



M DAMODARAN & ASSOCIATES LLP

www.mdassociates.co.in

SCRUTINIZER'S REPORT (POSTAL BALLOT BY MEANS OF REMOTE 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 Managing Director
INDIA MOTOR PARTS & ACCESSORIES LIMITED
CIN: L65991TN1954PLC000958
Registered Office:
No.46 Whites Road,
Chennai – 600 014.

Dear Sir,

Subject: Scrutinizer's Report

We, M Damodaran & Associates LLP, Practicing Company Secretaries, had been appointed as a Scrutinizer by the Board of Directors of **INDIA MOTOR PARTS & ACCESSORIES LIMITED** ("the Company") for the purpose of Scrutinizing the process of postal ballot by means of electronic voting only ("Voting through Electronic means or remote e-Voting"), in a fair and transparent manner, under the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") read with relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India in this regard, for ascertaining the requisite majority on voting in respect of the following resolutions as set out in the Postal Ballot Notice;

- a. **Special Resolution** for appointment of Sri N Krishnan (DIN: 00041381) as a Director and as a Whole Time Director of the Company for a period of 3 (Three) years with effect from July 5, 2025 till July, 04, 2028.
- b. **Ordinary Resolution** for appointment of Sri Mukund S Raghavan (DIN: 03411396) as a Managing Director of the Company for a period of 5 (five) years with effect from July 5, 2025 till July 04, 2030.





1. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules made thereunder including the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India relating to e-voting for the resolutions as set out in the postal ballot notice dated Friday, May 16, 2025. Our responsibility as a Scrutinizer was to ensure that the remote e-voting process is conducted in a fair and transparent manner and render Scrutinizer's Report of the total votes casted "in favor" or "against", if any, on the resolutions stated in the postal ballot notice, based on the report generated from the e-voting system provided by M/s. Central Depository Services (India) Limited (CDSL), engaged by the company to provide e-voting facility.
2. The Company has on Friday, May 23, 2025, sent the Postal Ballot Notice in electronic form in accordance with the relaxation granted by the Ministry of Corporate Affairs (MCA) vide General Circular No. 09/2024 dated September 19, 2024 to its Members whose name(s) appeared on the Register of Members/ list of beneficiaries as on Monday, May 19, 2025 (cut-off date). The said postal ballot notice contained the procedure for remote e-Voting by members as required under the Act, Rules and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. Postal Ballot notice dated Friday, May 16, 2025 dispatched to Members by electronic mode on Friday, May 23, 2025 and the 'Advertisement' pursuant to the Rules published on Saturday, May 24, 2025. In accordance with the Postal Ballot Notice the remote e-Voting commenced at 09:00 AM (IST) on Tuesday, May, 27, 2025 and ended at 05:00 PM (IST) on Wednesday, June 25, 2025.
4. The Members holding shares as on Monday, May 19, 2025, i.e., cut-off date, were entitled to vote on the resolutions stated in the Postal Ballot Notice.
5. The votes were unblocked at 5.01 PM (IST) on Wednesday, June 25, 2025 in the presence of Mr. K. Janakiraman and Mr. H. Kishore Kumar, who are not in the employment of the company and the e-Voting data/results were downloaded from the e-Voting website of CDSL (www.evotingindia.com).
6. The downloaded remote e-Voting data/results were scrutinized and reviewed, the votes were counted and the results were prepared.
7. Based on the data downloaded from CDSL e-Voting system, the total votes cast in favor or against the resolutions proposed in the postal ballot notice are as under:

M. J.



Resolution 1:



Appointment of Sri N Krishnan (DIN: 00041381) as a Director and as a Whole Time Director of the Company for a period of 3 (Three) years with effect from July 5, 2025 till July, 04, 2028.

Passed as a **Special Resolution** as follows:

Mode of Voting	Total Valid e-Voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-Voting	Number of shares Voted	%	Number of e-Voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-Voting	350	345	6856199	99.9967	5	229	0.0033	100

Mode of Voting	Number of members who abstained from voting	Total number of votes abstained
Remote e-Voting	7	191562

Mode of Voting	Number of members whose votes were declared invalid	Total invalid votes
Remote e-Voting	0	0

M. Krishnan





Resolution 2:

Appointment of Sri Mukund S Raghavan (DIN: 03411396) as a Managing Director of the Company for a period of 5 (five) years with effect from July 5, 2025 till July 04, 2030.

