

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 MONDAY, THE 27TH DECEMBER, 2021 AT 2.00 P.M. FOR DECLARATION OF RESULTS OF E VOTING CONDUCTED BY POSTAL BALLOT

PRESENT

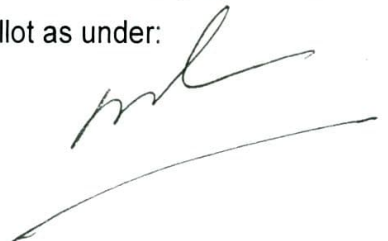
Sri N Krishnan : Managing Director
Sri M Damodaran : Scrutinizer
Sri S Kalyanaraman : Secretary & Compliance Officer

INVITEE:

Ms R Komalavalli : 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 26th December, 2021 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 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 Remote E - Voting by Postal Ballot as under:



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SPECIAL BUSINESS

1. Ordinary Resolution for amendment in terms of remuneration – Revision in percentage of Commission, payable to Sri Mukund S Raghavan, (DIN 03411396), Executive Director, from the existing limit of upto 0.5% to upto 1% of Net Profits of the Company for each financial year, with effect from 01.04.2021

	E – Voting
Number of votes cast	91
Number of Shares Voted in favour of the Resolution	6365738
Number of Shares Voted against the Resolution	256
% of votes in favour of the Resolution	99.99

The Managing Director then declared that the following Ordinary Resolution, as set out in the Postal Ballot Notice dated 12th November, 2021, was passed with the requisite majority:

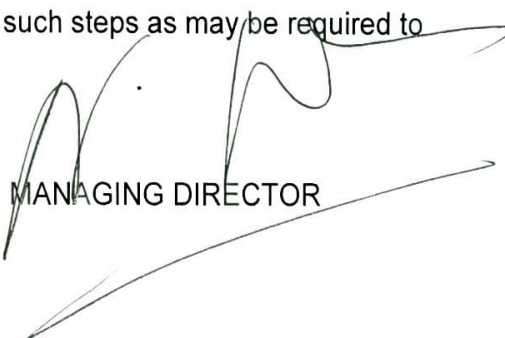
"RESOLVED THAT in partial modification of the resolution passed by the shareholders in the 65th Annual General Meeting held on 16.09.2019 and in accordance with the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, approval of the Company be and is hereby accorded for the amendment in terms of remuneration by way of Commission payable to Sri Mukund S Raghavan, (DIN 03411396), Executive Director, from the existing limit of upto 0.5% to upto 1% of Net Profits of the Company for each financial year, with effect 01.04.2021, for the remaining tenure of office, upto 06.02.2024 . All other terms of the remuneration approved by the shareholders, remain the same for the remaining tenure of office, upto 06th February 2024.

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 resolution.

Date: 27th December, 2021

Place: Chennai




MANAGING DIRECTOR