

NOTICE

NOTICE IS HEREBY GIVEN THAT The Twenty Eight Annual General Meeting ('AGM') of Igarashi Motors India Limited will be held on Thursday, September 17, 2020 at 11.00 a.m (Indian Standard Time) through Video Conference (VC) / Other Audio Visual Means (OAVM) facility to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2020, and the Reports of the Board of Directors and Auditor's Report thereon.
2. To declare a final dividend of ₹1.20 per equity share for the financial year ended March 31, 2020.
3. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to Section 152 and other applicable provisions of the Companies Act 2013, the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Keiichi Igarashi (DIN: 00356779), Director, who retires by rotation, be and is hereby appointed as a non-executive Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

4. Appointment of Independent Woman Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 (1) read with Schedule IV of the Companies Act, 2013 (the 'Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, Mrs. Vinodhini Sendhil Manian (DIN : 08719578) (Independent Director Data Bank Registration No. IDDB-NR-202003-020537) who was appointed as an Additional Director and an Independent Woman Director by the Board for a period of five years with effect from April 01, 2020 and who being an additional Director holds office upto the date of this Annual General Meeting and, who is eligible for appointment and in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 160(1) of the Act from a member of the Company proposing her candidature as Director of the Company and who has consented, if appointed, to act as Director, be and is hereby appointed as an Independent Woman Director of the Company not liable to retire by rotation for a term of five consecutive years with effect from April 01, 2020.

RESOLVED FURTHER THAT all the actions taken by the Board with regard to appointment of Mrs. Vinodhini Sendhil Manian as an Independent Woman Director of the Company with effect from April 01, 2020 be and are hereby ratified and the Board is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do or to authorise any person to do all such acts, deeds, matters and things as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution and for matters connected therewith or incidental thereto."

5. Approval of Material Transactions with Crompton Greaves Consumer Electricals Ltd

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Company's Policy on Related Party Transactions and consent of the members of the Company be accorded for entering into related party transactions with Crompton Greaves

Consumer Electricals Ltd of Sale of goods/materials/services of value ₹150 Crores in ordinary course of business and at arm's length as detailed in the Explanatory Statement annexed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to approve transactions and the terms & conditions with any related party defined under the Act, and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approvals of the Members otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein, to any one of its Director or Committee of Directors with power to further delegate to or any Key Managerial Personnel of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To Amend the Articles of Association for Insertion of Clause- "Appointment of Chairman Emeritus"

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the Articles of Association of the Company (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approval(s) from the concerned Statutory Authority(ies), be and is hereby altered, by inserting the Article 112A i.e. "Appointment of Chairman Emeritus of the Company" after the present Article 112 of the Articles of Association of the Company which shall read as follows:

112A - Appointment of Chairman Emeritus of the Company

- (i) The Board shall be entitled to appoint any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as the Chairman Emeritus of the Company;
- (ii) The Chairman Emeritus shall hold office until he resigns;
- (iii) The Chairman Emeritus may attend any meetings of the Board or Committee thereof but shall not have any right to vote or shall not be deemed to be a party to any decision of the Board or Committee thereof;
- (iv) The Chairman Emeritus shall be entitled to receive all notices of the Board meetings or meetings of the committees thereof, along with all other relevant documents (including the agenda, notes to agenda, etc.), simultaneous to the same being sent to the directors of the Company prior to convening the Board meeting or meetings of the committees thereof;
- (v) The Chairman Emeritus shall not be deemed to be a Director or "Officer" for any purposes of the Act or any other statute or Rules made thereunder or these Articles including for the purpose of determining the maximum number of directors which the Company can appoint;
- (vi) The Chairman Emeritus may provide guidance, mentorship and support to the Company and its Board and management and generally advise the Company/ Board/ management of the Company, from time to time;
- (vii) The advice provided by the Chairman Emeritus will not be binding on the Board/ Board committees/ Company;
- (viii) Subject to applicable statutory provisions, the Board may decide to make payments and provide amenities and facilities to the Chairman Emeritus for any services rendered by the Chairman Emeritus towards the Company; and

- (ix) The Chairman Emeritus of the Company shall be indemnified by the Company out of the funds of the Company to pay all costs, losses and expenses which such Chairman Emeritus, acting in relation to any of the affairs of the Company may incur or become liable to by reason of any act or deed done by him in discharge of his duties.”

