

INDIA MOTOR PARTS & ACCESSORIES LIMITED

Registered Office : 46, Whites Road, Chennai 600 014

CIN:L65991TN1954PLC000958

Tel:044-28523996 Fax:044-28523009

Email:secy@impal.net

www.impal.net

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the **Sixty first Annual General Meeting** of the Shareholders of the Company will be held at **11 a.m. on Wednesday the 19th day of August 2015**, at the Music Academy, 168 (Old No.306), T T K Road, Chennai – 600 014, 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 Statements of Accounts of the Company for the year ended 31st March 2015 and the Directors’ and Auditors’ Reports 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 a Special dividend of Rs.4/- Per share (40% on the face value of Rs.10/- each) and interim dividend of Rs.10/- per share (100% on the face value of Rs.10/- each) declared by Board of Directors on the paid-up capital of Rs.831.96 lakhs for the year ended 31st March 2015 and paid to the Members of the Company be and is hereby recorded and the said dividends 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 Ms Shobhana Ramachandhran (holding DIN 00273837) the retiring Director, be and is hereby re-elected as 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 Messrs. Sundaram & Srinivasan, Chartered Accountants, Chennai (Registration No.004207S) the retiring Auditors, be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and that the statutory audit fee, payable to them, be fixed at Rs 5.00 lakhs, in addition to tax audit fee of Rs.1.00 lakh, certification fee of Rs 1.00 lakh, service tax and reimbursement of travelling and other out-of-pocket expenses incurred by them in connection with the audit.”

Place : Chennai

Date : 28th May 2015

By Order of the Board

S Kalyanaraman

Company Secretary

PARTICULARS OF THE DIRECTORS SEEKING APPOINTMENT /RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT.**Item No 3 of the Notice**

Name of the Director : Ms. Shobhana Ramachandhran
DIN : 00273837
Age : 55 years
Qualification : Post Graduate in English Literature with Intermediate qualification in Company Secretaryship

Ms. Shobhana Ramachandhran was appointed as Director of the Company with effect from 08th July 2008. She has rich experience in the tyre and rubber industry and holds Directorship in various Companies. She also serves as member & office bearer of many charitable trusts & institutions focusing on education, welfare, health, etc.

Ms. Shobhana Ramachandhran holds 63275 shares of the Company.

Details of other Directorships held by her:

Sl.No.	Name of the Company
1	M/s TVS Srichakra Limited
2	M/s Sundaram Industries Private Limited
3	M/s TVS Novotema Elastomeric Engineered Products Pvt. Limited
4	M/s Firestone TVS Private Limited
5	M/s TVS Srichakra Investments Limited
6	M/s TVS Europe Distribution Limited, UK
7	M/s Pusam Rubber Products Limited
8	M/s Uthiram Rubber Products Limited
9	M/s Sundaram Finance Limited
10	M/s TVS Logistics Services Limited
11	M/s Drive Enterprise Solutions Limited - Resigned with effect from 17.04.2015

Committee Membership in other Companies:

Sl No	Name of the Company
1	M/s TVS Srichakra Limited <ul style="list-style-type: none"> – Member, Stakeholders Relationship Committee – Chairperson, Corporate Social Responsibility Committee
2	M/s Sundaram Finance Limited <ul style="list-style-type: none"> – Member, Audit Committee – Member, Corporate Social Responsibility Committee

SHAREHOLDER INFORMATION:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. The proxy form duly stamped and executed, should be deposited at the Regd. & Corporate Office of the Company at least forty-eight hours before the time fixed for the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 13.08.2015 to 19.08.2015 for the purpose of Annual General Meeting.
4. In accordance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, postal ballot/e-voting facility have been provided to the members. The Board of Directors have appointed Sri M Damodaran of M/s Damodaran Associates, Practising Company Secretaries, Chennai as the Scrutinizer for conducting the postal ballot and 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. It may be noted that this remote e-voting facility is optional. The remote e-voting facility will be available at the link www.evotingindia.com during the following voting period:

The remote e-voting period would commence on Sunday, the 16th August 2015 (9.00 a.m.) and end on 18th August 2015 (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 12th August 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on Tuesday, the 18th August, 2015. 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 12th August 2015. 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 (12th August 2015) only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through Ballot Paper. Notice is being sent to all the shareholders whose names appear on 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 10th July, 2015. Any person, who acquires shares of the Company and becomes a member after despatch of the Notice, but holding shares as on the cut-off date for remote e-voting i.e. 12th August 2015, may obtain the login Id and password by sending a request to helpdesk.evoting@cdslindia.com or contact our Registrar & Share Transfer Agent at the address mentioned on Note no.5 (ii). The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by postal ballot form shall be able to exercise their right at the meeting. The Members who have cast their vote by remote e-voting or by postal ballot form 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 Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.

The procedure and instructions for e-voting is furnished in this notice.

Pursuant to clause 35B (ii) of the Listing Agreement, to enable those shareholders who do not have access to e-voting facility, the Company has enabled a postal ballot facility. A member desiring to exercise vote by postal ballot is requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours (5.00 p.m.) on Tuesday, the 18th August, 2015.

The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of the postal ballot/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.

5. Members are requested to

- Furnish a copy of the PAN Card to the Company / RTA for registration of transfer / transmission of shares.

INDIA MOTOR PARTS & ACCESSORIES LIMITED

- Opt for National Electronic Clearance Service (NECS) facility for receiving dividend direct to their bank account
- Provide latest bank account details, wherever NECS facility is not available, for prompt credit and for avoiding fraudulent encashment/loss in postal transit of dividend warrant and
- Avail nomination facility
- Opt for “Green initiative” as suggested by Ministry of Corporate Affairs by registering their e-mail id for receiving notices / documents / reports through electronic mode.