Passed as an **Ordinary Resolution** as follows:

Mode of Voting	Total Valid e-Voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-Voting	Number of shares Voted	%	Number of e-Voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-Voting	356	351	7035035	99.9885	5	811	0.0115	100

Mode of Voting	Number of members who abstained from voting	Total number of votes abstained
Remote e-Voting	1	12144

Mode of Voting	Number of members whose votes were declared invalid	Total invalid votes
Remote e-Voting	0	0

M. S. Raghavan



8. Based on the aforesaid results, We report that the Resolutions as set out in the Postal Ballot Notice dated Friday, May 16, 2025 has been passed with requisite majority on Wednesday, June 25, 2025.
9. The electronic data and all other relevant records relating to remote e-Voting are under our safe custody and will be handed over to the Company Secretary of the Company for preserving safely after the Managing Director considers, approves and signs the minutes of postal ballot conducted by means of remote e-Voting.

Thanking You,

Yours faithfully,



M. Damodaran
Managing Partner

M Damodaran & Associates LLP

Membership No.: 5837

COP No.: 5081

FRN: L2019TN006000

PR 3847/2023

ICSI UDIN: F005837G000661316

Place: Chennai

Date: June 25, 2025

INDIA MOTOR PARTS & ACCESSORIES LIMITED

46 WHITES ROAD, CHENNAI 600 014

**MINUTES OF THE PROCEEDINGS HELD AT THE REGISTERED OFFICE ON
WEDNESDAY, THE 25TH JUNE, 2025 AT 7.30 P.M. FOR DECLARATION OF
RESULTS OF E-VOTING CONDUCTED BY POSTAL BALLOT**

PRESENT:

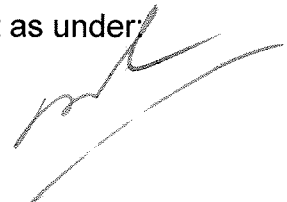
Sri N Krishnan : Managing Director
:
Sri M Damodaran : Scrutinizer
Sri Aditya Sharma : Company Secretary & Compliance Officer

INVITEE:

Sri Nagaraj : Representative of Registrar and Share
Transfer Agents – Cameo Corporate
Services Limited, Chennai.

Sri M Damodaran, Scrutinizer stated that he had carried out the scrutiny of the votes polled through Remote E-Voting conducted by Postal Ballot, up to the close of working hours (17.00 hrs) on 25th June, 2025 and submitted his report on remote E-Voting to the Managing Director. He added that the Company had extended the facility of e-voting to its members in compliance with the circular issued by the Ministry of Corporate Affairs. He also stated that the Postal Ballot through e-voting was conducted in accordance with the provisions of Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

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



INDIA MOTOR PARTS & ACCESSORIES LIMITED

46 WHITES ROAD, CHENNAI 600 014

1. Appointment of Sri N Krishnan (DIN: 00041381) as a Director and as a Whole Time Director of the Company for a period of 3 (Three) years with effect from July 5, 2025 till July, 04, 2028.- Special Resolution

	E – Voting
Number of Members voted	350
Number of Shares Voted in favour of the Resolution	6856199
Number of Shares Voted against the Resolution	229
% of votes in favour of the Resolution	99.996%

The Managing Director then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 16th May, 2025 was passed with the requisite majority:

RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Sri N Krishnan (DIN:00041381), who was appointed as a Director of the Company by the Board of Directors, subject to approval of the shareholders with effect from 5th July, 2025 and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and is liable to retire by rotation.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197, 198 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), consent of the Company be and is hereby accorded for the appointment of Sri N Krishnan (DIN:00041381), as a Whole-Time Director of the Company with effect from 5th July 2025 up to 4th July, 2028, liable to retire by rotation as per the terms set out hereunder:

Term of office	05 th July, 2025 to 4 th July, 2028
Salary	Consolidated pay of Rs. 8,00,000 per month

INDIA MOTOR PARTS & ACCESSORIES LIMITED

46 WHITES ROAD, CHENNAI 600 014

Commission	Subject to a ceiling of 1% of the Net profits of the Company for each financial year. The quantum will be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors within the ceiling of 1% of the Net Profits of the Company.
Perquisites	<ol style="list-style-type: none">1) The Company will reimburse the appointee the actual expenses incurred on utilities, including gas, electricity, and water, as well as furnishings, and such reimbursements shall be evaluated as per the Income Tax Act and Rules thereof.2) Medical Reimbursement for self and family including premium payable for medical insurance not exceeding one month salary per annum3) Fees of clubs subject to a maximum of two clubs. This will not include admission fee and life membership fee.4) Personal Accident Insurance as per the rules of the Company5) Provision of Cars with drivers for Company business, the value of which will be evaluated as per Income Tax Rules, 19626) Provision of telephone at the residence of the Whole-time Director
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.

