

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 Third Annual General Meeting** of the Shareholders of the Company will be held **at 11 a.m. on Monday the 04th day of September 2017**, 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 2017 and the Board's and Auditors' Reports 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 Rs.6.00 per share (60% on the face value of Rs.10/-), as recommended by the Directors, be and is hereby declared for the year ended 31st March 2017 on the paid-up capital of Rs.831.96 lakhs and the same be paid to shareholders, whose names stand on the Register of Members of the Company on 28th August 2017, making with the interim dividend of Rs.5.00 per share (50% on the face value of Rs.10/-), a total dividend of Rs.11/- per share (110% on the face value of Rs.10/-) for the year 2016-17 and that the total dividend of Rs 915.15 Lakhs representing the said total dividend of Rs.11/- per share (110 % on the face value of Rs.10/-) be paid out of the profits for the year 2016-17.

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

"RESOLVED that Sri S Ram (holding DIN 00018309) the retiring Director, be re-elected as a Director of the Company, liable for retirement by rotation".

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

"RESOLVED that pursuant to sections 139,141 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and

Auditors) Rules, 2014, the consent of the Company be and is hereby accorded to the Board of Directors for appointing Messrs. Brahmayya & Company, Chartered Accountants, Chennai (Registration No.000511S), as Statutory Auditors of the Company, to hold office for a period of 5 years from the conclusion of this 63rd Annual General Meeting until the conclusion of the 68th Annual General Meeting subject to ratification of their appointment by the Members at every Annual General Meeting at such remuneration as may be decided by the Board of Directors of the Company from time to time.

Special Business

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

"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 re-appointment of Sri N Krishnan (DIN 00041381) as the Managing Director of the Company for a period of 5 years with effect from 05th July 2017 up to 4th July 2022 as per the terms set out hereunder: -

- a) Salary - Rs.3,50,000 (Rupees Three lakh fifty thousand only) per month effective 1st April 2017 in the scale of Rs.3,50,000 to Rs.5,00,000. Annual increase of Rs.30,000/- per month effective from 1st April every year .
- b) Commission - Subject to a ceiling of 1.5% on the net profits of the Company for the financial year, the quantum whereof to be determined by the Nomination and Remuneration Committee and by the Board of Directors.
- c) Perquisites - As detailed in the Explanatory Statement

By Order of the Board

S Kalyanaraman

Company Secretary

Place : Chennai

Date : 26th May 2017

INDIA MOTOR PARTS & ACCESSORIES LIMITED

PARTICULARS OF THE DIRECTORS SEEKING APPOINTMENT /RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Item No 3 & 5 of the Notice

Name of the Director	Sri S Ram	Sri N Krishnan
DIN	00018309	00041381
Age	77 years	64 years
Qualifications	B.E.(Mech),MS (Prod. Engg)	B.E.(Mech), with an MBA and MS from the University of Southern California at Los Angeles.
Expertise in specific functional area	Sri S Ram was appointed as Director of the Company on 24th January 2006. He has over 5 decades of experience in Component Industry	Having served as General Manager (Sales) in Axles India Limited, he joined IMPAL in December 1993 as General Manager. Sri N Krishnan was inducted into the Board as Deputy Managing Director on 24th July 1997. His initial appointment as Managing Director was from 01st July 1999 and was later re-appointed on 05.07.2002, 05.07.2007 & 05.07.2012 for a period of 5 years respectively
List of other listed entities in which directorship held as on 31st March, 2017	Chairman: Wheels India Limited. Director: Sundaram Finance Limited	NIL
Chairman/Member of the Committees of the Board of other listed entities in which he is a Director as on 31st March, 2017	Member: Stakeholders Relationship Committee – Wheels India Limited	NIL
Shareholding as on 31st March, 2017	Sri S Ram holds 19900 equity shares individually and 122618 shares jointly with others	Sri N Krishnan holds 21338 equity shares individually.
Relationship with other Directors	NIL	NIL

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No.5

At the Annual General Meeting held on 30th August 2012, Sri N Krishnan was appointed as Managing Director with effect from 05.07.2012 for a period of 5 years. The Nomination and Remuneration Committee recommended to the Board the re-appointment of Sri N Krishnan as the Managing Director. Based on the recommendations of the Nomination and Remuneration Committee the Board

of Directors at their meeting held on 27.01.2017 have re-appointed Sri N Krishnan as the Managing Director of the Company for a period of 5 years commencing from 05.07.2017, on the terms set out in the resolution. The term of office / remuneration payable to the Managing Director by way of Salary, Commission and Perquisites (as given in annexure) are within the specified limits laid down in Schedule V of the Companies Act, 2013 and requires Members approval.

