

NOTICE

NOTICE IS HEREBY GIVEN THAT The Twenty Fourth Annual General Meeting ('AGM') of Igarashi Motors India Limited will be held on Thursday, the August 04, 2016, 3.00 p.m at Hotel Savera, 146, Dr. Radhakrishnan Road, Chennai – 600 004 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2016, and the Reports of the Board of Directors and Auditor's Report thereon.
2. To confirm the payment of interim dividend and to declare a final dividend of ₹.1.50 per equity share for the financial year ended March 31, 2016.
3. To appoint a Director in place of Mr. Keiichi Igarashi (DIN : 00356779) who retires at this meeting and is eligible for re-appointment.
4. To appoint Auditors and to fix their remuneration:

To re-appoint auditors of the Company to hold office from the conclusion of 24th Annual General Meeting until the conclusion of the 25th Annual General Meeting and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution** thereof:

"RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. Sharp &Tannan, Chartered Accountants, Chennai (ICAI Firm Registration No. 003792S), be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of 24th Annual General Meeting until the conclusion of the 25th Annual General Meeting and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors and that such remuneration may be paid on progressive billing basis to be agreed upon between the Auditors and Board of Directors."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder including any statutory modification(s) or re-enactments thereof, Mr. Akhil Awasthi (DIN: 00148350) a Director who was appointed as an Additional Director of the Company by the Board with effect from January 28, 2016 and who holds office until the date of AGM, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Akhil Awasthi as a candidate for the office of a Director of the Company be and is hereby appointed as Director of the Company whose period of office liable to determination by retirement by rotation."

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

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder including any statutory modification(s) or re-enactments thereof, Mrs. Eva Maria Rosa Schork (DIN: 07159550) a Director who was appointed as an Additional Director of the Company by the Board with effect from January 28, 2016 and who holds office until the date of AGM, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Eva Maria Rosa Schork as a candidate for the office of a Director of the Company be and is hereby appointed as Director of the Company whose period of office liable to determination by retirement by rotation."



7. To consider proposed appointment of auditors of the Company to hold office from conclusion of 25th Annual General Meeting until conclusion of 30th Annual General Meeting and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution** thereof :

“RESOLVED THAT, pursuant to recommendations of the Audit Committee of the Board of Directors, M/s.B S R & Co. LLP, Chartered Accountants, Chennai (ICAI Firm Regn. No. 101248W/W-100022) are proposed to be appointed as Auditors of the Company for the financial years 2017-18 to 2021-22 (five financial years) to hold office from the conclusion of 25th Annual General meeting (subject to, however, formal appointment as Auditors in the 25th Annual General Meeting as per the process laid down under the Companies Act, 2013 and rules made thereunder) until the conclusion of the 30th Annual General Meeting (subject to ratification by the members at every subsequent Annual General Meeting) and, if so appointed at the 25th Annual General Meeting, are hereby authorised to do the Limited Review of the quarterly/half yearly or such intervals as may be prescribed by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 after their appointment as Auditors. The Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors and that such remuneration may be paid on progressive billing basis to be agreed upon between the Auditors and Board of Directors.”

By Order of the Board
For **Igarashi Motors India Limited**

Place : Chennai
Date : May 19, 2016

P. Dinakara Babu
Company Secretary
Membership No. A14812

Registered Office :
Plot No. B-12 to B-15, Phase II,
MEPZ-SEZ, Tambaram,
CHENNAI- 600 045
Phone : +91-44-42298199/22628199,
Fax : +91-44-22628143
e-mail :investorservices@igarashimotors.co.in,
CIN : L29142TN1992PLC021997
Website : www.igarashimotors.com

Notes:

- a) The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special business set out in the Notice is Annexed hereto and forms part of this Notice.
- b) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. THE PROXY FORM DULY COMPLETED MUST BE RETURNED SO AS TO REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE COMMENCEMENT OF THE AFORESAID MEETING.

Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- c) Corporate members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013 authorising their representative to attend and vote on their behalf at the Annual General Meeting.
- d) The Register of Members of the Company will remain closed from July 29, 2016 to August 04, 2016 (both days inclusive) for the purpose of the final dividend for the financial year ended March 31, 2016 and Annual General Meeting.