RESOLVED FURTHER THAT Mr. R Chandrasekaran, Managing Director, and Mr. P Dinakara Babu, Company Secretary of the Company be and are hereby authorized jointly or severally to file all relevant forms, returns and other necessary documents to the concerned Registrar of Companies, Stock Exchanges and any other authority and take all necessary steps for alteration of Articles of Association of the Company.”

7. Appointment of Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactments thereof for the time being in force), Mr. L Ramkumar (DIN: 00090089) (Independent Director Data Bank Registration No. IDDB-DI-202006-028453), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective July 30, 2020 and who holds office till the date of the Annual General Meeting 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. L Ramkumar (DIN: 00090089) as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years with effect from July 30, 2020 and the term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT all the actions taken by the Board with regard to appointment of Mr. L Ramkumar as an Independent Director of the Company with effect from July 30, 2020 be and are hereby ratified and the Board is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT Mr. R Chandrasekaran, Managing Director and Mr. P Dinakara Babu, Company Secretary, be and are hereby severally authorized to file forms, returns, and memorandum of information in respect of the above with the Registrar of Companies and other authorities concerned and to do all such acts, deeds and things, as may be required, considered necessary and incidental thereto.”

8. Appointment of Mr. Hemant M Nerurkar (DIN: 00265887) as Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Hemant M Nerurkar (DIN: 00265887) who was appointed as an Additional Director with effect from July 30, 2020 by the Board of Directors of the Company and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member, proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director, liable to retirement by rotation, of the Company.

RESOLVED FURTHER THAT Mr. R Chandrasekaran, Managing Director and Mr. P Dinakara Babu, Company Secretary, be and are hereby severally authorized to file forms, returns and memorandum of information in respect of the above with the Registrar of Companies and other authorities concerned and to do all such acts, deeds and things, as may be required, considered necessary and incidental thereto.”

Place: Chennai
Date: July 30, 2020

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

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,
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 under Item No. 4 to 8 is annexed hereto and forms part of this Notice.
- b) Members may note that to protect the health and safety of all the stakeholders including the shareholders in view of the continuing COVID-19 pandemic, the 28th Annual General Meeting (“AGM”) of the members of the Company will be held as an electronic AGM (“e-AGM”) in virtual mode, through Video Conferencing (“VC”)/ Other permitted Audio Visual Means (“OAVM”), as permitted by the Ministry of Corporate Affairs (“MCA”) vide its circular No. 20/2020 dated May 05, 2020 read with circulars dated 8th April 2020 and 13th April 2020, (“Collectively referred to as MCA circulars”) and by the Securities and Exchange Board of India (“SEBI”) vide its circular dated 12th May 2020. Accordingly, there will be no physical meeting of the shareholders taking place at a common venue in respect of the 28th AGM. Hence, Members have to attend and participate in the ensuing AGM through VC/OAVM.
- c) Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- d) As per the MCA circulars read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the Notice of 28th AGM along with Annual Report has been sent through electronic mode to only those Members whose email IDs are registered with the Company/ Depository participant.
- e) Those Shareholders holding in physical mode whose email IDs/ Mobile number are not registered, are requested to register their email ID/ Mobile number with Registrar & Share Transfer Agent (RTA) by visiting <https://Investors.cameoindia.com> by providing scanned copy of signed request letter by member submitting details viz Address, email ID, Bank Account details, PAN, DPID/Client ID or Folio Number and Number of shares held by them to enable to send communications by email. In this regard Notice to the shareholders was published in Business Standard and Tamil Hindu on July 18, 2020.
- f) The Members can join the 28th AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors, who are allowed to attend the AGM without restriction on account of first come first served basis.
- g) The attendance of the Members attending the 28th AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- h) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 28th AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the 28th AGM will be provided by CDSL. The Procedures and instructions for remote e-voting, attending the meeting through VC/OAVM and e-voting at the meeting are furnished as **Annexure A** to this Notice. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

