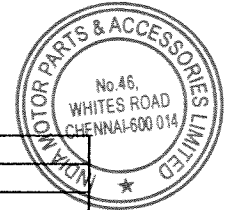


VOTING RESULTS UNDER REGULATIONS 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015



DATE OF THE AGM / EGM	Not Applicable
TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE : 13.09.2019	8212
NO. OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY:	Not Applicable
PROMOTERS AND PROMOTER GROUP:	Not Applicable
PUBLIC	Not Applicable

AGENDA - WISE DISCLOSURE (TO BE DISCLOSED SEPARATELY FOR EACH AGENDA ITEM)

RESOLUTION REQUIRED : (ORDINARY / SPECIAL)					Ordinary Resolution through postal ballot for Capitalizing Rs.4,16,00,000/- from General Reserve to issue Bonus Shares in the proportion of 1:2 - One Equity Share for every Two Equity Shares held.			
WHETHER PROMOTER / PROMOTER GROUP ARE INTERESTED IN THE AGENDA / RESOLUTION ?					No			
CATEGORY	MODE OF VOTING	NO.OF SHARES HELD as on 14.09.2019	NO.OF SHARES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO.OF VOTES - IN FAVOUR	NO.OF VOTES - AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
PROMOTERS	E-VOTING	2555446	2555446	100.00	2555446	0	100.00	0.00
	POLL							
	POSTAL BALLOT	2555446	0	0.00	0	0	0.00	0.00
	TOTAL	2555446	2555446	100.00	2555446	0	100.00	0.00
PUBLIC - INSTITUTIONS	E-VOTING	769827			0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	769827	0	0.00	0	0	0.00	0.00
	TOTAL	769827	0	0.00	0	0	0.00	0.00
PUBLIC - NON INSTITUTIONS	E-VOTING	4994727	1737439	34.79	1737439	0	100.00	0.00
	POLL							
	POSTAL BALLOT	4994727	220043	4.40	220043	0	100.00	0.00
	TOTAL	4994727	1957482	39.19	1957482	0	100.00	0.00
TOTAL		8320000	4512928	54.24	4512928	0	100.00	0.00

NOTE: There are invalid votes for 14068 shares (0.16%)

For INDIA MOTOR PARTS & ACCESSORIES LIMITED

[Signature]
Company Secretary

INDIA MOTOR PARTS & ACCESSORIES LIMITED

"SUNDARAM TOWERS" III FLOOR, 46 WHITES ROAD, CHENNAI 600 014

**MINUTES OF THE PROCEEDINGS HELD AT THE REGISTERED OFFICE ON
SATURDAY, THE 19TH OCTOBER, 2019 AT 5.00 P.M. FOR DECLARATION OF
RESULTS OF VOTING BY POSTAL BALLOT**

PRESENT

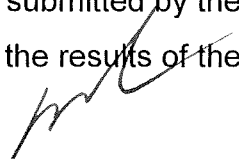
Sri N Krishnan : Managing Director
Sri M Damodaran : Scrutinizer
Sri S Kalyanaraman : Secretary & Compliance Officer

INVITEE:

Sri D Narasimhan : Manager
Cameo Corporate Services Limited
Chennai.

Sri M Damodaran, Scrutinizer stated that he had carried out the scrutiny of all the Postal Ballot Forms received up to the close of working hours (17.00 hrs) on 18th October, 2019 and submitted his report relating to the results on the voting by Postal Ballot to Managing Director. He added that the Company had extended the facility of e-voting to its members as required under Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He also stated that the postal ballot has been conducted in compliance with the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

The Report submitted by the Scrutinizer was taken on record and the Managing Director announced the results of the Voting by Postal Ballot as under:



INDIA MOTOR PARTS & ACCESSORIES LIMITED

"SUNDARAM TOWERS" III FLOOR, 46 WHITES ROAD, CHENNAI 600 014

SPECIAL BUSINESS

Ordinary Resolution through postal ballot for Capitalizing Rs. 4,16,00,000/- from General Reserve to issue Bonus Shares in the proportion of 1:2 – One Equity Share for every Two Equity Shares held.

