

Annexure A

Institutional Investor Advisory Services –Quires on Postal Ballot Notice dt. 10-Aug-18 – Proposed Acquisition of Exports Division of Agile Electric Sub Assembly Pvt Ltd (AESPL)**Queries :**

1. Was there an independent valuation performed for the business being transferred from Agile Electric Sub Assembly Private Limited (AESPL) to arrive at the valuation of Rs. 140.6 Crores? If so, could you please share the valuation report?
2. Could you please provide the financials for the exports division being transferred from AESPL?
3. Is there any additional information you could provide us on the export division of AESPL being transferred to Igarashi?

Replies :-**Rationale of proposed acquisition :**

Our Company (Igarashi Motors India Limited) [IMIL] is a subsidiary of AESPL and both are in same the business segments of DC Motors for automotive applications.

Our Company proposes to acquire Exports Division of AESPL comprising of 5 manufacturing units located in MEPZ-SEZ, Chennai for the below advantages :

- Facilitate diversification & growth in to new application areas to serve existing & new customers/ market domains
- Business chain integration i.e, from Concept Development, Product Development, Process Development to Manufacturing in Tier-2, Tier-3 & Tier-4 Levels in the supply chain
- Additional facilities, capacities, and resources for flexibility in utilization of the same optimally,

REVENUE ACCOUNT SUMMARY FY 2018:

Particulars	Standalone IMIL* (Rs. In lacs)	AESPL Exports Division^{\$} (Rs. In lacs) (Unaudited)
Revenue	45,844	28,385 [#]
EBIDTA	12,874	5,819
PBT	10,212	3,480
PAT	6,627	2,234

* as per audited financials of IMIL for the year ended 31 March 2018

\$ as certified by Management of AESPL

Includes Sale of Rs. 3,686 Lacs to IMIL

NET ASSETS 31ST MARCH 2018

Particulars	Standalone IMIL* (Rs. In lacs)	AESPL Exports Division^{\$} (Rs. In lacs) (Unaudited)
Net Fixed Assets including CWIP	22,302	14,015
Current /Non-Current Assets	31,751	18,854
TOTAL ASSETS	54,055	32,869
Current /Non-Current Liabilities	10,693	4,901
Total Loans	2,256	11,355
TOTAL LIABILITY	12,949	16,256
NET ASSETS	41,107	16,613

* as per audited financials of IMIL for the year ended 31 March 2018

\$ as certified by Management of AESPL



Please refer below details of Net Assets Value as at June 30, 2018 for reference, subject to adjustment as on the Closing Date.

AESPL – EXPORTS DIVISION – NET ASSETS VALUE :

Particulars	AESPL Exports Division^{\$} (Rs. In lacs) (Unaudited)
Net Fixed Assets	14,017
Current /Non-Current Assets	17,157
TOTAL ASSETS	31,174
Current /Non-Current Liabilities	5,652
Total Loans	11,464
TOTAL LIABILITY	17,102
NET ASSETS	14,058

\$ as certified by Management of AESPL

The Boards of IMIL and AESPL have decided to carry out slump sale of Exports Division of AESPL on the basis of Net Assets Value (NAV). By consolidating the export division of Agile under IMIL through the proposed slump sale, the IMIL board believes that significant benefits would accrue to the shareholders of IMIL.

The said information is being shared with NSE & BSE and also uploaded on Company's website www.igarashimotors.com

