

# IMPAL

**INDIA MOTOR PARTS & ACCESSORIES LIMITED**

CIN:L65991TN1954PLC000958

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

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## 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 to the members of the Company pursuant to Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable provisions of the Act and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), seeking their approval for the Resolutions, set out below, by way of voting through electronic means (remote e-voting) using the platform provided by Central Depository Services (India) Limited (CDSL):

1. Re-appointment of Sri N Krishnan (DIN: 00041381), as Managing Director for a period of 3 (three) years with effect from July 5, 2022. – **Special Resolution**
2. Elevation and Appointment of Sri Mukund S Raghavan, (DIN: 03411396), Executive Director as Deputy Managing Director for a period of 5 (five) years with effect from May 18, 2022. – **Ordinary Resolution**

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

**The e-voting period will be from 9:00 a.m. on June 1, 2022 (Wednesday) to 5:00 p.m. on June 30, 2022 (Thursday)**

Date: May 18, 2022

Place: Chennai - 600 014

By Order of the Board

**S KALYANARAMAN**

Company Secretary & Compliance Officer

### Notes:

1. As per the provisions of Sections 108, 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and also in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing members a facility to exercise their right to vote on the postal ballot by electronic means through remote e-voting services provided by CDSL.
2. In view of the impact of Covid-19 Pandemic, the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020

dated April 13, 2020 read with Circular No.22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 3/2022 dated May 5, 2022 (collectively referred to as “MCA Circulars”), had advised companies to conduct postal ballot by sending e-mails to all its shareholders who have registered their email addresses with the Company or depository / depository participants. Consequently, this notice is being sent to members who have registered their e-mail addresses and is not being sent to members who have not registered their

e-mail addresses. Further, the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

3. In accordance with MCA Circulars, Members are requested to communicate their assent or dissent through the e-voting system only. Members are also requested to carefully read all the instructions given in the Notes.
4. The shareholders are requested to register / update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s Cameo Corporate Services Limited, UNIT: IMPAL, V Floor "Subramanian Building"#1, Club House Road, Chennai 600 002 by following due procedure as mentioned in the Postal Ballot Notice.
5. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited, to enable dispatch of notices / Annual Reports / other intimations electronically to their email addresses.
6. The Notice and Statement of the material facts have been made available on the website of the Company **www.impal.net** and on the website of CDSL i.e. **www.evotingindia.com**.
7. Pursuant to the MCA Circulars, this notice is being sent electronically i.e. by email only to those Members who have registered their email addresses with the Company/Depository(s) and whose name appear in the Register of Members/ Record of Depositories as on **Friday, May 27, 2022 (the cut-off date)**.
8. The voting rights of the members shall be in proportion to the number of shares held by them in the paid-up equity share capital of the Company as on the cut-off date, i.e. on **Friday, May 27, 2022**.
9. In terms of Secretarial Standard – 2, the resolutions, on receiving the requisite number of 'assent' votes, shall be deemed to have been passed on **Thursday, June 30, 2022**.
10. The Board of Directors has appointed Sri M Damodaran of M/s Damodaran Associates, LLP Practicing Company Secretaries, Chennai as the Scrutinizer, for conducting the postal ballot process in a fair and transparent manner.
11. The Scrutinizer will submit his report to the Chairman/ Managing Director of the Company after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman/Managing Director within 2 working days of conclusion of postal ballot process at the Registered Office of the Company at 46, Whites Road, Chennai 600 014.
12. The results of the postal ballot will be communicated to the stock exchange(s) where the company's equity shares are listed and posted on the Company's website – **www.impal.net**.
13. Any query / grievance relating to e-voting may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call on 022-23058542/43

## DRAFT RESOLUTION

### SPECIAL BUSINESS

#### 1. To consider and if thought fit, to pass the following resolution as a Special 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 applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), the consent 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 3 (three) years with effect from 05th July 2022 up to 4th July, 2025, not liable to retire by rotation as per the terms set out hereunder:

Term of office	05th July, 2022 to 4th July, 2025
Salary	₹ 5,00,000/- (Rupees Five Lakhs only) per month effective 5th July, 2022 in the scale of ₹ 5,00,000/- to ₹ 6,50,000/-. Annual increase will be effective from 1st April every year, from April 2023, quantum to be decided by the Nomination and Remuneration Committee and by the Board of Directors.
Commission	Subject to a ceiling of 1.50% of the Net profits of the Company for each financial year. The quantum will be determined by the Nomination and Remuneration Committee and by the Board of Directors.
Perquisites	As detailed in the Annexure to Explanatory Statement
Minimum Remuneration	Where in any financial year, during the currency of his tenure, the Company has no profits or its profits are inadequate, it may pay him remuneration by way of salary, allowances, commission and perquisites not exceeding the limits specified in Part II of Section II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

**2. To consider and if thought fit, to pass 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, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded for elevation and appointment of Sri Mukund S Raghavan, (DIN 03411396), as the Deputy Managing Director of the Company for a period of 5 (Five) years with effect from 18th May, 2022 up to 17th May, 2027, liable to retire by rotation, as per the terms set out hereunder:

Term of office	18th May, 2022 to 17th May, 2027
Salary	₹ 3,50,000/- (Rupees Three Lakhs Fifty Thousand Only) per month effective 18th May, 2022 in the scale of ₹ 3,50,000/- to ₹ 5,00,000/-. Annual increase will be effective from 1st April every year, from April 2023, quantum to be decided by the Nomination and Remuneration Committee and by the Board of Directors.
Commission	Subject to a ceiling of 1.00% of the Net profits of the Company for each financial year. The quantum will be determined by the Nomination and Remuneration Committee and by the Board of Directors.
Perquisites	As detailed in the Annexure to Explanatory Statement
Minimum Remuneration	Where in any financial year, during the currency of his tenure, the Company has no profits or its profits are inadequate, it may pay him remuneration by way of salary, allowances, commission and perquisites not exceeding the limits specified in Part II of Section II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013.****Item No. 1**

At the Annual General Meeting held on November 4, 2017, Sri N Krishnan was re-appointed as Managing Director with effect from 05th July, 2017 for a period of 5 years, until 04th July, 2022. 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 18th May, 2022 have re-appointed Sri N Krishnan as the Managing Director of the Company for a period of 3 (Three) years commencing from 05th July, 2022 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 Board recommends the Special Resolution in relation to the re-appointment of Sri N Krishnan as Managing Director, for the approval by the shareholders.