For this purpose,

- 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 & Transfer Agent – Tel No. 044-28460390, E Mail: investor@cameoindia.com
6. Members who have not encashed their dividends for the financial year ended 31st March 2008 or any subsequent financial years are requested to lodge their claim with the Company / Share Transfer Agents. Reminders are sent to Members to claim their dividends before the amount is transferred to Investor Education & Protection Fund.
7. Members who are holding shares in physical form are requested to avail dematerialization facility.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

In case of members receiving e-mail:

- i) Log on to the e-voting website www.evotingindia.com
- ii) Click on “Shareholders” tab.
- iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company) and then enter the Captcha Code as displayed and Click on Login.
- v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.

- vi) Now, fill up the following details in the appropriate boxes:

PAN *	Enter your 10 digit alpha-numeric * PAN issued by Income Tax Department
DOB #	Enter the Date of Birth as recorded in your demat account / folio in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account / folio.

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name followed by last 8 digits of Folio No / Client ID in the PAN field. In case the Folio No is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramesh Kumar with Folio number 838 then enter RA00000838 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- vii) After entering these details appropriately, click on “SUBMIT” tab.
- viii) Members 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.
- ix) Members holding shares in physical form will then reach directly the Company selection screen. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii) 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.
- xiii) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.

- xiv) 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.
- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

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 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.

In case of members receiving the physical copy:

- A) Please follow all steps referred above to cast vote.
- B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

BOARD OF DIRECTORS

Sri S RAM	Chairman
Sri ANANTH RAMANUJAM	
Sri S RAVINDRAN	
Sri S PRASAD	
Ms SHOBHANA RAMACHANDHRAN	
Sri RASESH R DOSHI	
Sri S VENKATESAN	
Sri T N P DURAI	
Sri N KRISHNAN	Managing Director

COMMITTEES OF THE BOARD

Audit Committee

Sri S PRASAD	Chairman
Sri S RAVINDRAN	
Sri RASESH R DOSHI	
Sri N KRISHNAN	

Stakeholders Relationship Committee

Sri S VENKATESAN	Chairman
Sri N KRISHNAN	

Nomination & Remuneration Committee

Sri S RAVINDRAN	Chairman
Sri S PRASAD	
Sri S RAM	

Corporate Social Responsibility Committee

Ms SHOBHANA RAMACHANDHRAN	Chairperson
Sri S RAVINDRAN	
Sri S PRASAD	
Sri N KRISHNAN	

SR. EXECUTIVE VICE PRESIDENT – MARKETING & BUSINESS DEVELOPMENT

Sri MUKUND S RAGHAVAN

CHIEF FINANCIAL OFFICER

Sri S RAMASUBRAMANIAN

COMPANY SECRETARY

Sri S KALYANARAMAN

AUDITORS

M/S SUNDARAM & SRINIVASAN

Chartered Accountants

23, C P Ramasamy Road,
Alwarpet, Chennai – 600 018

SECRETARIAL AUDITORS

M/S DAMODARAN & ASSOCIATES

Practising Company Secretaries

New No.6, Old No.12
Appavoo Gramani 1st Street
Mandaveli, Chennai – 600 028

BANKERS

STATE BANK OF INDIA

REGISTERED & CORPORATE OFFICE

“Sundaram Towers” III Floor
#46, Whites Road, Chennai – 600 014
CIN: L65991TN1954PLC000958
Website: www.impal.net

Contents	Page No.
Financial Highlights	2
Directors' Report to the Shareholders	3
Auditors' Report	30
Balance Sheet	34
Profit & Loss Statement	35
Notes	36
Cash Flow Statement	46
Report on Corporate Governance	48

INDIA MOTOR PARTS & ACCESSORIES LIMITED

EXECUTIVES

Sri L SRINIVASAN

Sr. Vice President (Marketing)

Sri V SRIDHAR

Sr. General Manager (Systems & Materials)

Sri R SIVARAMAN

General Manager (Marketing)

Sri M PARAMESWARAN

General Manager (Accounts & Information Systems)

Sri N SUNDARAM

General Manager (Accounts)

FINANCIAL HIGHLIGHTS

Rs. in Lakhs

Particulars	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09
Share Capital	831.96	831.96	831.96	415.98	415.98	415.98	415.98
Reserves & Surplus	20551.73	18851.58	16772.92	15340.59	13033.71	11004.09	9278.59
Net Worth	21383.69	19683.54	17604.88	15756.57	13449.69	11420.07	9694.57
Capital Employed	23082.19	21224.99	20369.91	17461.91	13639.62	11522.02	11129.46
Sales	51095.62	51050.27	49437.84	50030.56	42799.06	35808.80	30055.60
Profit Before Tax	4351.37	4256.37	4150.59	4570.79	4154.09	3647.65	2531.22
Profit After Tax	3100.47	2954.68	2720.15	3225.46	2851.51	2479.60	1737.59
Dividend Amount	1164.74	748.76	748.76	790.36	707.17	644.77	499.18
Dividend per share on a face value of Rs.10/- each (Rs.)	14.00*	9.00	9.00	19.00	17.00	15.50	12.00
Dividend %	140	90	90	190	170	155	120
Earnings per Share (Rs.)	37.27	35.51	32.70	77.54	68.55	59.61	41.77
Book Value per Share (Rs)	257.03	236.59	211.61	378.78	323.32	274.53	233.05

* Includes special (Diamond Jubilee) dividend