

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 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 Special/ Ordinary Resolution through Postal Ballot for

- (1) Continuation of Directorship of Sri S Ram (DIN 00018309), Chairman and Non-Executive Director from April 1, 2019 until the date he becomes liable to retire by rotation. – Special Resolution
- (2) Amendment in terms of remuneration – Non-payment of Sitting Fees to Sri N Krishnan, (DIN 00041381) Managing Director - 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 and reasons thereto is enclosed.

Chennai 600 014
Date: 11th September, 2018

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 14th September 2018.
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 Monday, 24th September 2018 (9.00 A.M.) and end on Tuesday, 23rd October 2018 (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 Tuesday, the 23rd October 2018.
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 Thursday, the 25th October 2018 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 resolutions.
10. The results of the postal ballot will be posted on the Company's website – www.impal.net

DRAFT RESOLUTIONS

SPECIAL BUSINESS

- (1) **To consider and if thought fit, to pass the following resolution as a Special Resolution.**

Continuation of Directorship of Sri S Ram (DIN 00018309), Chairman and Non-Executive Director.

RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended on May 09, 2018 and the applicable provisions of the Companies Act, 2013, if any/Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the continuation of Sri S Ram, (DIN 00018309), aged 78 years as Non-Executive Director of the Company from April 01, 2019, until the date he retires by rotation in terms of Section 152 of the Companies Act, 2013, is hereby approved.

- (2) **To consider and if thought fit, to pass the following resolution as an Ordinary Resolution.**

Amendment in terms of remuneration – Non-payment of Sitting Fees to Sri N Krishnan, (DIN 00041381) Managing Director.

“RESOLVED THAT in partial modification of the resolution passed by the shareholders in the 63rd Annual General Meeting held on 04.09.2017 and 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 amendment in terms of remuneration – Non-payment of Sitting Fees to Sri N Krishnan Managing Director (DIN 00041381) for the remaining duration of his tenure of office, upto 04.07.2022 as Managing Director. All other terms of the remuneration approved by the shareholders, remain the same for the remaining duration of his tenure, upto 04th July 2022.

RESOLVED FURTHER THAT Sri S Kalyanaraman, Company Secretary & Compliance Officer is hereby authorized to do all acts and take all such steps as may be required to give effect to the above said resolutions.

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

Item No: 1

Sri S Ram (DIN 00018309) aged 78 years ,a Non-Executive Director joined the Board of the Company on 24th January, 2006. He is the Chairman of the Company since 2015.

Since his age exceeds 75 years, his continuity as a non-executive Director requires the passing of a Special Resolution pursuant to the amendments proposed to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. His period of office is subject to retirement by rotation.

Sri S Ram has over 5 decades of experience in the field of vehicle and component industry. The Nomination and Remuneration Committee and the Board consider that his continuation of Directorship as a non-executive Director is beneficial to the Company and recommends the acceptance of the resolution. Accordingly, a Special Resolution is submitted for your consent.

DISCLOSURE OF INTEREST

Except Sri S Ram, none of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution.

Item No: 2

The shareholders vide an ordinary resolution passed at the 63rd Annual General Meeting held on 04th September, 2017 , approved the re-appointment of Sri N Krishnan as Managing Director for a period of 5 years commencing from 05.07.2017 and the terms of remuneration included Payment of Sitting Fees for attending the meeting of Board of Directors and Committee thereof.

On a review, the Nomination and Remuneration Committee recommended non-payment of sitting fees to the Managing Director.

The Board accepted the recommendation of the Nomination and Remuneration Committee and recommends the acceptance of the resolution. Accordingly, an Ordinary Resolution is submitted for your consent.

DISCLOSURE OF INTEREST

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

PARTICULARS OF THE DIRECTORS PURSUANT TO REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Name of the Director	Sri S Ram	Sri N Krishnan
DIN	00018309	00041381
Age	78 years	65 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 Vehicle and 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 & 05.07.2017 for a period of 5 years respectively
List of other listed entities in which directorship held as on 31st March, 2018	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, 2018	Member: Stakeholders Relationship Committee – Wheels India Limited	NIL
Shareholding as on 31st March, 2018	Sri S Ram holds 19900 equity shares individually and 122618 shares jointly with others	Sri N Krishnan holds 26874 equity shares individually.
Relationship with other Directors	NIL	NIL

INSTRUCTIONS FOR E-VOTING

The voting period begins on Monday the 24th September 2018, 9.00 A.M. and ends on Tuesday the 23rd October 2018, 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 14th September 2018 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.