



IMIL/SE/EGM/PR/02020

February 14, 2020

By Online Submission

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort,
Mumbai 400 001
Fax [022 2272 3121]
Email [corp.relations@bseindia.com]
Stock Code : 517380

✓ **National Stock Exchange of India Limited**
Exchange Plaza, 5th Floor ,Plot No.C/1,
G-Block, Bandra Kurla Complex,
Bandra (East),
Mumbai 400 051
Fax [022-26598237/ 26598238]
Email [cmlist@nse.co.in]
Stock Code : IGARASHI

Dear Sir/Madam,

Attn: Compliance Department

Subject: Gist of Proceedings of the Extraordinary General Meeting ("EGM") held on February 14, 2020-reg

Ref: Reg. 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ; Letter No. IMIL/SE/NOTICE/0120 dated January 03, 2020 and IMIL/SE/BM/1119 dated November 14, 2019.

Further to our letters dated above, the Extraordinary General Meeting ("EGM") of the Company was held on February 14, 2020 at 10.00 A.m. The Music Academy, Mini Hall, New No. 168 (Old No. 306) , T.T.K Road, Chennai- 600 014 and the business mentioned in our EGM notice January 03, 2020.

In this regard, please find enclosed the following,

Gist of proceedings of the Extraordinary General Meeting as required under Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above information on your records and acknowledge the receipt of the same.

Thanking you,

Yours truly,
For Igarashi Motors India Limited


P Dinakara Babu
Company Secretary

IGARASHI MOTORS INDIA LIMITED

Regd. Off. & Plant 1: Plot B12 to B15, Phase II, MEPZ-SEZ, Tambaram, Chennai - 600 045, India
CIN : L29142TN1992PLC021997 E-mail : igarashi@igarashimotors.co.in
Tel. : +91-44-4229 8199 / 2262 8199 Fax : +91-44-2262 8143

GIST OF PROCEEDINGS OF THE EXTRAORDINARY GENERAL MEETING OF IGARASHI MOTORS INDIA LIMITED HELD ON FRIDAY, FEBRUARY 14, 2020 AT 10.00 A.M AT THE MUSIC ACADEMY, MINI HALL, NEW NO. 168 (OLD NO. 306) , T.T.K ROAD, CHENNAI- 600 014

Present:

Mr. S Radhakrishnan (DIN : 01246033), Independent Director, Chairman of the Meeting
Mr. R Chandrasekaran (DIN : 00012643), Managing Director

In Attendance:

Mr. P Dinakara Babu – Company Secretary
Mr. S Vivekchandranath – Chief Financial Officer
Mr. C Prabhakar– Partner, BP & Associates, Practicing Company Secretaries, Secretarial Auditor , Scrutinizer (e-voting & Poll)
Ms. Sofia – Registrar & Transfer Agent (RTA) – Cameo Corporate Services Ltd.

Members Present:

The details of the members/proxies/authorised representatives were present at the meeting are as follows:

S.No.	Registered as	No Members Presents	Shares as on February 07, 2020	Percentage (%)
1	Member	500	4,725	0.015
2	Proxy	Nil	Nil	Nil
3	Authorised Representative	2	2,11,06,295	67.06
	Total	502	2,11,11,020	67.07

CHAIRMAN

Mr. R Chandrasekaran requested Mr. S Radhakrishnan to Chair the meeting since Mr. K K Nohria, Chairman of the Board of Directors could not attend the meeting. Mr. S Radhakrishnan occupied the Chair.

At 10.00 A.M, the Chairman commenced the meeting by welcoming the members to Extraordinary General Meeting (EGM) of the Company. The Chairman then announced that pursuant to the provisions of Section 103 of the Companies Act, 2013, requisite quorum being present, declared the meeting to be in order. He informed that the EGM notice dated January 03, 2020 had already been sent to all the Shareholders by e-mail & through approved mode and also published in The Hindu Tamil and Business Standard Newspapers on January 11, 2020.

The Chairman informed that Mr. K K Nohria, Mr. Keiichi Igarashi, Mr. Hemant M Nerurkar and Ms. Eva Maria Rosa Schork, Directors could not attend the meeting due to health/travel restrictions due to corona virus/ pre-occupation and have expressed their inability to attend the meeting. He further informed that Mr. S Sethuraman, Partner of B S R & Co. LLP, Chartered Accountants, Statutory Auditors could not attend the meeting due to pre-occupancy and expressed inability to attend the meeting. Accordingly, the Company exempted them from attending the meeting.