Accordingly, the said resolution is submitted for your consideration.

Details of Perquisites referred to in the Resolution No.5

1. Free use of furnished accommodation owned or leased by the Company with amenities including Water, Gas, Electricity and Furnishings. If no accommodation is provided, the Managing Director is entitled to House Rent Allowance subject to a ceiling of 70% of his salary. The expenditure incurred by the Company on Water, Gas, Electricity and Furnishings will be evaluated as per Income Tax Rules, 1962.
2. Medical Reimbursement for self and family including premium payable for medical insurance in accordance with the rules of the Company.
3. 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.

4. Sitting Fee for attending the meeting of Board of Directors and Committee thereof, as applicable to other Directors.
5. Fees of clubs subject to a maximum of two clubs. This will not include admission fee and life membership fee.
6. Personal Accident Insurance as per the rules of the Company
7. Contribution to Provident Fund, Superannuation Fund or Annuity Fund and payment of Gratuity as per the rules of the Company.
8. Encashment of leave at the end of the tenure.
9. Provision of Cars with driver for Company business, the value of which will be evaluated as per Income Tax Rules, 1962
10. Provision of telephone at the residence of the Managing Director
11. Such other perquisites, benefits and amenities as may be provided by the Company to the other senior executives from time to time.

Interest of Directors and Key Managerial Personnel

Except Sri N Krishnan none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution.

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 29.08.2017 to 04.09.2017 for the purpose of declaration of Final Dividend and 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 01st September 2017 (9.00 a.m.) and end on Sunday ,03rd September 2017 (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 28th August 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on Sunday, the 03rd September , 2017. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.

INDIA MOTOR PARTS & ACCESSORIES LIMITED

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 28th August 2017. 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 (28th August 2017) 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 28th July, 2017. 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. 28th August 2017, 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.

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

- Furnish a copy of the PAN Card to the Company / RTA for registration of transfer / transmission of shares.
- 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
- 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

6. 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, the company is required to transfer 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 – SUSPENSE ACCOUNT". Details available in the Company's website under the link: <http://www.impal.net/investor.htm>. Members who have not encashed their dividends for the financial year ended 31st March 2010 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.

7. 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 01st September 2017 (9.00 a.m.) and ends on 03rd September 2017 (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 **28th August 2017** 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:

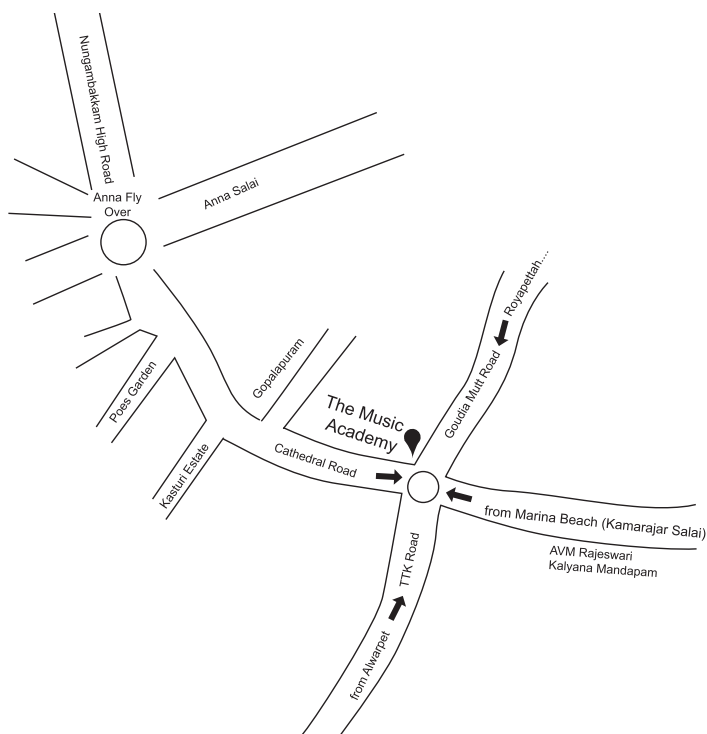
	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository 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)	<p>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.</p> <ul style="list-style-type: none"> • 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).
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- (ix) 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.

INDIA MOTOR PARTS & ACCESSORIES LIMITED

- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (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.
- (xix) 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

63rd Annual General Meeting

Date : September 04, 2017

Day : Monday

Time : 11.00 a.m.

Venue : The Music Academy
168, T.T.K.Road
Royapettah
Chennai 600 014