- i) The Board of Directors appointed M/s. BP & Associates, Company Secretaries, Chennai (prabhakar@bpcorpadvisors.com) as the scrutinizer for conducting e-voting process in fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer’s report shall be communicated to the stock exchanges, CDSL and RTA and will also be displayed on the Company’s website www.igarashimotors.com.
- j) In line with the Ministry of Corporate Affairs (MCA) Circular No. 20/2020 dated May 05, 2020, the Notice calling the 28th AGM has been uploaded on the website of the Company at <http://www.igarashimotors.com/investor-list.php?invescatid=17>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote Voting facility) i.e. www.evotingindia.com.
- k) 28th AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020. Instructions for members for attending the 28th AGM through VC/OAVM are given as **Annexure B**.
- l) Register of Members of the Company will remain closed from **September 11, 2020 to September 17, 2020 (both days inclusive)** for the purpose of the final dividend for the financial year ended March 31, 2020 and AGM.

Members are eligible to cast vote electronically only if they are holding shares as on that date. Members who have acquired shares after the dispatch of the Annual Report and before the **cut-off date September 10, 2020** may approach the RTA by e-mail sofia@cameoindia.com for issuance of the User ID and Password for exercising their right to vote by electronic means.

- m) 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 September 21, 2020 to those members whose names appear on the register of members as on **September 10, 2020 ('cut-off date')**.
- n) Members may note that the Income Tax Act, 1961, (“the IT Act”) as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act :-

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid PAN	7.5% or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a **resident individual** if the total dividend to be received by them during Financial Year 2020-21 does not exceed ₹ 5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above. Form 15G/15H can be downloaded from the weblink: <https://investors.cameoindia.com> to avail the benefit and e-mail to sofia@cameoindia.com & investorservices@igarashimotors.co.in

by 11.00 a.m (IST) on **September 10, 2020**. There is also a provision to upload Form 15G/15H in the weblink viz., <https://investors.cameoindia.com> provided by Company's RTA. No communication would be accepted from members after **September 10, 2020** regarding the tax withholding matters.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- i) Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member
- ii) Copy of Tax Residency Certificate (TRC) for the FY 2020-21 obtained from the revenue authorities of the country of tax residence, duly attested by member
- iii) Self-declaration in Form 10F
- iv) Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty
- v) Self-declaration of beneficial ownership by the non-resident shareholder
- vi) Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member

In case of **Foreign Institutional Investors / Foreign Portfolio Investors**, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

The aforementioned documents are required to be submitted by e-mail to sofia@cameoindia.com by **11.00 a.m (IST) on September 10, 2020**. No communication would be accepted from members after September 10, 2020 regarding the tax withholding matters.

For any additional information, we request you to refer "Communication on TDS on Dividend Distribution" available at the weblink <http://www.igarashimotors.com/investor-list.php?invescatid=23>

If you need any clarification, in this regard you may contact Mrs. Sofia, Assistant Manager, Cameo Corporate Services Ltd. (+91-44-28460395).

- o) 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 RTA by sofia@cameoindia.com.
- p) SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA by e-mail to sofia@cameoindia.com.