The Chairman then informed the members that Mr. C Prabhakar, Partner, BP & Associates, Secretarial Auditor, as Scrutinizer for e-voting & Poll and Ms. Sofia, representing RTA Cameo Corporate Services Ltd.

The Chairman explained that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and As per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company extended e-voting facility of Central Depository Services India Ltd to the Members of the Company (who were holding shares as on cut-off date February 07, 2020) in respect of businesses to be transacted at the Extraordinary General meeting.



He further said that the e-voting commenced at 10.00 am on February 11, 2020 (Tuesday) and ended at 5.00 p.m on February 13, 2020 (Thursday).

The Chairman explained that as per provisions of the Companies Act, 2013, resolutions shall not be passed by show of hands as Company provided e-voting facility. Thus, the Company has arranged for a poll on all the Two (2) resolutions to be passed in this meeting.

The Chairman with the consent of the members, considered the Notice dated January 03, 2020 as read.

Thereafter on the invitation of the Chairman, several Members addressed the Meeting, raised queries on the purpose of re-classification of outgoing promoters, business update, bonus shares, and dividend. At the advice of the Chairman, Mr. R Chandrasekaran, Managing Director replied various matters raised by Mr. Padmanabhan, Mr. V Rangan, Mr. V Srinivasan, Mr. Venkatesan, Mr. S Srinivasulu and Mr. Ramalingam Vidyashankar.

The Chairman ordered Poll on the resolutions of Special Business set out in items 1 & 2 of the EGM Notice dated January 03, 2020.

Then the Chairman requested members, who have not voted through e-voting mechanism, to participate in Poll and cast their votes in proportion of their shares of the Paid-up equity share capital of the Company as on the cut-off date February 07, 2020.

Subsequently, the Chairman requested Mr. C Prabhakar, Scrutinizer to conduct of the voting and submit his report including e-voting result on or before February 16, 2020.

Thereafter, the voting by way of poll was conducted for the following two resolutions as stated in the EGM Notice

S. No	Particulars	Nature of Business
1	Reclassification of Mr. Padmanabhan Mukund and MAPE Securities Private Limited from Promoters to Public Category	Ordinary
2	Appointment of Mr. Padmanabhan Mukund as Advisor for three years	Ordinary

The members then polled their votes through ballot papers and deposited the same in the ballot box placed at the meeting hall.

The Chairman informed that the combined results of e-voting and the Poll would be declared within 48 hours by the Company Secretary. The combined results along with report of scrutinizer will be informed to stock exchanges (NSE & BSE) and report of Scrutinizer for e-voting and Poll will also be uploaded on website of our Company (www.igarashimotors.com) and Central Depository Services India Limited website (www.cdslindia.com) besides communicating to the Stock Exchange(s).

The Chairman then thanked the members present and announced the formal closure of the Extraordinary General Meeting of the Company at 10.40 a.m.





IMIL/SE/EGM/VR/0220

February 14, 2020

By online submission

Bombay Stock Exchange Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort,
Mumbai 400 001
Fax [022-22722037, 22722039]
Email [Corp.compliance@bseindia.com]
Stock Code: 517380

✓ **National Stock Exchange of India Limited**
Exchange Plaza, 5th Floor
Plot No.C/1, G-Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
Fax [022-26598237/26598238]
Email[cmlist@nse.co.in]
Stock Code: IGARASHI

Dear Sir,

Subject: Submission of Voting Results of the Extraordinary General Meeting – reg

Ref: Reg. 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the above subject, we herewith enclose the voting results of the Extraordinary General Meeting of the Members of the Company held on February 14, 2020 at 10.00 a.m and concluded at 10.40 a.m, as per the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in **Annexure – 1** along with this letter and Scrutinizer's Report.

Please note that all the two (2) resolutions have been passed with requisite majority as prescribed under applicable Laws and Regulations.

Copy of this letter shall also be hosted on the website of the Company viz. www.igarashimotors.com

Kindly take the above information on your records and acknowledge the receipt of the same.

Thanking You.