Igarashi Motors India Limited

- e) Subject to the provisions of the Companies Act, 2013, final dividend as recommended by the Board of Directors, if declared at the meeting, will be paid on or after August 19, 2016, to those members whose names appear on the register of members as on July 28, 2016.
- f) As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Listing Regulations], the Company shall use any of the electronic mode of payment facility approved by the Reserve Bank of India for the payment of dividend. Members holding shares in demat mode are requested to submit their Bank details viz. Bank Account Number, Name of the Bank, Branch details, MICR Code, IFS Code to the Depository Participants with whom they are maintaining their demat account and Members holding shares in physical mode are requested to submit the said bank details to the Company's Registrar & Transfer Agent.
- g) Members, Proxies and Authorised Representatives are requested to bring their Attendance Slips together with their copies of the Annual Reports to the Meeting. Copies of the Annual Report will not be provided at the AGM venue.
- h) Members are requested to notify Change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their ID No. and in case of physical shares to the Registrar and Transfer Agents.
- i) Shareholders desiring any information as regards the accounts are requested to write to the Company at least 7 days in advance, so as to enable the Company to keep the information ready.
- j) A Route map showing directions to reach the venue of the 24th Annual General Meeting is given along with this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".
- k) Members who have not so far encashed dividend warrant(s) for the Financial Year 2013-14; 2014-15 and 2015-16 (Interim Dividend) are requested to seek to issue a duplicate warrant(s) by writing to the Company's Registrars and Transfer Agents, M/s. Cameo Corporate Services Limited immediately. Members are requested to note that dividends unclaimed within 7 years from the date of transfer to the Company' Un-paid Dividend Account, as per Section 124 of the Companies Act, 2013 will be transferred to the Investor Education and Protection Fund. Details of unclaimed dividend are available on the Company's website www.igarashimotors.com under the section 'Investor Relations'.
- l) All documents referred in the Notice will be available for inspection at the Company's registered office during normal business hours on working days to the date of AGM.
- m) As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its members the facility to cast their vote by electronic means (i.e. voting electronically from a place other than the venue of the general meeting) on all resolutions set forth in the Notice. The instructions for e-voting are given in Annexure A.
- n) The remote e-voting period starts on Monday, August 01, 2016 at 9.00 a.m. (IST) and ends on Wednesday, August 03, 2016 at 5.00 p.m. (IST) During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of July 28, 2016, may cast their votes electronically.
- o) The Facility for voting through Ballot paper shall be made available at the 24th AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Annual General Meeting through ballot paper.
- p) The members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.
- q) The Company's website is www.igarashimotors.com. Annual Reports of the Company, un-claimed dividend list, and other shareholder communications are made available on the Company's website.
- r) All the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agents whose e-mail id is investor@cameoindia.com mentioning the Company's name i.e., Igarashi Motors India Limited so as to enable the Company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address.
- s) Our Company's shares are tradable compulsorily in electronic form and through Cameo Corporate Services



Limited, Registrars and Share Transfer Agents, we have established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). The International Securities Identification Number (ISIN) allotted to your Company's shares under the Depository system is INE188B01013. As on March 31, 2016, 99.20% of our Company's Shares were held in dematerialized form and the rest are in physical form.

To enable us to serve our investors better, we request shareholders whose shares are in physical mode to dematerialize shares and to update their bank accounts with the respective Depository Participants.

t) Re-appointment of Director

Mr. Keiichi Igarashi (DIN : 00356779) (Born 1966), Director of the Company, retires by rotation at the 24th Annual General Meeting and being eligible offers himself for re-appointment.

Pursuant to SEBI Listing Regulations, following information is being furnished about the aforesaid Director, proposed to be re-appointed.

Mr. Keiichi Igarashi, is BA of Engineering from Chuo University and worked at Panasonic (Japan) from 1990 to 1995 as Quality Engineer. He has been with Igarashi Group since 1995. He has over two decades of experience in DC Motors. He is the CEO of Igarashi, Japan and Chairman of Igarashi, China and is responsible for Globalising Igarashi to the next level. He is President of Igarashi, Global. He is holding directorship in NYL Electric Limited.

Mr. Keiichi Igarashi is a Promoter Director. He is not related to any director or Key Managerial Personnel of the Company.

Mr. Keiichi Igarashi does not hold any shares in the Company.

STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 4

Explanatory statement for item No 4 of the notice is given hereunder though not required for an Ordinary Business under the Act.

M/s. Sharp &Tannan, Chartered Accountants (ICAI Registration No. 003792S) were Statutory Auditors of your Company since inception and have completed more than 10 years as per provisions of the Section 139 (2) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014.

M/s. Sharp &Tannan, Chartered Accountants can continue as Auditors for a further period of one financial year i.e from April 01,2016 until March 31,2017.

On the recommendation of Audit Committee, the Board of Directors recommend appointment of Sharp &Tannan, Chartered Accountants (ICAI Registration No. 003792S) as Statuary Auditors for financial year 2016-17 (until March 31, 2017) and tenure of office shall be from conclusion of 24th Annual General Meeting until the conclusion of 25th Annual General Meeting. M/s. Sharp &Tannan, Chartered Accountants are responsible for Audit of Financial Year ending March 31,2017.