- q) 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 RTA by visiting <https://Investors.cameoindia.com>.
- r) Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the Directors seeking appointment / reappointment at the AGM, forms part of this Notice.
- s) Members who have not so far encashed dividend warrant(s) for the Financial Year 2013-14, 2014-15, 2015-16 , 2016-17, 2017-18 and 2018-19 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 (IEPF). Details of unclaimed dividend are available on the Company's website www.igarashimotors.com under the section 'Investor Relations'. Also all such shares in respect of which dividend has not been paid or claimed for seven consecutive years are required to be transferred to the demat account of the IEPF authority. The due dates are given below:

Year	Type of dividend	Dividend per share (in ₹)	Date of declaration	Due Date for transfer to IEPF	Unpaid / Unclaimed amount (in ₹) as on 31.03.2020
2013-14	Interim	1.00	13.02.2014	19.03.2021	2,23,669.00
2013-14	Final	2.00	30.07.2014	05.08.2021	3,64,618.00
2014-15	Final	4.44	22.07.2015	28.08.2022	10,40,741.48
2015-16	Interim	4.00	14.03.2016	20.04.2023	6,62,408.00
2015-16	Final	1.50	04.08.2016	10.09.2023	2,74,204.00
2016-17	Final	6.61	02.08.2017	08.09.2024	11,25,577.41
2017-18	Final	6.00	14.09.2018	17.11.2025	9,62,124.29
2018-19	Final	4.90	27.09.2019	03.10.2026	8,99,017.55

- t) Unclaimed Fractional Bonus Shares Proceeds : The Company had, on November 08, 2018, distributed the sale proceeds of fractional shares arising out of issuance of Bonus Shares, to the eligible Public shareholders as per the their respective fractional entitlements. Fractional entitlements in respect of few shareholders is lying unclaimed with the Company. Accordingly, fractional proceeds remaining unclaimed for a period of 7 years will be transferred by the Company to the IEPF. The details are available in www.igarashimotors.com.
- u) The remote e-voting period starts on **Monday, September 14, 2020, at 9.00 am (IST) and ends on Wednesday, September 16, 2020 at 5.00 pm (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 **September 10, 2020** may cast their votes electronically.
- v) 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.
- w) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 17, 2020. Members seeking to inspect such documents can send an email to investorservices@igarashimotors.co.in

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- x) 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, 2020, 99.28% 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.

- y) Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

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

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement set out all the material facts relating to the business mentioned under Item Nos. 4 to 8 of the accompanying Notice

Item No. 4 : Appointment of Independent Woman Director

Pursuant to the recommendation of the Nomination and Remuneration Committee in this regard, Mrs. Vinodhini Sendhil Manian (DIN: 08719578) (Independent Director Registration No. IDDB-NR-202003-020537) was appointed as an Additional Director and an Independent Woman Director by the Board of Directors of the Company (the "Board") at its meeting held on 23rd March, 2020 in order that the Company may meet the criteria of having an Independent Woman Director on its Board as specified in the amended SEBI (LODR) Regulations, 2015 with effect from 1st April, 2020. Her appointment was in accordance with the provisions of Sections 149(1), 160(1) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the provisions of Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (the "Rules") and the provisions of the Articles of Association of the Company.

Subject to the approval of the Members in General Meeting, Mrs. Vinodhini Sendhil Manian holds office of Independent Woman Director for a term of five consecutive years with effect from April 01, 2020 and being an Additional Director she holds office of Director upto the date of this Annual General Meeting. The Company has received a notice from a member in pursuance of Section 160(1) of the Act signifying his intention to propose the appointment of Mrs. Vinodhini Sendhil Manian as Independent Woman Director of the Company. She has given her consent to act as an Independent Woman Director and a declaration to the effect that she meets the criteria of Independence as provided in Section 149(6) of the Act.

Mrs. Vinodhini Sendhil Manian ("Mrs. SM Vinodhini") (Age: 44 years) a Graduate in Economics and Post Graduate in Business Administration from Bharathidasan Institute of Management (BIM). Having over 20 years' experience including (1) Corporate Sector leadership role Sales Management - retail/institutional sales, Team Management, Sales Budget, Sales Promotion events, Marketing Management - brand strategy, marketing research tools, Advertising & Sales Promotion, Customer & channel management in the Companies viz., CavinKare, Castrol India, Amararaja Batteries and World Space. (2) Academic experience includes teaching the Post Graduate Management Students - Human Resource Management, Strategic Management, International Business, Marketing Management, Soft Skills/motivational training.

