



# Igarashi Motors India Limited

**Reg. Off. & Plant - I :**

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

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CIN : L29142TN1992PLC021997

May 31,2017

To,  
The Manager,  
Listing – Compliance Department,  
National Stock Exchange of India Limited,  
“Exchange Plaza”, Bandra-Kurla Complex,  
Bandra (East), Mumbai – 400051.

Dear Sir/ Madam,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Arrangement (referred as ‘Scheme’) among Agile Electric Sub-Assembly Private Limited, Igarashi Motors India Limited and their respective shareholders**

It is hereby certified that the draft Scheme involving Agile Electric Sub-Assembly Private Limited, Igarashi Motors India Limited and their respective shareholders does not violate or override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circular no. CFD/DIL3/CIR/2017/21 dated 10<sup>th</sup> March 2017, including the following:

S.No	Reference	Particulars	Whether Complied or not
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes – Kindly refer the Corporate Governance report filed for the period ended 31 March 2017.
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes

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Requirements of SEBI circular CFD/DIL3/CIR/2017/21			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	The conditions shall be duly complied with.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes – Valuation report issued by M/s. S.R. Batliboi & Co. LLP, dated 26 <sup>th</sup> May 2017 is enclosed as Annexure -2
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes – Auditor's certificate issued by M/s. Sharp & Tannann, Chartered Accountants dated May 30, 2017 is enclosed as Annexure-7
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Yes – kindly refer clause 20.2 of the draft Scheme.

  
**P. Dinakara Babu**  
 Company Secretary

  
**P. Mukund**  
 Managing Director

Certified that the transactions / accounting treatment provided in the draft Scheme involving Agile Electric Sub-Assembly Private Limited, Igarashi Motors India Limited and their respective shareholders are in compliance with all the Accounting Standards applicable to a listed entity.

  
**R. Chandrasekaran**  
 Chief Financial Officer

  
**P. Mukund**  
 Managing Director