Yours Faithfully,
For **IGARASHI MOTORS INDIA LIMITED**


P. Dinakara Babu
Company Secretary

Encl: 1) Voting Results as per format
2) Scrutinizer's Report

IGARASHI MOTORS INDIA LIMITED

Regd. Off. & Plant 1: Plot B12 to B15, Phase II, MEPZ-SEZ, Tambaram, Chennai - 600 045, India
CIN : L29142TN1992PLC021997 E-mail : igarashi@igarashimotors.co.in
Tel. : +91-44-4229 8199 / 2262 8199 Fax : +91-44-2262 8143

Annexure I

Name of the Company	Igarashi Motors India Limited
Date of the AGM	February 14, 2020
Total No. of Shareholders on record date	21881
No. of Shareholders present in the meeting either in Person or through Proxy:	
Promoters and Promoters Group:	02
Public	500
No. of Shareholders attended the meeting through Video Conference:	
Promoters and Promoters Group:	Not Applicable
Public:	

For Igarashi Motors India Limited


P. DINAKARA BABU
Company Secretary

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Reclassification of Promoters				
Category	Mode of voting	No. of shares held	No. of votes 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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23606288	23606288	100	23606288	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	23606288	23606288	100	23606288	0	100	0
Public- Institutions	E-Voting	2634084	2016386	76.5498	2016386	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2634084	2016386	76.5498	2016386	0	100	0
Public- Non Institutions	E-Voting	5234676	4770	0.0911	4770	0	100	0
	Poll		82	0.0016	79	3	96.3415	3.6585
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	5234676	4852	0.0927	4849	3	99.9382	0.0618
Total		31475048	25627526	81.4217	25627523	3	100	0
Whether resolution is Pass or Not							Yes	
Disclosure of notes on resolution								

For Igarashi Motors India Limited


P. DINAKARA BABU
Company Secretary

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Padmanabhan Mukund as Advisor				
Category	Mode of voting	No. of shares held	No. of votes 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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23606288	23606288	100	23606288	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	23606288	23606288	100	23606288	0	100	0
Public- Institutions	E-Voting	2634084	2016386	76.5498	2016386	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2634084	2016386	76.5498	2016386	0	100	0
Public- Non Institutions	E-Voting	5234676	4770	0.0911	103	4667	2.1593	97.8407
	Poll		82	0.0016	79	3	96.3415	3.6585
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	5234676	4852	0.0927	182	4670	3.751	96.249
Total		31475048	25627526	81.4217	25622856	4670	99.9818	0.0182
Whether resolution is Pass or Not							Yes	
Disclosure of notes on resolution								

For Igarashi Motors India Limited


P. DINAKARA BABU
 Company Secretary



BP & ASSOCIATES
Company Secretaries

// CERTIFIED TRUE COPY //

Consolidated Scrutinizer's Report on Remote E-Voting & Poll conducted at the Extra Ordinary General Meeting of IGARASHI MOTORS INDIA LIMITED held on 14th February, 2020

To,
The Chairman/Company Secretary
IGARASHI MOTORS INDIA LIMITED
PLOT NO.B-12,B-15,PHASE-II,MEPZ,TAMBARAM,CHENNAI-45

Dear Sir,

Sub: Passing of Resolution(s) through electronic voting and Poll pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended.

I, C. Prabhakar, Partner of BP & Associates, Company Secretaries, Chennai - 83, have been appointed as a Scrutinizer by the Board of Directors at its meeting held on 14th November, 2019 as the Scrutinizer for the Remote E-voting process as well as to scrutinize the "poll", conducted at the venue of the Extra Ordinary General Meeting held on Friday, 14th February, 2020 at 10.00 am at The Music Academy, Mini Hall, New No. 168 (Old No. 306), T.T.K Road, Chennai- 600 014, pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. I hereby state that, I am familiar and well versed with the concept of electronic voting system and poll as prescribed under the said Rules.

The Management of the Company is responsible to ensure compliance with the requirements of (i) the Companies Act 2013 and the rules made thereunder and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the Extra ordinary General Meeting.

My responsibility as scrutinizer for the e-voting process and for the poll at the EGM is restricted to make Consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Central Depository Services India Ltd, the authorized agency engaged by the Company to provide facilities for e-voting and votes casted by the Shareholders via Ballot paper at the meeting venue when Poll conducted.

The E-Voting period begun at 10.00 Hrs (IST) on Tuesday, 11th February, 2020 till 17.00 Hrs (IST) on Thursday, 13th February, 2020. During this period, the shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 07th February, 2020 have cast their vote electronically.

At the venue of the Extra Ordinary General Meeting of the company held on Friday, 14th February, 2020, the Chairman suo motu ordered to conduct the "Poll" by the physical Ballot Forms to those Members present in the meeting but could not earlier participate in the Remote E-voting to record their votes.