INDIA MOTOR PARTS & ACCESSORIES LIMITED

46 WHITES ROAD, CHENNAI 600 014

Sitting Fees	He will not be entitled to sitting fees for attending the Board/Committee meeting(s).
--------------	---------------------------------------------------------------------------------------

2. Appointment of Sri Mukund S Raghavan, (DIN: 03411396), as Managing Director for a period of 5 (five) years with effect from July 5, 2025 – Ordinary Resolution

	E – Voting
Number of Members voted	356
Number of Shares Voted in favour of the Resolution	7035035
Number of Shares Voted against the Resolution	811
% of votes in favour of the Resolution	99.988%

The Managing Director then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 16th May, 2025 was passed with the requisite majority:

RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 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), consent of the Company be and is hereby accorded for appointment of Sri Mukund S Raghavan, (DIN 03411396), as Managing Director of the Company for a period of 5 (Five) years with effect from 5th July, 2025 up to 4th July, 2030, not liable to retire by rotation, as per the terms set out hereunder:

Term of office	05th July, 2025 years upto 04th July, 2030
Salary	Basic salary is 6,00,000/-p.m. effective 5th July 2025 in the scale of Rs. 6,00,000 - 8,50,000/- per month. The quantum of Annual increase will be effective 1st April of every year, commencing from 1st April 2026, upon recommendation by the Nomination and Remuneration Committee and by the Board of Directors.

INDIA MOTOR PARTS & ACCESSORIES LIMITED

46 WHITES ROAD, CHENNAI 600 014

Commission	Subject to a ceiling of 1.5% of the Net profits of the Company for each financial year. The quantum will be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors within the ceiling of 1.5% of the Net Profits of the Company.
Perquisites	<ol style="list-style-type: none">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 a House Rent Allowance subject to a ceiling of 70% of his salary. The Company will reimburse the appointee actual expenses incurred on utilities, including gas, electricity, and water, as well as furnishings, and such reimbursements shall be evaluated as per the Income Tax Act and Rules thereof.2) Medical Reimbursement for self and family including premium payable for medical insurance not exceeding one month salary.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 Company6) 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.

INDIA MOTOR PARTS & ACCESSORIES LIMITED

46 WHITES ROAD, CHENNAI 600 014

	<p>9) Provision of telephone at the residence of the Managing Director.</p> <p>10) Such other perquisites, benefits and amenities as may be provided by the Company to the other senior executives from time to time.</p>
Minimum Remuneration	<p>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.</p>
Sitting Fees	<p>He will not be entitled to sitting fees for attending the Board/Committee meeting(s).</p>

Date: 25.06.2025

Place: Chennai



MANAGING DIRECTOR

Voting Results as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Company	India Motor Parts & Accessories Limited
Date of the AGM/ EGM	Not Applicable
Total Number of Shareholders as on E-Voting Cut-Off Date	11831
No. of Shareholders present in the meeting either in person or through Proxy:	
a) Promoters & Promoter Group	Not Applicable
b) Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing:	
a) Promoters & Promoter Group	Not Applicable
b) Public	Not Applicable

1. Appointment of Sri N Krishnan (DIN: 00041381), as a Director and as a Whole Time Director for a period of 3 (Three) years with effect from July 5, 2025

Resolution Required:(Ordinary/Special)		Special Resolution						
Whether promoter/ promoter groups are interested in the agenda/resolution?		No						
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	3833168	3833168	100	3833168	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		3833168	3833168	100	3833168	0	100
PUBLIC-INSTITUTIONS	E-VOTING	1283747	816	0.064	816	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		1283747	816	0.064	816	0	100
PUBLIC-NON INSTITUTIONS	E-VOTING	7363085	3022444	41.049	3022215	229	99.992	0.008
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		7363085	3022444	41.049	3022215	229	99.992
GRAND TOTAL		12480000	6856428	54.939	6856199	229	99.997	0.003



Name of the Company			India Motor Parts & Accessories Limited					
2.Appointment of Sri Mukund S Raghavan (DIN: 03411396), as Managing Director for a period of 5 (five) years with effect from July 5, 2025								
Resolution Required:(Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter groups are interested in the agenda/resolution?			No					
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING (3)=(2/1)*100	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED (6)=(4/2)*100	% OF VOTES AGAINST ON VOTE POLLED (7)=(5/2)*100
		(1)	(2)		(4)	(5)		
PROMOTER AND PROMOTER~GROUP	E-VOTING	3833168	3833168	100	3833168	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		3833168	3833168	100	3833168	0	100
PUBLIC-INSTITUTIONS	E-VOTING	1283747	816	0.064	816	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		1283747	816	0.064	816	0	100
PUBLIC-NON INSTITUTIONS	E-VOTING	7363085	3201862	43.485	3201051	811	99.975	0.025
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		7363085	3201862	43.485	3201051	811	99.975
GRAND TOTAL		12480000	7035846	56.377	7035035	811	99.988	0.012

