

New No.6, Old No.12,
Appavoo Gramani 1st Street,
Mandaveli,
(Opp. to Church Near by BSNL Office)
Chennai - 600 028.
Ph : 044-4360 1111
E-mail : secretarial@mdassociates.co.in
accounts@mdassociates.co.in



M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries



M. Damodaran, B.Com, F.C.S. L.L.B.
Mobile:98412 81693

CONSOLIDATED SCRUTINIZER'S REPORT

(REMOTE E VOTING, POSTAL BALLOT & INSTA POLL)

[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 and
Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of **61st Annual General Meeting** of the Equity Shareholders of **INDIA MOTOR PARTS & ACCESSORIES LIMITED** held on the **19th August 2015** at The Music Academy, No. 168 (Old No.306), T.T.K. Road, Chennai – 600014.

1. I, M.Damodaran, a Company Secretary in Practice having office at New No. 6, Old No. 12, Appavoo Gramani 1st Street, Mandaveli, Chennai, Tamil Nadu 600028 have been appointed as a scrutinizer by the Board of Directors of **INDIA MOTOR PARTS & ACCESSORIES LIMITED** (the company) for the purpose of :
 - (i) Scrutinizing the e-voting process (remote e- voting) under the provisions of section 108 of The Companies Act 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules) and
 - (ii) Poll through Ballot paper under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules and Postal Ballot on the resolutions contained in the notice to the 61st Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on the **19th August 2015** at The Music Academy, No. 168(Old No.306), T.T.K. Road, Chennai – 600014.

for **M. DAMODARAN & ASSOCIATES**
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081



2. The management of the Company is responsible to ensure the compliance with the requirement of The Companies Act 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting, voting by way of ballot paper and Insta Poll at the AGM] for the resolutions contained in the Notice to the 61st AGM of the Equity Shareholders of the company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e remote e-voting, voting by way of ballot paper and Insta Poll at the AGM) is restricted to make a consolidated scrutinizer's report of the votes cast "in favor "or "against" the resolution stated above, based on the report generated from the e-voting system provided by Central Depository Services Limited (CDSL), authorized under the Rules and engaged by the company to provide e-voting facilities for voting through electronic means.
3. I submit herewith my Consolidated scrutinizers report on the results of voting through electronic means i.e by remote e voting, voting by way of Ballot papers and Insta Poll at the AGM as under:

INDIA MOTOR PARTS & ACCESSORIES LIMITED E VOTING, POSTAL BALLOT & INSTA POLL REPORT											
Resolution	Mode	Ballots Received	Favour			Against			Invalid		
			Ball-ots	Votes	Percentage	Ball-ots	Votes	Percentage	Ball-ots	Votes	Percentage
Item No. 1: To consider and adopt the audited statement of accounts and the Directors' and Auditors' Report thereon for the Financial year ended 31 st March, 2015 (As an Ordinary resolution)	E VOTING	32	32	3623063	100%	-	-	-	-	-	-
	POSTAL BALLOT	264	264	1005622	100%	-	-	-	-	-	-
	INSTA POLL	17	17	5056	100%	-	-	-	-	-	-
	TOTAL	313	313	4633741	-	-	-	-	-	-	-
Item No. 2: To declare Special	E VOTING	32	32	3623063	100%	-	-	-	-	-	-


For M. DAMODARAN & ASSOCIATES
(Practicing Company Secretaries)



M. DAMODARAN & ASSOCIATES



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Dividend of Rs.4/- per share and Interim dividend of Rs.10/- per share and the said dividends be treated as the total dividends of the year (As an Ordinary resolution)	POSTAL BALLOT	264	264	1005622	100%	-	-	-	-	-	-
	INSTA POLL	17	17	5056	100%	-	-	-	-	-	-
	TOTAL	313	313	4633741	-	-	-	-	-	-	-
Item No. 3: To Re-elect Ms. Shobhana Ramachandhran (DIN:00273837) the retiring Director, as Director of the Company liable for retirement by rotation (As an Ordinary resolution)	E VOTING	32	32	3623063	100%	-	-	-	-	-	-
	POSTAL BALLOT	264	263	1005602	99.999 57%	1	20	0.0004 3%	-	-	-
	INSTA POLL	17	17	5056	100%	-	-	-	-	-	-
	TOTAL	313	312	4633721	-	1	20	-	-	-	-
Item No. 4: To Reappoint, M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai (Registration No.004207S) as Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting (As an Ordinary resolution)	E VOTING	32	32	3623063	100%	-	-	-	-	-	-
	POSTAL BALLOT	264	264	1005622	100%	-	-	-	-	-	-
	INSTA POLL	17	16	4528	99.988 61%	1	528	0.0113 9%	-	-	-
	TOTAL	313	312	4633213	-	1	528	-	-	-	-

M. DAMODARAN & ASSOCIATES
(Practicing Company Secretaries)

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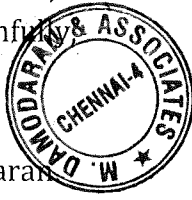
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4. The electronic data and all other relevant records relating to e voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

Yours faithfully,



M. Damodaran

Practicing Company Secretary

Membership No. 5837

Place: Chennai

Date: 19.08.2015