	Postal Ballot	E – Voting	Total
Number of valid postal/electronic ballot forms received	354	99	453
Votes in favour of the Resolution	220043	4292885	4512928
Votes against the Resolution	-	-	-
Number of invalid postal ballot forms received	4	-	4
% of votes in favour			100.00

The Managing Director then declared that the following Ordinary Resolution, as set out in the Postal Ballot Notice dated 10th September, 2019, was carried with the requisite majority:

RESOLVED THAT,

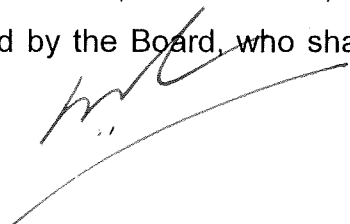
- a in accordance with Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and further subject to such permissions, sanctions and approvals as may be required in this regard, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the

INDIA MOTOR PARTS & ACCESSORIES LIMITED

"SUNDARAM TOWERS" III FLOOR, 46 WHITES ROAD, CHENNAI 600 014

"Board" which expression shall also include a Committee thereof) for capitalization of Rs. 4,16,00,000/- (Rupees Four Crore Sixteen Lakhs only) from General Reserve of the Company for the purpose of issuance of bonus shares of Rs. 10/- each, credited as fully paid-up equity shares to the holders of existing equity share(s) of the company, whose names appear in the Register of Members maintained by the Company / Registrar & Share transfer agent and the List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the record Date viz. 29th October, 2019 fixed by the Board in the proportion of 1 (One) Bonus equity share of Rs. 10/- each for every 2 (Two) existing equity share(s) of Rs.10/- each held by the Members/Beneficial Owners".

- b. the said new equity shares of Rs.10/- each to be allotted as Bonus Shares shall be subject to the Memorandum and Articles of Association of the Company and shall from the date of allotment, rank pari passu in all respects with the existing equity shares and shall be entitled to participate in full in any dividend to be declared after the date of allotment of these equity shares
- c. In the case of members who hold shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of the bonus equity shares shall be despatched, within such time as prescribed by law and the relevant authorities".
- d. No fractions, if any, arising out of the issue and allotment of Bonus Shares shall be allotted by the Company and the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, if any, shall be consolidated and the Bonus Shares, in lieu thereof, shall be allotted by the Board to nominee(s) to be appointed by the Board, who shall hold the same as trustee(s)



INDIA MOTOR PARTS & ACCESSORIES LIMITED

"SUNDARAM TOWERS" III FLOOR, 46 WHITES ROAD, CHENNAI 600 014

for the members entitled thereto, and sell the said shares so arising at the prevailing market rate and pay to the Company the net sale proceeds thereof, after adjusting therefrom the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlements.

- e. the issue and allotment of the bonus equity shares to Non-Resident Indians (NRIs), Persons of Indian origin/ Overseas Corporate Bodies and other Foreign Investors, be subject to the approval of Reserve Bank of India (RBI) or any other regulatory authority, if any, as may be required"
- f. the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, and its decision shall be final and binding on all members and other interested persons."

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

Date:19th October, 2019
Place:Chennai



MANAGING DIRECTOR



M DAMODARAN & ASSOCIATES LLP
www.mdassociates.co.in

**SCRUTINIZER'S REPORT
(POSTAL BALLOT INCLUDING E-VOTING)**

[Pursuant to Section 108 & Section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015]

To,
The Chairman,
INDIA MOTOR PARTS & ACCESSORIES LIMITED
CIN: L65991TN1954PLC000958
Registered Office: No. 46,
Whites Road, Chennai 600 014.