Currently, she is working as Assistant Professor – School of Management, MOP Vaishnav College of Women, Chennai. She is not holding directorship in Companies. She is holding NIL shares of the Company. She is in no way related to any of the Directors of the Company.

Other than Mrs. Vinodhini Sendhil Manian, none of the Directors or Key Managerial Personnel of the Company and/or their relatives is/are in any way concerned or interested financially or otherwise in the resolution to be passed with regard to Item No 4 of the Notice.

Additional disclosures as required under the Act, Secretarial Standard 2 and Regulation 36 of SEBI (LODR) Regulations, 2015 have been provided as an **Annexure 1** to this Notice.

The Board recommends her appointment as an Independent Woman Director on the Board of Directors of the Company for a term of five consecutive years with effect from April 01, 2020 and not liable to retire by rotation.

ITEM No. 5: Approval for Material transactions with Crompton Greaves Consumer Electricals Ltd

Pursuant to Section 188 of the Companies Act, 2013, the Company can enter into transactions mentioned in aforesaid resolution, which are not in the ordinary course of business and / or are not arm's length basis, only with prior approval of the Shareholders accorded by way of Ordinary resolution.

Though, your Company always seeks to enter into transactions with related parties in the ordinary course of business and at arm's length basis with the prior approval of Audit Committee, as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, material related party transactions (i.e value exceeding 10% of the annual consolidated turnover) require shareholders' approval.

Your Company had been supplying Brush Less DC Motors for fan application to Crompton Greaves Consumer Electricals Ltd (CGCEL) from second half of FY20. Your Company seeks members approval voluntarily for material transactions with CGCEL.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, Particulars of related interest of related parties given below:

Name of the related party	Name of the Director or Key Managerial Personnel who is related if any	Nature of relationship	Nature, material terms, monetary value and particular of contract or arrangement , Manner of determining pricing & other commercial terms	Any other information
CGCEL	Mr. Hemant M Nerurkar, Director [DIN 00265887]	Mr. Hemant M Nerurkar is Chairman and Independent Director of CGCEL. He does not hold shares in the Company and also CGCEL	Refer Resolution 5 Pricing & payment terms: consideration At arm's length for each transaction shall be mutually determined by the Parties. During financial year 2019-20, cumulative value of Sale transactions ₹693 Lakhs.	The Company has been supplying Brush Less DC Motors, Sub-assemblies and parts for fan applications to CGCEL. The above limit would cover related party transactions for 2~3 years.

Further, the above transactions are carried on business requirement of Company on arm's length basis and subjected to review under transfer pricing regulations by various regulators under the applicable laws of India.

The Audit Committee and Board of Directors of your Company have approved this item in their meetings held on June 04, 2020 and recommends the resolution No. 5 as set out accompanying notice for the approval of members of the Company as an **Ordinary Resolution**.

None of the Promoter(s) and promoter group companies are interested in this resolution except to the extent of their respective shareholding in the Company.

None of Director or Key Managerial Personnel or their relatives other than mentioned above, is concerned or interested in the said resolution.

ITEM No. 6 : To Amend the Articles of Association for Insertion of Clause- "Appointment of Chairman Emeritus"

Under Section 14 of the Companies Act, 2013 ("the Act"), the Board of Directors of a Company cannot, except with the consent of the Members in General Meeting by a Special Resolution, amend the Articles of Association of the Company.

It is proposed to insert new Article 112A in the Articles of Association after the existing Article 112 so as to include provision relating to appointment of any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as Appointment of Chairman Emeritus of the Company on the terms mentioned therein.

Your Directors recommend to pass this resolution as **Special Resolution**.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested in the said resolution.