**Details of Perquisites referred to in the Resolution No.1**

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

**DISCLOSURE OF INTEREST**

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

## Item No.2

At the 65th Annual General Meeting held on 16th September, 2019, Sri Mukund S Raghavan, was appointed as Executive Director for a period of 5 years from February 7, 2019.

The shareholders through Postal Ballot on 26th December, 2021 approved the payment of Commission not exceeding 1% of the net profits of the Company to the Executive Director for each financial year, with effect from 01st April, 2021, the amount to be determined by the Board of Directors upon the recommendation of Nomination and Remuneration for each financial year.

Based on the recommendation of Nomination and Remuneration Committee the Board of Directors at their meeting held on 18th May, 2022 have elevated and appointed Sri Mukund S Raghavan (DIN 03411396) as Deputy Managing Director of the Company effective 18th May, 2022 for a period of 5 (Five) years, on the terms set out in the resolution.

The term of office / remuneration payable to the Deputy 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 Board recommends the Ordinary Resolution in relation to the elevation and appointment of Sri Mukund S Raghavan as Deputy Managing Director, for the approval by the shareholders.

Further, according to the provisions of Reg.17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain the approval of the shareholders for the appointment of Directors at the next annual general meeting or within three months from the date of appointment, whichever is earlier. Hence, approval of the shareholders is being sought through Postal Ballot.

### Details of Perquisites referred to in the Resolution No.2

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

**DISCLOSURE OF INTEREST**

Except Sri Mukund S Raghavan none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution.

**PARTICULARS OF THE DIRECTOR PURSUANT TO REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.****Item Nos. 1 & 2**

<b>Name of the Director</b>	<b>Sri N Krishnan</b>	<b>Sri Mukund S Raghavan</b>
DIN	00041381	03411396
Date of Birth	20th December, 1952	05th July, 1965
Age	69 Years	56 Years
Qualifications	B.E.(Mechanical), MBA (Finance) and MS (Management) from the University of Southern California, Los Angeles, California, USA	B.Sc. Mathematics), M.E.P (Indian Institute of Management, Ahmedabad), PG Diploma in Export Management from Indian Institute of Export Management.
Profile / Experience and Expertise in specific functional area	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 1st July, 1999 and was later re-appointed on 5th July, 2002, 5th July, 2007, 5th July, 2012 and 5th July, 2017 for a period of 5 years each respectively. He has over 4 decades of experience in OE Sales and Management of After Market Auto Parts distribution.	Sri Mukund S Raghavan was appointed as an Executive Director of the Company from 7th February 2019 for a period of 5 Years up to 6th February 2024. Prior to his appointment he was President – (Marketing & Business Development) in the Company. He has over 25 years in the Automotive After Market Business. Prior to this he also served in Indian Navy for 10 Years.
Terms and conditions of appointment or re-appointment	Re-appointment for another term of 3 (Three) years effective from 05th July, 2022.	Elevation and Appointment as Deputy Managing Director for a term of 5 (five) years., effective 18th May, 2022.
Details of remuneration sought to be paid and Remuneration last drawn by such person, if applicable	₹ 5,00,000/-(Rupees Five Lakhs only) per month effective 5th July, 2022 in the scale of ₹ 5,00,000/- to ₹ 6,50,000/-.  Last drawn Basic Salary - ₹ 4,61,000/- p.m.in the scale of ₹ 3,50,000 to ₹ 5,00,000/-	₹ 3,50,000/-(Rupees Three Lakhs Fifty Thousand only) per month effective 18th May, 2022 in the scale of ₹ 3,50,000/- to ₹ 5,00,000/-.  Last drawn Basic Salary – ₹ 2,95,500/- p.m.in the scale of ₹ 2,85,000 to ₹ 3,60,000/-
Date of first appointment on the Board	24th July, 1997	7th February, 2019
List of other listed entities in which directorship held as on 31st March 2022	NIL	NIL
Chairman/Member of the Committees of the Board of other listed entities in which he is a Director as on 31st March 2022	NIL	NIL
Shareholding as on 31st March 2022	40,311 Shares	12,144 Shares
Relationship with other Directors Manager and other Key Managerial Personnel of the Company	NIL	NIL
Number of Meetings of the Board attended during the year	FY 2021-2022- 5 Meetings; For the current financial year till the date of this Notice – 3 meetings	FY 2021-2022- 5 Meetings; For the current financial year till the date of this Notice – 3 meetings

**CDSL e-Voting System – For Remote e-voting-Postal Ballot****INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on **June 1, 2022 and 9.00 am and ends on June 30, 2022 at 5.00 p.m.** (Inclusive both days). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **May 27, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting **to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.



- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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 records in order to login. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [secy@impal.net](mailto:secy@impal.net) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id - [secy@impal.net](mailto:secy@impal.net) / [investor@cameoindia.com](mailto:investor@cameoindia.com)**
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.