Dear Sir,

Sub: Scrutinizer's Report

We, M Damodaran & Associates LLP, Company Secretaries in Practice, having office at New No. 6, Old No. 12, Appavoo Gramani 1st Street, Mandaveli, Chennai-600 028 was 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 Postal Ballot process under the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules), and
- (ii) Scrutinizing the remote e-voting process ("e- voting") under the provisions of Section 108 of the Act read with Rule 20 of the Rules for the following resolution proposed to be passed by the members through postal ballot/e-voting.
 - a) Ordinary Resolution for capitalizing Rs. 4,16,00,000/- from General Reserve of the Company in order to issue bonus shares in the proportion of 1:2.



M.



M DAMODARAN & ASSOCIATES LLP

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1. In accordance with the Notice of Postal Ballot dated September 10, 2019, dispatched to the shareholders by prescribed modes on September 17, 2019 and the 'Advertisement' pursuant to Rule 22(3) of the Rules published on September 19, 2019, the voting commenced at 9:00 am on September 19, 2019 and ended at 05:00 pm on October, 18, 2019 for postal ballots as well as for e-voting. The e-voting facility was provided by Central Depository Services (India) Limited (CDSL).
2. The Equity shareholders holding shares as on September 13, 2019, "cut-off date", were entitled to vote on the resolutions stated in the Notice of Postal Ballot.
3. The votes were unblocked at 05:00 pm on October, 18, 2019 in the presence of Mr. Sampath Kumar and Mr. Kishore Kumar and the e-voting results were downloaded from the e-voting website of CDSL (<https://www.evotingindia.com/>).
4. The ballot papers received were scrutinized and reconciled with the records maintained by the Company/ R&TA and the authorizations/ Power of attorney etc. lodged with the Company. The votes were also scrutinized for the purpose of elimination of duplicate voting and two ballots were rejected on duplicate voting i.e. on e-voting as well as by postal ballot. For processing Postal Ballots, necessary technical support was provided by CDSL and M/s. Cameo Corporate Services Limited, the Registrar and Share Transfer Agents of the Company.
5. Our report on the results of the voting is based on the data downloaded from the CDSL and the votes cast through postal ballot forms received respectively in respect of the resolutions contained in the Notice of the Post Ballot.
6. The results of the voting is as under:





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Resolution 1:

Approval for capitalizing Rs. 4,16,00,000/- from General Reserve of the Company in order to issue bonus shares in the proportion of 1:2.

Passed as an Ordinary Resolution:

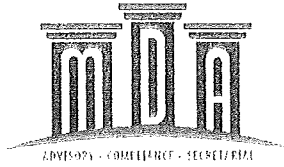
Mode of Voting	Total Valid Postal Ballot Received & valid e-voting casted (3)+(6)	Favor			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Postal Ballot & e-voting	Number of shares Voted	%	Number of Postal Ballot & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	99	99	4292885	100.00	0	0	0.00	100.00
Postal Ballot	354	354	220043	100.00	0	0	0.00	100.00
Total	453	453	4512928	100.00	0	0	0.00	100.00

Details of Invalid votes:

Mode of Voting	Total Number of members whose votes were Invalid	Number of shares
E-Voting	0	0
Postal Ballot	4	14068
Total	4	14068

3





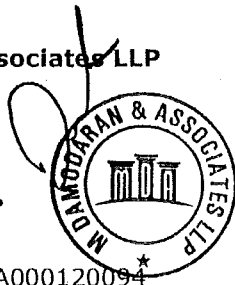
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7. Based on the aforesaid results, we report that the Ordinary Resolution as set out in the Notice of Postal Ballot dated September 10, 2019 has been passed.
8. Register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballots will remain in our custody until the Chairman considers, approves and signs the minutes of the postal ballot and the same shall be handed over thereafter to the Chairman/person authorised by him for safe keeping.

Thanking You,
Yours faithfully,
For **M Damodaran & Associates LLP**

M. Damodaran
Managing Partner
Membership No: 5837
CP No: 5081
ICSI UDIN No.: F005837A000120094



Place: Chennai
Date: 18.10.2019