M/s. Sharp &Tannan, Chartered Accountants are the Statutory Auditors for the financial year 2016 – 2017 and shall be Statutory Auditors until March 31,2017.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for the approval by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the above Ordinary Resolution.

Item No. 5

On the recommendation of the Nomination and Remuneration Committee Mr. Akhil Awasthi (DIN: 00148350) (Born 1966) has been appointed as an Additional Director of the Company with effect from January 28, 2016 pursuant to Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Akhil Awasthi will hold office upto the date of the ensuing AGM. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of requisite amount proposing the candidature of

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Mr. Akhil Awasthi for the office of Director, to be appointed as such under the provisions of Section 150 of the Companies Act, 2013. He has been nominated on the Board by the Promoter Igarashi Electric Works Limited, Japan.

Mr. Akhil Awasthi, is a Graduate in Mechanical Engineer, M.B.A from University of Delhi, completed Advanced Management Program at Harvard Business School. He has over two decades of experience in Financial Services (private equity, asset management and corporate banking).

The Company has received from Mr. Akhil Awasthi (a) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (b) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

Mr. Akhil Awasthi is holding directorships of Access CFO Consultants Private Limited, Star Health and Allied Insurance Company Limited, Janalakshmi Financial Services Limited, Home First Finance Company India Private Limited and Agile Electric Sub Assembly Private Limited.

Mr. Akhil Awasthi does not hold any shares in the Company.

Mr. Akhil Awasthi is not related to any Director or Key Managerial Personnel of the Company within the definition of 'relative' in Section 2(77) of the Act.

Having regard to his qualifications, experience and knowledge, his appointment as Non- Executive Director will be in the interest of the Company.

No director, Key Managerial Personnel or their relatives, except Mr. Akhil Awasthi to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the Ordinary Resolution set forth in Item No. 5 for the approval of members.

Item No. 6

On the recommendation of the Nomination and Remuneration Committee Mrs. Eva Maria Rosa Schork (DIN: 07159550) (Born 1964) has been appointed as an Additional Director of the Company with effect from January 28, 2016 pursuant to Section 161 of the Companies Act, 2013 ('Act') read with the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Eva Maria Rosa Schork will hold office upto the date of the ensuing AGM. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of requisite amount proposing the candidature of Mrs. Eva Maria Rosa Schork for the office of Director, to be appointed as such under the provisions of Section 150 of the Companies Act, 2013.

Mrs. Eva Maria Rosa Schork has completed specialization in Business Management and Economics. She joined her family business where she gained deep technical experience on electrical motors for applications in automotive and appliance & office equipment application. She has been working almost three decades in specific areas of motors business development, application engineering, customer relationship and organization building. She has been nominated on the Board by the Promoter Igarashi Electric Works Limited, Japan.

Mrs. Eva Maria Rosa Schork is the Managing Director of Igarashi Motoren GmbH, Germany for the past two decades. She has been involved with the global automotive industry and has been part of the new program development process across wide range of electric motor programs.

The Company has received from Mrs. Eva Maria Rosa Schork (a) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (b) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013.

Mrs. Eva Maria Rosa Schork does not hold directorships in any other Company in India. Mrs. Eva Maria Rosa Schork does not hold any shares in the Company.

Having regard to her qualifications, experience and knowledge, her appointment as Non- Executive Director will be in the interest of the Company. Mrs. Eva Maria Rosa Schork is not related to any Director or Key Managerial Personnel of the Company within the definition of 'relative' in Section 2(77) of the Act.



No director, Key Managerial Personnel or their relatives, except Mrs. Eva Maria Rosa Schork to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No. 7

This explanatory statement is provided by virtue of the fact the business is transacted under Special Business.

The Statutory Auditors of the company since inception M/s. Sharp & Tannan, (Firm Registration Number 003792S) have already completed more than ten years as Statutory Auditors of the Company.

In accordance with provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, they can continue as Auditors for a further period of one year i.e up to March 31, 2017. From April 01, 2017, your Company being a listed Company have to appoint new Auditor for the purpose complying with Mandatory Rotation of Auditor.

In view of the Mandatory Rotation of Auditor requirement and to ensure smooth transition, and also to comply with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'], it is proposed to appoint M/s. B S R & Co.LLP , Chartered Accountants (ICAI Firm Regn. No. 101248W/W-100022) as Statutory Auditors for a period of 5 continuous years, from April 01, 2017 to March 31, 2022. The tenure of their office will commence from the conclusion of 25th Annual General Meeting till the conclusion of 30th Annual General Meeting of the Company subject to, however, their appointment in 25th Annual General Meeting as per the process laid down under the Companies Act 2013 and rules made there under and subsequent ratification at every Annual General Meeting.