ITEM No. 7 : Appointment of Mr. L Ramkumar (DIN: 00090089) as Independent Director

Pursuant to the recommendation of the Nomination and Remuneration Committee in this regard, Mr. L Ramkumar (DIN: 00090089) (Independent Director Data Bank Registration No. IDDB-DI-202006-028453) was appointed as an Additional Director, Non-Executive and an Independent Director by the Board of Directors of the Company (the "Board") at its meeting held on July 16, 2020 in order that the Company may meet the criteria of having an Independent Director on its Board as was specified in the amended SEBI (LODR) Regulations, 2015 with effect from July 30, 2020. His appointment is in accordance with the provisions of Sections 149(1), 160(1) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the provisions of Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (the "Rules") and the provisions of the Articles of Association of the Company.

Subject to the approval of the Members in general meeting, Mr. L Ramkumar holds office of Independent Director for a term of five consecutive years with effect from July 30, 2020 and being an Additional Director he holds office of Director upto the date of this Annual General Meeting. The Company has received a notice from a member in pursuance of Section 160(1) of the Act signifying his intention to propose the appointment of Mr. L Ramkumar as Director of the Company. He has given his consent to act as a Director and a declaration to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Act.

Mr. L Ramkumar (Age : 64 years), is a Commerce Graduate, Cost Accountant and had a Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad.

He has over 39 years of rich and varied experience (across consumer goods, automotive, mechanical and engineering goods, telecom cable and optical fibre industries) in senior management including 27 years in Tube Investments of India Ltd in various capacities viz., Managing Director & President, Chief Financial Officer.

Currently, he is Chairman of Shanti Gears Limited. He is holding NIL shares of the Company. He is in no way related to any of the Directors of the Company.

Other than Mr. L Ramkumar, none of the Directors or Key Managerial Personnel of the Company and/or their relatives is/are in any way concerned or interested financially or otherwise in the **Ordinary Resolution** to be passed with regard to Item No 7 of the Notice.

Additional disclosures as required under the Act, Secretarial Standard 2 and Regulation 36 of SEBI (LODR) Regulations, 2015 have been provided as an **Annexure 1** to this Notice.

The Board recommends his appointment as an Independent Director on the Board of Directors of the Company for a term of five consecutive years with effect from July 30, 2020 and not liable to retire by rotation.

ITEM No. 8 : Appointment of Mr. Hemant M Nerurkar (DIN: 00265887) as Director

Mr. Hemant M Nerurkar (DIN: 00265887) is a Non-Executive, Independent Director of the Company and also the Chairman of the Company. He is the Chairman of the Audit Committee of the Board of Directors of the Company. He joined the Board of the Company in July, 2014. Mr. Hemant M Nerurkar Second term as Independent Director was ended on July 29, 2020.

Based on the performance evaluation of Independent Directors and as per recommendation of Nomination and Remuneration Committee and given the background, experience and contribution made by Mr. Nerurkar during

his tenure, the Board considers that the continued association of Mr. Nerurkar would be beneficial to the Company and it is desirable to continue to avail his services as Director.

The members are informed that Mr. Hemant M Nerurkar (DIN: 00265887) has been appointed as Additional Director in the capacity of Non-executive and Non-Independent Director on the Board of Company from July 30, 2020 and he holds office upto the ensuing General Meeting of the Company.

The Nomination & Remuneration Committee at their meeting held on July 16, 2020 and Board of Directors at its meeting held on July 16,2020 has recommended his appointment for approval of the shareholders.

