

IMPAL

INDIA MOTOR PARTS & ACCESSORIES LIMITED

CIN:L65991TN1954PLC000958

Regd. Office: 46, Whites Road, Chennai 600 014

Tel: 044-28591433 • Fax:044-28523009 • Email: secy@impal.net • Web: 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 pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, for obtaining the approval of the members by way of Ordinary Resolution through Postal Ballot for capitalising Rs. 4,16,00,000/- from General Reserve in order to issue bonus shares in the proportion of 1:2.

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

Chennai 600 014
Date: 10th September, 2019

By Order of the Board
S KALYANARAMAN
Company Secretary & Compliance Officer

Notes:

1. This 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 13th September 2019.
2. The postal ballot facility (including e-voting) is being provided to the members in accordance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. 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 electronically in a secure manner.
4. The e-voting is optional and will be available at the link www.e-votingindia.com. The detailed instructions on e-voting are enclosed. Grievances, if any, connected with e-voting may be addressed to Sri S Kalyanaraman, Company Secretary & Compliance Officer at secy@impal.net.
5. **The voting (including e-voting) will commence on Thursday, 19th September 2019 (9.00 A.M.) and end on Friday, 18th October 2019 (5.00 P.M.).**
A member desiring to exercise the vote by postal ballot is requested to read the instructions provided in the Postal Ballot Form carefully and return the Form duly completed, in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer by 5:00 P.M., on Friday, the 18th October 2019.
Postal ballot forms received from members beyond the said date will not be valid and voting whether by post or electronic means shall not be allowed beyond the said date.

6. Members who have not received the postal ballot forms may write to the company or send a mail to secy@impal.net and obtain a duplicate thereof.
7. The Board of Directors has appointed Sri M Damodaran of M/s Damodaran Associates, 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/ Audit Committee Chairman / Managing Director of

- the Company after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman/Audit Committee Chairman / Managing Director on Saturday, the 19th October 2019 at 5.00 P.M, at the Registered Office of the Company at 46, Whites Road, Chennai 600 014.
9. The date of declaration of the postal ballot result will be taken to be the date of passing the resolution.
10. The results of the postal ballot will be posted on the Company's website – www.impal.net.

DRAFT RESOLUTION

SPECIAL BUSINESS

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

“RESOLVED THAT,

- a. in accordance with Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and further subject to such permissions, sanctions and approvals as may be required in this regard, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which expression shall also include a Committee thereof) for capitalization of Rs. 4,16,00,000/- (Rupees Four Crore Sixteen Lakhs only) from General Reserve of the Company for the purpose of issuance of bonus shares of Rs. 10/- each, credited as fully paid-up equity shares to the holders of existing equity share(s) of the company, whose names appear in the Register of Members maintained by the Company / Registrar & Share transfer agent and the List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the **Record Date viz. 29th October, 2019 fixed by the Board in the proportion of 1 (One) Bonus equity share of Rs. 10/-**

- each for every 2 (Two) existing equity share(s) of Rs. 10/- each held by the Members/Beneficial Owners”.**
- b. the said new equity shares of Rs.10/- each to be allotted as Bonus Shares shall be subject to the Memorandum and Articles of Association of the Company and shall from the date of allotment, rank pari passu in all respects with the existing equity shares and shall be entitled to participate in full in any dividend to be declared after the date of allotment of these equity shares
- c. In the case of members who hold shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of the bonus equity shares shall be despatched, within such time as prescribed by law and the relevant authorities”.
- d. No fractions, if any, arising out of the issue and allotment of Bonus Shares shall be allotted by the Company and the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, if any, shall be consolidated and the Bonus Shares, in lieu thereof, shall be allotted by the Board to nominee(s) to be appointed by the Board, who shall hold the same as trustee(s) for the members entitled thereto, and sell the said shares so arising at the prevailing market rate and pay to the Company the net sale proceeds thereof, after adjusting therefrom the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlements.

- e. the issue and allotment of the bonus equity shares to Non-Resident Indians (NRIs), Persons of Indian origin/ Overseas Corporate Bodies and other Foreign Investors, be subject to the approval of Reserve Bank of India (RBI) or any other regulatory authority, if any, as may be required”
- f. the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, and its decision shall be final and binding on all members and other interested persons.”

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS

To issue Bonus Shares.

Your company's paid up capital as on 31st March 2019 is Rs.8.32.cr. and the balance as on 31.03.2019 under Other Equity is Rs.1001.55 cr. Out of the above, Rs. 260.00 crs is free reserves, termed as General Reserve is available for Issue of Bonus shares.

The Board of Directors, at their meeting held on September 10, 2019 have decided to capitalise a sum of Rs 4,16,00,000/- (Rupees Four Crore Sixteen Lakhs only) from the General Reserve of the Company and have recommended that the said amount be utilised for issue and allotment of 1 (One) fully paid-up bonus shares in the proportion of 1 (One) equity share for every 2 (Two)

existing equity shares to the members of the Company, whose names will appear on the Register of Members on the Record Date viz. 29th October, 2019 fixed by the Board of Directors after obtaining the approval of the shareholders and / or all applicable statutory authorities and subject to complying with the Guidelines under Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The bonus shares shall, in all respects, rank pari passu with the existing equity shares and shall be entitled to participate in full in any dividends that may be declared in respect of the financial year in which the allotment of the bonus shares is made by the Company.

Pursuant to the provisions of Section 63 and other applicable provisions if any of the Companies Act 2013, issue of bonus shares of the Company requires the approval of the members of the Company.

The Ordinary Resolution, as set out, is submitted for the purpose and the Board recommends that the resolution be passed.

INTEREST OF DIRECTORS

The Directors, Key Managerial Personnel of your Company or their relatives are interested in this Resolution to the extent of Bonus Shares that they would be entitled to receive as shareholders.

Chennai 600 014

Date: 10th September, 2019

By Order of the Board

S KALYANARAMAN

Company Secretary &
Compliance Officer

INSTRUCTIONS FOR E-VOTING

The voting period begins on Thursday, the 19th September 2019, 9.00 A.M. and ends on Friday the 18th October 2019, 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 13th September 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.

- (vi) 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 (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's 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 (v).
- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) 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.
- (xix) 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.