If appointed in 25th Annual General Meeting, B S R & Co. LLP , Chartered Accountants shall be responsible for audit during the five financial years 2017-18, 2018-19, 2019-20, 2020-21 and 2021-22 as Statutory Auditors of the Company.

As per Regulation 33 of Listing Regulations, Limited Review Report has to be issued by Statutory Auditors and hence Statutory Auditors to be appointed in 25th Annual General Meeting for the financial year 2017-2018 is authorised to do the Limited Review for the quarterly or half yearly or such period as may be prescribed from time to time.

The Board recommends the Ordinary Resolution as set out at Item No. 7 of the Notice for the approval by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the resolution.

By Order of the Board of Directors
For **Igarashi Motors India Limited**

Place : Chennai
Date : May 19, 2016

P. Dinakara Babu
Company Secretary
Membership No. A14812

Registered Office :
Plot No. B-12 to B-15, Phase II,
MEPZ-SEZ, Tambaram,
CHENNAI- 600 045.
Phone : +91-44-42298199/22628199,
Fax : +91-44-22628143
e-mail :investorservices@igarashimotors.co.in,
CIN : L29142TN1992PLC021997
Website : www.igarashimotors.com

ANNEXURE A

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on Monday, August 01, 2016 at 9.00 A.M. (IST) and ends on Wednesday, August 03, 2016 at 5.00 P.M. (IST) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date July 28,2016 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • 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 as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, 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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **Igarashi Motors India Limited** on which you choose to vote.



- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) 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 linked in the login should be emailed 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.
- (xxi) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

**IGARASHI MOTORS INDIA LIMITED**

CIN : L29142TN1992PLC021997

Regd. Office: Plot No. B-12 to B-15, Phase II, MEPZ- SEZ, Tambaram, Chennai 600 045, Phone : +91-44-42298199/22628199, Fax : +91-44-22628143, e-mail :investorservices@igarashimotors.co.in, Website: www.igarashimotors.com

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL. ONLY MEMBERS OR THEIR PROXIES ARE ENTITLED TO BE PRESENT AT THE MEETING.

Name of the attending Member(s) :	Folio/DP ID-Client ID No. :
No. of Shares held :	

I hereby record my presence at the 24th ANNUAL GENERAL MEETING of the Company to be held at Hotel Savera, 146, Dr. Radhakrishnan Road, Chennai - 600 004 on Thursday, the 4th August, 2016 at 3.00 P.M.

NAME OF PROXY IN BLOCK LETTERS

SIGNATURE OF THE SHAREHOLDER/PROXY*

* Strike out whichever is not applicable.

**IGARASHI MOTORS INDIA LIMITED**

CIN : L29142TN1992PLC021997

Regd. Office: Plot No. B-12 to B-15, Phase II, MEPZ- SEZ, Tambaram, Chennai 600 045,

Phone : +91-44-42298199/22628199, Fax : +91-44-22628143, e-mail :investorservices@igarashimotors.co.in, Website: www.igarashimotors.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Members :	
Registered Address :	
E-mail ID :	
Folio/DP ID-Client ID No. :	

I/We, being the member(s) of shares of Igarashi Motors India Limited, hereby appoint:

(1) Name Address

Email Id..... Signature or failing him/her;

(2) Name..... Address

Email Id..... Signature or failing him/her;

(3) Name..... Address

Email Id..... Signature or failing him/her;

my /our Proxy to vote for me /us on my/our behalf at the 24th Annual General Meeting of the Company to be held at Hotel Savera, 146, Dr. Radhakrishnan Road, Chennai - 600 004 on Thursday, the 4th August, 2016 at 3.00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below :

** I wish my above proxy to vote in the manner as indicated in the box below:

No.	Resolutions	For**	Against**	Abstain**
Ordinary Business				
1	Adoption of Audited Financial Statment for the financial year ended March 31, 2016, and the Reports of the Board of Directors and Auditors' Report thereon.			
2	Approval for payment of interim dividend and to declare final dividend of Rs.1.50/- per equity share			
3	Appointment of Mr. Keiichi Igarashi, who retires by rotation and being eligible, seeks re-appointment			
4	Appoint M/s. Sharp & Tannan as Auditors of the Company for the financial year 2016-17			
Special Business				
5	Appointment of Mr. Akhil Awasthi (DIN: 00148350) as Director retiring by rotation			
6	Appointment of Mrs. Eva Maria Rosa Schork (DIN: 07159550) as Director retiring by rotation			
7	Appointment M/s. B S R & Co. LLP as Auditors of the Company for 5 years from financial year 2017-18 to 2021-22			

Signed this day of, 2016.

Member's Folio/DP ID-Client ID No.....Signature of Shareholder(s).....

Signature of Proxyholder(s).....

Notes:

- i. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- ii. A Proxy need not be a member of the Company.
- iii. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- iv. ** This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- v. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- vi. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

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