On 14th February, 2020, after Poll was conducted at the venue of the EGM - the locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company. Thereafter, the Ballot Forms were entered by me in CDSL E-Voting platform and the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Ezhil Govindarajan and Ms. S M Yashika who acted as the witnesses:

Name: Ms. Ezhil Govindarajan

Name: Ms. S M Yashika





Thereafter, I as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the Poll conducted at the venue of the EGM, the details of which are as follows:

Details	Remote E-Voting	Poll Conducted in EGM	Total Voting
Number of members who cast their votes	13	15	28
Total number of Shares held by them	25627444	82	25627526
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder.		
Invalid/Abstained Votes	Various as mentioned under each of the Resolution.		

The results of the e-voting together with that of the poll are as under:

Item No - 1 : Special Business

Ordinary Resolution - Reclassification of Promoters

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
e-Voting	25,627,444	100.00%	-	0.00%	-	25,627,444	100.00%
Poll	79	0.00%	3	0.00%	-	82	0.00%
Total	25,627,523	100.00%	3	0.00%	-	25,627,526	100.00%

Based on the aforesaid results, we report that this Ordinary Resolution passed with requisite Majority.

Item No - 2 : Special Business

Ordinary Resolution - Appointment of Mr. Padmanabhan Mukund as Advisor

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
e-Voting	25,622,777	99.98%	4,667	0.02%	-	25,627,444	100.00%
Poll	79	0.00%	3	0.00%	-	82	0.00%
Total	25,622,856	99.98%	4,670	0.02%	-	25,627,526	100.00%

Based on the aforesaid results, we report that this Ordinary Resolution passed with requisite Majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company. I shall be arranging to handover these records to you or other person as authorised by you.

Thanking you.

Yours Faithfully,

BP & Associates | Company Secretaries

C Prabhakar

Partner

C P No: 11033 | M No : 30433

UDIN:A030433A000552724

Place: Chennai | Date: 14th February, 2020

For Igarashi Motors India Limited

P. DINAKARA BABU
Company Secretary





BP & ASSOCIATES
Company Secretaries

FORM NO.MGT - 13

Report of Scrutinizer - IGARASHI MOTORS INDIA LIMITED

**[Pursuant to section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies
(Management and Administration) Rules, 2014]**

To,

The Chairman/Company Secretary

IGARASHI MOTORS INDIA LIMITED

PLOT NO.B-12,B-15,PHASE-II,MEPZ,TAMBARAM,CHENNAI-45

Respected Sir,

I, C. Prabhakar, Partner of BP & Associates, Company Secretaries, Chennai - 83, have been appointed as a Scrutinizer by the Board of Directors at its meeting held on 14th November, 2019 as the Scrutinizer for the purpose of "poll", conducted at the venue of the Extra Ordinary General Meeting held on Friday, 14th February, 2020 at 10.00 A.M at The Music Academy, Mini Hall, New No. 168 (Old No. 306) , T.T.K Road, Chennai- 600 014.

We submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One Ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective or if signature of any shareholders did not match with the records have been treated as invalid and kept separately.
3. The votes were unblocked on Friday, the 14th February, 2020 after the meeting in the presence of two witnesses, namely, Ms. Ezhil Govindarajan and Ms. S M Yashika





BP & ASSOCIATES
Company Secretaries

4. The result of the Poll is as under:

Item No - 1

Ordinary Resolution -Reclassification Promoters

(i) Voted in favour of the Resolution:

Number of members present and voting (in person and proxy)	Number of votes cast by them	% of total number of valid votes cast
12	79	96%

(ii) Voted against the resolution:

Number of members present and voting (in person and proxy)	Number of votes cast by them	% of total number of valid votes cast
3	3	4%

(iii) Invalid Votes:

Number of members present and voting (in person and proxy)	Total number of votes cast by them
0	0

Item - 2

Ordinary Resolution -Appointment of Mr. Padmanabhan Mukund as Advisor

(i) Voted in favour of the Resolution:

Number of members present and voting (in person and proxy)	Number of votes cast by them	% of total number of valid votes cast
12	79	96.34%





BP & ASSOCIATES
Company Secretaries

(iii) Invalid Votes:

Number of members present and voting (in person and proxy)	Total number of votes cast by them
0	0

BP & Associates
Company Secretaries



C Prabhakar
Partner
C P No: 11033 | M No : 30433
UDIN: A030433A000552724
Place: Chennai
Date: 14th February, 2020

