



Igarashi Motors India Limited

14th August 2014

Reg. Off. & Plant - I :

Plot No. B12 to B15 Phase II,
MEPZ - SEZ, Tambaram,
Chennai - 600 045, India.

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CIN : L29142TN1992PLC021997

By Email & Courier

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

Madras Stock Exchange Limited

Exchange Building, No.11 Second Line Beach

Chennai 600 001

Fax [25244897]

Email [mse.listing@gmail.com]

Stock Code : CGIGAMOTR

Dear Sir,

Atten: Compliance Department

Ref: Listing Agreement Clause 31 - Scrip Code No.517380

We enclose a copy of the proceedings of the 22nd Annual General Meeting held on 30th July 2014.

This is for your information and records.

Thanking you

Yours faithfully

For IGARASHI MOTORS INDIA LIMITED

P Dinakara Babu
COMPANY SECRETARY

Encl As Above

**GIST OF THE PROCEEDINGS OF ANNUAL GENERAL MEETING OF
IGARASHI MOTORS INDIA LIMITED WAS HELD ON WEDNESDAY, THE 30th
JULY, 2014 AT 3.00 P.M. AT KAMARAJAR ARANGAM, 492, ANNA SALAI,
CHENNAI 6000 06.**

Present :

Mr. K K Nohria – Chairman & Member
Mr. Hemant M Nerurkar - Director & Audit Committee Chairman
Mr. Amit Dixit , Director
Mr. S Radhakrishnan, Director
Mr. P Mukund, Managing Director & Member

In Attendance:

Mr. R Chandrasekaran, Chief Financial Officer
Mr. P Dinakara Babu - Company Secretary
Mr. V Viswanathan, Partner, Sharp & Tannan, Chartered Accountants
Mr. S Bhaskar, Practising Company Secretary & Scrutinizer (e-Voting & Poll)
Ms. Vetriselvi, Registrar & Transfer Agent- Cameo Corporate Services Ltd.

Members Present :

334 Members in person (Including Authorised Representatives) 1 Member
through Proxy

CHAIRMAN

Mr. K K Nohria, Chairman of the Board of Directors presided over the meeting.

The Chairman then stated that pursuant to the provisions of Section 103 of the Companies Act, 2013, the requisite quorum for the meeting was 30 members present in person. The Chairman also informed that the requisite quorum being present declared the meeting open and welcomed the members attending the meeting.

The Chairman then stated that Register of Proxies and Register of Directors' Shareholdings under Section 307 of the Companies Act, 1956 were available for inspection of the Members during the continuance of the Meeting. He introduced Directors to the members.

Then Chairman informed 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 Clause 35B of the Listing Agreement, 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 June 30, 2014) in respect of businesses transacted at this Annual General meeting.

IGARASHI MOTORS INDIA LIMITED

He also said that the e-voting was commenced at 10.00 am on July 21, 2014 and ended 5.00pm on July 23,2014. Mr. S Bhaskar, Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizer the e-voting process.

He further said 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 arranged for a poll on all the 10 resolutions to be passed in this meeting. Mr. S Bhaskar, Practicing Company Secretary is appointed as the Scrutinizer for the Poll Process.

He stated that Poll will be taken up after Chairman's Speech and Shareholders queries/suggestions on the Company's accounts and business.

With the permission of Members, the Notice convening the Meeting, the Audited Statement of Accounts and the Directors Report on the operations of the Company for the year ended on March 31,2014 were taken as read.

The Chairman while welcoming the shareholders gave brief affairs of the Company. He said that this is his last Annual General Meeting as he would be stepping down from Directorship from July 31, 2014. He thanked shareholders for their support to the Company.

The Chairman said that Auditors Report is not required to be read as there were no qualifications/ comments/observations

Then Chairman invited members for discussion, then he replied to various matters raised by Mr. Abhishek, and Mr. Jayaraman.

The Chairman ordered the Poll on the resolutions of Ordinary and Special Business set out in items 1 to 10 of the Annual General Meeting Notice. Poll Ballot paper was distributed to the members.

1) Ordinary Business:

- a) Adoption of Audited Financial Statements as at March 31,2014, Directors Report, and Auditors Report thereon (Ordinary Resolution)
- b) Declaration of Final Dividend (Ordinary Resolution)
- c) Re-appointment of Mr. Keichi Igarashi as Director (Ordinary Resolution)
- d) Appointment of Auditors (Ordinary Resolution)

2) Special Business :

- a) Appointment of Mr. Amit Dixit as Director (Ordinary Resolution)
- b) Appointment of Mr. Hemant Madhusudan Nerurkar as Independent Director for a period of three years w.e.f. July 30,2014 (Ordinary Resolution)
- c) Appointment of Mr. S Radhakrishnan as Independent Director for a period of three years w.e.f. July 30,2014 (Ordinary Resolution)

- d) Payment of Remuneration to Non-Executive Directors not exceeding 0.50 percent of net profits of the Company (Special Resolution)
- e) Creation of Mortgage on movable and immovable properties upto Rs. 100 Crores (Special Resolution)
- f) Approval of Related party transactions (Special Resolution)

He requested all 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 June 30,2014.

He also requested Mr. S Bhaskar, Scrutinizer to orderly conduct of the voting and submit report including e-voting result on July 31,2014.

The Chairman informed that the combined result of e-voting and the Poll would be declared on July 31, 2014 at 5.00 pm. Further said, the combined results along with report of scrutinizer will be informed to stock exchanges (NSE, BSE & MSE) and report of Scrutinizer for e-voting and the Poll uploaded on website of Central Depository Services India Ltd. (www.cdsindia.com).

Thereafter, Poll was conducted.

There being no other business to be transacted, the Chairman declared closure of the meeting.

IGARASHI MOTORS INDIA LIMITED



P.DINAKARA BABU
COMPANY SECRETARY