The Company has received a notice under Section 160 of the Companies Act, 2013 ("the Act") from a member proposing his candidature for the office of Director of the Company. Mr. Hemant M Nerurkar (DIN: 00265887) is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Mr. Hemant M Nerurkar (Age : 71 years) holds a Bachelor's degree in Metallurgical Engineering from the College of Engineering, Pune (CoEP) University. He has vast experience of over 35 years in Tata Steel across various positions. He joined Tata Steel in the year 1972 and rose to the level of Managing Director, as in-charge of India and South East Asia operations. Currently, he is the Chairman of TRL Krosaki Refractories Limited (formerly Tata Refractories Limited - a JV between Tata Steel and Krosaki Harima Corporation, Japan) and Chairman & Independent Director of Crompton Greaves Consumer Electricals Limited and NCC Ltd (formerly Nagarjuna Construction Company Limited). He has attended several management courses in India and abroad, including CEDEP in France.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Hemant M Nerurkar (DIN: 00265887) is appointed as Director and the Board recommends the **Special Resolution** for approval of the members.

Mr. Hemant M Nerurkar is interested in the resolution set out at Item No. 8 of the Notice with regard to his appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Additional disclosures as required under the Act, Secretarial Standard 2 and Regulation 36 of SEBI (LODR) Regulations, 2015 have been provided as an **Annexure 1** to this Notice.

Place: Chennai
Date: July 30, 2020

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

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,
E-mail: investorservices@igarashimotors.co.in
CIN: L29142TN1992PLC021997
Website: www.igarashimotors.com

Annexure 1

Details of Director(s) seeking appointment/re-appointment in the forthcoming Annual General Meeting

(In pursuance of Secretarial Standards on General Meetings [SS-2] and Regulation 36 of the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015)

Name of the Director	Mrs. SM Vinodhini	Mr. L Ramkumar	Mr. Hemant M Nerurkar	Mr. Keiichi Igarashi
Director Identification Number	08719578	00090089	00265887	00356779
Category	Non-Executive, Independent Woman Director	Non-Executive, Independent Director	Non-Executive, Non-Independent Director	Non-Executive, Non-Independent Director
Date of Birth	December 07, 1975	April 09, 1956	October 20, 1948	June 24, 1966
Age (years)	44	64	71	54
Nationality	India	India	India	Japan
Date of First appointment on the Board	April 01, 2020	July 30, 2020	June 23, 2014	July 17, 2003
Relationship with Directors and KMPs	There is no relationship with other Directors on the Board.	There is no relationship with other Directors on the Board.	There is no relationship with other Directors on the Board.	There is no relationship with other Directors on the Board.
Qualifications	Graduate in Economics and Post Graduate in Business Administration (BIM)	Graduate in Commerce, Cost and Management Accountant, Post Graduate Degree in Management (IIM-Ahmadabad)	BE (Metallurgical Engineering)	BA of Engineering from Chuo University
Expertise in specific functional area	Wide managerial experience in the area of Business Management	Wide managerial experience in across Industries consumer goods, automotive, mechanical and engineering goods, telecom cable and optical fibre industries	Wide managerial experience in Steel Industry	Wide managerial experience in Automotive Industry
Details of Board Meetings attended by the Directors during the year	Not Applicable	Not Applicable	Refer Corporate Governance Report	Refer Corporate Governance Report
Terms and Conditions of Appointment or reappointment along with remuneration	Mrs. S M Vinodhini has been appointed as Non-Executive, Independent Woman Director. She will be entitled to Sitting Fee(s) for attending Board and Committee Meeting(s) and Commission	Mr. L Ramkumar has been appointed as Non- Executive, Independent Director. He will be entitled to Sitting Fee(s) for attending Board and Committee Meeting(s) and Commission.	Mr. Hemant M. Nerurkar has been appointed as Non- Executive, Non-Independent Director. He will be entitled to Sitting Fee(s) for attending Board and Committee Meeting(s) and Commission.	Liable to retire by rotation and eligible to offer himself for the re-appointment.
Remuneration last drawn by such person, if applicable	Nil	Nil	₹10.25 Lakhs*	Nil

