Place: Chennai

A handwritten signature in blue ink, consisting of stylized initials and a surname, positioned above the title 'Managing Director'.

Managing Director