

INDIA MOTOR PARTS & ACCESSORIES LIMITED

CIN:L65991TN1954PLC000958

Registered Office : 46, Whites Road, Chennai 600 014

Tel:044-28591433 Fax:044-28523009

Email: secy@impal.net Website: www.impal.net

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the **Sixty- Eighth Annual General Meeting** of the Company will be held on **Thursday, 1st September, 2022 at 11.30 a.m.** through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business:

Ordinary Business

1. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Financial Statements, including the Consolidated Financial Statements, of the Company for the year ended 31st March, 2022 and the Board's and Auditors' Report thereon, be and are hereby approved and adopted".

2. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT an interim Dividend of Rs. 13/- per share (130%) on the face value of Rs.10/- each, declared by Board of Directors on the paid-up capital of Rs.12.48 crores for the year ended 31st March, 2022 be and is hereby recorded and the said interim dividend be treated as the total dividend for the year".

3. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Sri Mukund S Raghavan (DIN 03411396), the retiring Director, be and is hereby re-elected as a Director of the Company, liable for retirement by rotation".

4. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to sections 139, 141 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (Including any further statutory modification(s) thereto or amendment(s) thereof), the consent of the Company be and is hereby accorded to the re-appointment of M/s. Brahmayya & Company, Chartered Accountants, Chennai (Firm Registration No.000511S), as Statutory Auditors of the Company, to hold office for a period of 5 (five) years from the conclusion of this 68th Annual General Meeting until the conclusion of the 73rd Annual General Meeting to be held in the year 2027, at such remuneration as may be decided by the Board of Directors from time to time".

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Special Business:

Material Related Party Transaction

5. To consider and if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Regulation 23 (4) & (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with applicable provisions if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded in respect of all contracts or arrangements to be entered with M/s Brakes India Private Limited for purchase of Automotive Spare Parts, Brakes Oil, Coolants and other allied products up to Rs.350 crores per annum commencing from the conclusion of this Annual general meeting till the conclusion of the 69th Annual General Meeting to be held in the year 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company are authorized to do all acts and take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto".

Place : Chennai
Date : 28th May,2022

By Order of the Board
S Kalyanaraman
Company Secretary

Item No. 3

Particulars of the Directors seeking re-appointment in the forthcoming Annual General Meeting pursuant to regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)

Name of the Director	Sri Mukund S Raghavan
DIN	03411396
Date of Birth	05th July, 1965
Qualifications	B.Sc. (Mathematics), M.E.P (Indian Institute of Management, Ahmedabad), PG Diploma in Export Management from Indian Institute of Export Management.
Experience and Expertise in specific functional area	He has over 25 years' experience in the Automotive After Market Business. Prior to this he also served in Indian Navy for 10 Years.
List of other listed entities in which directorship held as on 31st March, 2022	NIL
Chairman/Member of the Committees of the Board of other listed entities in which he is a Director as on 31st March, 2022	NIL
Shareholding as on 31st March, 2022	12,144 Shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 4**

At the 63rd Annual General Meeting held on 4th September, 2017, the shareholders approved the appointment of M/s. Brahmayya & Company, Chartered Accountants, Chennai (Firm Registration No.000511S), as the Statutory Auditors of the Company, to hold office for a term of five (5) consecutive years from the conclusion of the 63rd AGM held in the year 2017 to the conclusion of the 68th AGM to be held in the year 2022.

As per the provisions of Section 139(2)(b) of the Companies Act, 2013, the Company is permitted to appoint an audit firm as Auditor for a second term of five (5) consecutive years.

M/s. Brahmayya & Company, Chartered Accountants, Chennai, fulfill all the requisite criteria for being re-appointed as Statutory Auditors of the Company for a further term of five (5) years. Accordingly, the Board of Directors has recommended the re-appointment of M/s. Brahmayya & Company, Chartered Accountants, Chennai, as statutory auditors of the Company, for a second term of five (5) consecutive years, commencing from the conclusion of 68th AGM till the conclusion of the 73rd AGM to be held in the year 2027.

Fees Payable to the M/s. Brahmayya & Company, Statutory Auditors	As may be decided by the Board of Directors of the Company from time to time
Term	Five (5) consecutive years from the conclusion of the 68th Annual General Meeting to the conclusion of the 73rd Annual General Meeting
Credentials and Basis of Recommendation	M/s. Brahmayya & Co., Chartered Accountants, Chennai (Firm Registration No.000511S) was established in the year 1932. The firm has 90 years of experience in Assurance Services, Taxation Direct and Indirect, Due Diligence, Valuation and Management Consulting assignments.

Interest of Directors and Key Managerial Personnel:

None of the Directors and other Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolution.

Item No. 5

The Company in the ordinary course of business has been purchasing Automotive Spare Parts, Brakes Oil, Coolants, and other allied products from M/s. Brakes India Private Limited.

As per SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 dated 9th November, 2021, the material Related Party Transactions (RPTs), which have been approved prior to 1st April, 2022 and continuing beyond 1st April, 2022 require to be placed before the shareholders for approval at the first General Meeting held after 1st April, 2022. It also stipulates that this approval be obtained annually.

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Nature of material terms of contract or arrangement:

Purchase of Spare Parts, Brakes Oil, Coolants, and other allied products in the ordinary course of business up to maximum annual value of Rs.350.00 crores from the conclusion of the 68th Annual General Meeting till the conclusion of 69th Annual General Meeting to be held in the year 2023.