*Includes sitting fee for Board & Committee Meetings and Commission

Name of the Director	Mrs. SM Vinodhini	Mr. L Ramkumar	Mr. Hemant M Nerurkar	Mr. Keiichi Igarashi
Membership of Committees of Igarashi Motors India Limited	<ol style="list-style-type: none"> 1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholders' Relationship Committee 4. Corporate Social Responsibility Committee 5. Risk Management Committee 	<ol style="list-style-type: none"> 1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholders' Relationship Committee 4. Corporate Social Responsibility Committee 5. Risk Management Committee 	<ol style="list-style-type: none"> 1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholders' Relationship Committee 4. Corporate Social Responsibility Committee 5. Risk Management Committee 	<ol style="list-style-type: none"> 1. Risk Management Committee
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Nil	Shanti Gears Limited (SGL)	<ol style="list-style-type: none"> 1. DFM Foods Limited 2. Crompton Greaves Consumer Electricals Limited 3. Adani Enterprises Limited 4. NCC Limited 5. Tega Industries (SEZ) Limited 6. Tega Industries Limited 7. TRL Krosaki Refractories Limited 8. OM Besco Rail Products Limited 	NYL Electric Limited
Other Directorships and Membership / Chairmanship of committees of other boards (Only Public Company and Audit Committee and Stakeholders Relationship Committee)	Nil	SGL- Stakeholder Relationship Committee (Chairman)	<ol style="list-style-type: none"> 1) NCC Limited:- Audit Committee (Member), 2) Adani Enterprises Limited- Audit Committee (Chairman) 3) DFM Foods Limited- Stakeholders' Relationship Committee (Chairman), Audit Committee (Member) 4) Crompton Greaves Consumer Electricals Limited - Stakeholders' Relationship Committee (Chairman), Audit Committee (Member) 	Nil
Shareholding in Igarashi Motors India Limited	Nil	Nil	Nil	Nil

ANNEXURE A

CDSL e-Voting System – For Remote e-voting and e-voting during AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming 28th AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing 28th AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 28th AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the 28th AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 28th AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the 28th AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this 28th AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 28th AGM has been uploaded on the website of the Company at www.igarashimotors.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The 28th AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on **Monday, September 14, 2020 at 9.00 am (IST) and ends on Wednesday, September 16, 2020 at 5.00 pm (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **September 10, 2020** 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.
- (iii) The shareholders should log on to the e-voting website **www.evotingindia.com**.
- (iv) Click on “Shareholders” module.
- (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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (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 e-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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 names and the 8 digits of the sequence number in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	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 <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) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer viz; prabhakar@bpcorpadvisors.com and to the Company at the email address viz; investorservices@igarashimotors.co.in if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (+91-22- 23058738) or Mr. Mehboob Lakhani (+91-22-23058543) or Mr. Rakesh Dalvi (+91-22-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on +91-22-23058542/43.

LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA email safia@cameoindia.com.

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to RTA email sofia@cameoindia.com.
3. The Company / RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned members.

ANNEXURE B

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system on **September 17, 2020 at 11.00 A.M. (IST)**. Shareholders may access the same at **<https://www.evotingindia.com>** under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. **Registration as speaker at the e-AGM:** Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request along with queries in advance at least 7 days prior to meeting [by **September 10, 2020, 5.00 P.M. (IST)**] mentioning their name, demat account number/folio number, email id, mobile number at investorservices@igarashimotors.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investorservices@igarashimotors.co.in. These queries will be replied at the 28th AGM. The Company reserves the right to restrict the number of questions depending upon the availability of time for the AGM.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions, which have already been submitted 7 days in advance, during the meeting.

ANNEXURE C

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM

- i. The procedure for e-Voting on the day of the 28th AGM is same as the instructions mentioned above for Remote e-voting.
- ii. Only those shareholders, who are present in the 28th AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the 28th AGM.
- iii. If any Votes are cast by the shareholders through the e-voting available during the 28th AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- iv. Shareholders who have voted through Remote e-Voting will be eligible to attend the 28th AGM. However, they will not be eligible to vote at the 28th AGM.