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**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



**M. Damodaran, B.Com, F.C.S. L.L.B.**  
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**SCRUTINIZER'S REPORT  
(POSTAL BALLOT)**

[Pursuant to Section 108 & Section 110 of the Companies Act, 2013 and  
Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman-Audit Committee  
**M/s. INDIA MOTOR PARTS & ACCESSORIES LIMITED**  
No.46 Whites Road  
CHENNAI- 600014



I, M.Damodaran, a Company Secretary in Practice having office at New No. 6, Old No. 12, AppavooGramni 1st Street, Mandaveli, Chennai, Tamil Nadu 600028 have been appointed as a scrutinizer by the Board of Directors of M/s. 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

Scrutinizing the Postal Ballot process under the provisions of Section 110 of The Companies Act 2013 (the2013 Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for

**Item:1-** Obtaining consent of the members of the Company for all contracts or arrangements entered with M/s Brakes India Private Limited for purchase of Automotive Spare Parts, Brake Oil, Coolants and other allied products every year and thereafter, up to a maximum of Rs. 300 crores p.a commencing from the financial year 2015-16 under Regulation 23 (4) & (8) of the SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015 and other applicable provisions of the Companies Act 2013.

1. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act 2013 and Rules relating to e-voting and voting through Postal Ballot for the resolutions contained in the Notice of the company. My responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer's report of the votes cast "in favour "or "against" the resolution stated above, based on the report generated from the e-voting system provided by CDSL, authorized under the Rules and engaged by the company to provide e-voting facilities for voting through electronic means and based on the Ballot forms report provided to me by the company.
2. I submit herewith my Scrutinizers report on the results of e-voting and voting through postal ballot as under:



**M/s. INDIA MOTOR PARTS & ACCESSORIES LIMITED -E VOTING & POSTAL BALLOT REPORT**

	Mode	Ballots Received	Favour			Against			Invalid		
			Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
<b>ITEM-1</b> For obtaining consent of the members of the Company for all contracts or arrangements entered with M/s Brakes India Private Limited for purchase of Automotive Spare Parts, Brake Oil, Coolants and other allied products every year and thereafter, up to a maximum of Rs. 300 crores p.a commencing from the financial year 2015-16 under Regulation 23 (4) & (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act 2013.  <b>(As a Ordinary Resolution)</b>	POSTAL BALLOT	311	301	306409	15.30	6	1577	0.08	4	1256	0.06
	E VOTING	44	42	1675554	83.66	-	-	-	2	17964	0.90
	TOTAL	355	<b>343</b>	<b>1981963</b>	<b>98.96</b>	6	1577	0.08	6	19220	0.96

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 Audit Committee Chairman considers, approves and signs the minutes of proceedings for the declaration of results for postal ballot including e-voting.

Thanking You,

Place: Chennai  
Date: 30.03.2016

Yours faithfully,  
M. Damodaran  
Practicing Company Secretary



Membership No: 5837  
CP No. 5081