The products of Brakes India Private Limited is one of the major lines of our Company's distribution business and the transactions are in the ordinary course of business, and are at arm's length.

This has been approved by the Audit Committee and recommended by the Board of Directors to the shareholders for their approval.

Accordingly, the approval of the shareholders is being sought by way of an Ordinary Resolution.

Interest of Directors and Key Managerial Personnel:

Sri S Ram and Sri Ananth Ramanujam, Directors are interested in the resolution since their relatives are Directors in M/s. Brakes India Private Limited. Except Sri S Ram and Sri Ananth Ramanujam none of the other Directors and Key Managerial Personnel of the Company or their relatives are financially or otherwise interested in the resolution.

All the related parties of the Company shall abstain from voting on the Resolution.

SHAREHOLDER INFORMATION:

This Notice, together with the Annual Report for the financial year 2021-22, is being sent only in electronic form, in accordance with the relaxation granted by the Securities and Exchange Board of India vide Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, to all the shareholders whose names appear in 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 29th July, 2022 and who have registered their email id with the Company/Depositories.

1. Appointment of Proxy

A member entitled to attend and vote is entitled to appoint a proxy and such a proxy need not be a member. However, as per the permission granted by MCA and SEBI, the entitlement for appointment of proxy has been dispensed with for AGMs to be conducted in electronic mode till 31st December, 2022. Accordingly, the Attendance Slip and Proxy Form have not been annexed to this Notice.

2. Voting

In accordance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, e-voting facilities have been provided for the members. The Board of Directors have appointed Sri M Damodaran of M/s. Damodaran Associates, LLP Practicing Company Secretaries, Chennai as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. 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 in a secure manner.

The remote e-voting period would commence on **Saturday, the 27th August, 2022 (9.00 a.m.)** and ends on **Wednesday, the 31st August, 2022 (5.00 p.m.)**.

During the above period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Wednesday, the 24th August, 2022**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on Wednesday, the 31st August, 2022. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.

The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on **Wednesday, the 24th August, 2022**. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date (**24th August, 2022**) only shall be entitled to avail the facility of remote e-voting as well as e-voting at the time of the meeting.

Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

Members can opt for only one mode of voting, i.e., either by VC/OAVM or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast VC/OAVM facility shall be treated as invalid. The procedure and instructions for remote e-voting, attending the meeting and e-voting at the meeting is furnished in this notice.

The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of the voting through VC/OAVM /e-voting will be announced by the Company on its website -www. impal.net within two days of passing of the resolution at the Annual General Meeting.

3. Other Matters.

A. Members are requested to:

- Provide their e-mail id for all communication purposes;
- Opt for NACH / NEFT / RTGS facility by providing latest bank account details for prompt credit and for avoiding fraudulent encashment / loss in postal transit of dividend warrant;
- Avail nomination facility;
- Provide Permanent Account Number if not already provided;

For the above purposes,

- (i) shareholders holding shares in electronic mode may approach their respective depository participants (DP), and
- (ii) shareholders holding shares in physical mode can approach M/s. Cameo Corporate Services Limited, our Registrar & Share Transfer Agent, 'Subramanian Building', No 1 Club House Road, Chennai 600 002, Tel. No. 044 2846 0390 - 0395, Email: investor@cameoindia.com / agm@cameoindia.com.

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- B.** Members who are holding shares in physical form are requested to avail dematerialization facility. For further information, please refer to FAQs posted by National Securities Depository Limited on its website www.nsdl.co.in and Central Depository Services (India) Limited on its website www.cdslindia.com.
- C.** Since the AGM is proposed to be held through VC / OAVM, the Route Map of the venue has not been annexed to this Notice.
- E.** Members holding shares in physical form and desirous of making/updating Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrar & Transfer Agents, M/s. Cameo Corporate Services Ltd., who will provide the form on request. These forms are also available on the Company's website at www.impal.net under Investor info section. Members holding shares in dematerialised form should make/update their nomination with their Depository Participants.

PROCEDURES / INSTRUCTIONS

CDSL E-Voting System – For Remote E-Voting and E-Voting during AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 2/2021 dated 13th January, 2021 and Circular No. 2/2022 dated 5th May, 2022. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the

Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.impal.net. The Notice can also be accessed from the website of National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com).

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Remote E-Voting

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Saturday, the 27th August, 2022, 9.00 a.m.** and ends on **Wednesday, the 31st August, 2022, 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, the 24th August, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin.

	<p>The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 18001020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

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 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

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- 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.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secy@impal.net, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. **For speaking at the AGM:** Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance during the period from **Wednesday, the 24th August, 2022 (9:00 A.M. IST) to Friday, the 26th August, 2022 (5:00 P.M. IST)**, from their registered e-mail id, mentioning their name, demat account number/folio number, email id, mobile number, to agm.speakers@impal.net. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for AGM.

8. **For raising queries by e-mail:** Members who do not wish to speak during the AGM but have queries, may send their queries by e-mail to agm.queries@impal.net mentioning their name, DP ID and Client ID/folio number, PAN, mobile number, from **Wednesday, the 24th August, 2022 (9:00 A.M. IST)** to **Friday, the 26th August, 2022 (5:00 P.M. IST)**. These queries will be replied to by the company suitably by email.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022- 23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.