



## 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, had been 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. Manavasi Kannan Surendran (DIN: 05225035) as an Independent Director of the Company for a term of five consecutive years with effect from September 29, 2024 till September 28, 2029.
- Special Resolution** for appointment of Ms. Pritha Ratnam (DIN: 00404186) as an Independent Director of the Company for a term of five consecutive years with effect from September 29, 2024 till September 28, 2029.

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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 Friday, September 27, 2024. 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 Friday, October 04, 2024, 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. 09/2024 dated September 19, 2024 to its Members whose name(s) appeared on the Register of Members/ list of beneficiaries as on Monday, September 30, 2024 (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 Friday, September 27, 2024 dispatched to Members by electronic mode on Friday, October, 04, 2024 and the 'Advertisement' pursuant to the Rules published on Saturday, October 05, 2024. In accordance with the Postal Ballot Notice the remote e-Voting commenced at 09:00 AM (IST) on Monday, October, 07, 2024 and ended at 05:00 PM (IST) on Tuesday, November 05, 2024.
4. The Members holding shares as on Monday, September 30, 2024, 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 Tuesday, November 05, 2024 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](http://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:

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### Resolution 1:

**Appointment of Sri. Manavasi Kannan Surendran (DIN: 05225035) as an Independent Director of the Company for a term of five consecutive years with effect from September 29, 2024 till September 28, 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	130	123	6448832	<b>99.9960</b>	7	256	0.0040	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

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## Resolution 2:

**Appointment of Ms. Pritha Ratnam (DIN: 00404186) as an Independent Director of the Company for a term of five consecutive years with effect from 29th September, 2024 till 28th September, 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	130	123	6448832	<b>99.9960</b>	7	256	0.0040	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

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8. Based on the aforesaid results, I report that the Resolutions as set out in the Postal Ballot Notice dated Friday, September 27, 2024 has been passed with requisite majority on Tuesday, November 05, 2024.
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,

M. Damodaran  
Managing Partner  
**M Damodaran & Associates LLP**  
Membership No.: 5837  
COP No.: 5081  
FRN: L2019TN006000  
PR 3847/2023  
ICSI UDIN: F005837F001892436

Place: Chennai  
Date: November 05, 2024

## **INDIA MOTOR PARTS & ACCESSORIES LIMITED**

46 WHITES ROAD, CHENNAI 600 014

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### **MINUTES OF THE PROCEEDINGS HELD AT THE REGISTERED OFFICE ON TUESDAY, THE 5<sup>TH</sup> NOVEMBER, 2024 AT 7.00 P.M. FOR DECLARATION OF RESULTS OF E-VOTING CONDUCTED BY POSTAL BALLOT**

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#### **PRESENT:**

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

#### **INVITEE:**

Sri Nagaraj	: Representative of Registrar and Share Transfer Agents – Cameo Corporate Services Limited, Chennai.
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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 5<sup>th</sup> November, 2024 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. 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:

## INDIA MOTOR PARTS & ACCESSORIES LIMITED

46 WHITES ROAD, CHENNAI 600 014

### SPECIAL BUSINESS:

1. Appointment of Sri. Manavasi Kannan Surendran (DIN: 05225035) as Independent Director of the Company for a term of five (5) consecutive years with effect from 29th September, 2024 till 28th September, 2029 – **Special Resolution**

	E – Voting
Number of Members voted	130
Number of Shares Voted in favour of the Resolution	6448832
Number of Shares Voted against the Resolution	256
% of votes in favour of the Resolution	99.996%

The Managing Director then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 27<sup>th</sup> September, 2024, 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. Manavasi Kannan Surendran (DIN: 05225035), 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 29th September, 2024 till 28th September, 2029, not liable to retire by rotation.

2. Appointment of Ms. Pritha Ratnam (DIN: 00404186) as Independent Director of the Company for a term of five (5) consecutive years with effect from 29th September, 2024 till 28th September, 2029 – **Special Resolution**

## INDIA MOTOR PARTS & ACCESSORIES LIMITED

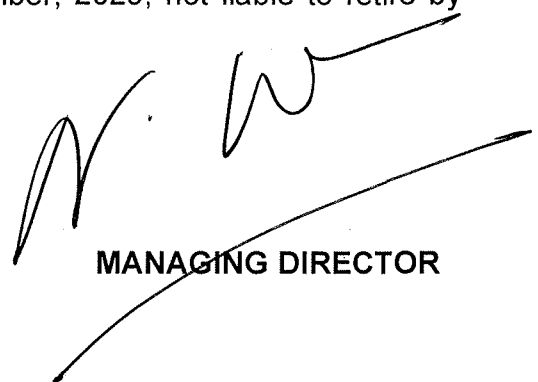
46 WHITES ROAD, CHENNAI 600 014

	E – Voting
Number of Members voted	130
Number of Shares Voted in favour of the Resolution	6448832
Number of Shares Voted against the Resolution	256
% of votes in favour of the Resolution	99.996%

**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. Pritha Ratnam (DIN: 00404186), 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 29th September, 2024 till 28th September, 2029, not liable to retire by rotation.

**Date:** 05.11.2024

**Place:** Chennai



**MANAGING DIRECTOR**



**Voting Results as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Name of the Company	India Motor Parts & Accessories Limited
Date of the AGM / EGM	Not Applicable
Total Number of Shareholders as on E-Voting Cut-Off Date	11332
No. of Shareholders present in the meeting either in person or through Proxy:	
a) Promoters & Promoter Group	Not Applicable
b) Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing:	
a) Promoters & Promoter Group	Not Applicable
b) Public	Not Applicable

**1. Appointment of Sri. Manavasi Kannan Surendran (DIN: 05225035) as Independent Director of the Company for a term of five (5) consecutive years with effect from 29th September, 2024 till 28th September, 2029**

Resolution Required:(Ordinary/Special)		Special Resolution						
Whether promoter/ promoter groups are interested in the agenda/resolution?		No						
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	3833168	3833168	100	3833168	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>3833168</b>	<b>3833168</b>	<b>100</b>	<b>3833168</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-INSTITUTIONS	E-VOTING	1294210	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>1294210</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	7352622	2615920	35.578	2615664	256	99.990	0.010
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>7352622</b>	<b>2615920</b>	<b>35.578</b>	<b>2615664</b>	<b>256</b>	<b>99.990</b>	<b>0.010</b>
<b>GRAND TOTAL</b>		<b>12480000</b>	<b>6449088</b>	<b>51.675</b>	<b>6448832</b>	<b>256</b>	<b>99.996</b>	<b>0.004</b>



Name of the Company			India Motor Parts & Accessories Limited					
2. Appointment of Ms. Pritha Ratnam (DIN: 00404186) as Independent Director of the Company for a term of five (5) consecutive years with effect from 29th September, 2024 till 28th September, 2029								
Resolution Required:(Ordinary/Special)			Special Resolution					
Whether promoter/ promoter groups are interested in the agenda/resolution?			No					
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	3833168	3833168	100	3833168	0	100	0
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL	3833168	3833168	100	3833168	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	1294210	0	0	0	0	0	0
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL	1294210	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	7352622	2615920	35.578	2615664	256	99.990	0.010
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL	7352622	2615920	35.578	2615664	256	99.990	0.010
GRAND TOTAL		12480000	6449088	51.675	6448832	256	99.996	0.004

