



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

08th April, 2019

By Online Submission

Bombay Stock Exchange Limited

Corporate Relationship Department

1st Floor, New Trading Ring,

Rotunda Building, P J Towers,

Dalal Street, Fort,

Mumbai 400 001

Fax [022 2272 3121]

Email [corp.relations@bseindia.com]

Stock Code : 517380

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No.C/1, G-

Block, Bandra Kurla Complex, Bandra (East),

Mumbai 400 051

Fax [022-26598237/ 26598238]

Email [cmlist@nse.co.in]

Stock Code : IGARASHI

Dear Sir/Madam,

Sub: Corporate Governance Compliance Report – reg.

Ref: Regulations 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

Enclosed please find quarterly Compliance Report on Corporate Governance as per Regulation 27(2) of SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 in the format specified for the quarter ended 31st March 2019.

Kindly take the above document on record and acknowledge.

Thanking you

Yours faithfully

For IGARASHI MOTORS INDIA LIMITED

P Dinakara Babu
Company Secretary

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : Igarashi Motors India Limited

2. Quarter ending 31st March 2019

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	KEWAL KRISHAN NOHRIA	AACPN8340G 00060015	Chairperson/ Non-Independent/ Non Executive	23/07/2018	-	3	6	-
Mr.	HEMANT NERURKAR MADHUSUDAN	AAGPN0776M 00265887	Independent	30/07/2017	36 Months	4	3	3
Mr.	RADHAKRISHNAN SINGARAM	ACLPR9443F 01246033	Independent	30/07/2017	36 Months	1	1	1
Mr.	KEIICHI IGARASHI	-- 00356779	Non- Executive	17/07/2003	--	1	--	--
Mr.	PADMANABAN MUKUND	AAIPM6590R 00007788	Executive	12/07/1999	--	1	1	--
Ms.	EVA MARIA ROSA SCHORK GEB ZOELLER	-- 07159550	Non Executive	28/01/2016	--	1	--	--

\$ PAN number of any director would not be displayed on the website of Stock Exchange.
 &Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen
 * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

IGARASHI MOTORS INDIA LIMITED


1


P. DINAKARA BABU
 COMPANY SECRETARY

II. Composition of Committees			
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson (C) /Executive (E) /Non-Executive(NE) /Independent(I) /Nominee) s</i>	
1. Audit Committee	Mr. Hemant M Nerurkar Mr. S Radhakrishnan Mr. K K Nohria	C – I – NE I – NE NE	
2. Nomination & Remuneration Committee	Mr. S Radhakrishnan Mr. Hemant M Nerurkar Mr. K K Nohria	C – I – NE I – NE NE	
3. Risk Management Committee(if applicable)	Mr. K K Nohria Mr. S Radhakrishnan Mr. P Mukund Mr. Keiichi Igarashi	C – NE I – NE E NE	
4. Stakeholders Relationship Committee	Mr. S Radhakrishnan Mr. Hemant M Nerurkar Mr. K K Nohria Mr. P Mukund	C – I – NE I – NE NE E	
<p>Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p>			
III. Meeting of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
9 th November 2018	13 th February 2019	95 days	
-	29 th March 2019	43 days	
IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee (13 th February, 2019)	Yes- All Three Present.	09 th November, 2018	95 Days
Stakeholders Relationship Committee (13 th February 2019)	Yes- All Four Present.	09 th November, 2018	95 Days
Nomination And Remuneration Committee(13 th February 2019 and	Yes- All Three Present.	-	-
Nomination And Remuneration Committee(29 th March, 2019)	Yes- All Three Present.	13 th February, 2019	43 Days
<p>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</p>			

IGARASHI MOTORS INDIA LIMITED


P. DINAKARA BABU
COMPANY SECRETARY

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities) – Not applicable</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: -Previous quarter report was placed before the Board on 13th February, 2019. Board took the note on the same.</p> <p style="text-align: center;">IGARASHI MOTORS INDIA LIMITED</p> <div style="text-align: center;">  P. DINAKARA BABU COMPANY SECRETARY </div>	
<p>Name & Designation : P. Dinakara Babu Company Secretary / Compliance Officer</p>	

Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Quarterly Compliance Report on Corporate Governance Report (Regulations 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015	
1. Name of Listed Entity : IGARASHI MOTORS INDIA LIMITED	
2. Quarter ending 31st March 2019	
I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA) refer note below
Details of business	YES
Terms and conditions of appointment of independent directors	YES
Composition of various committees of board of directors	YES
Code of conduct of board of directors and senior management personnel	YES
Details of establishment of vigil mechanism/ Whistle Blower policy	YES
Criteria of making payments to non-executive directors	YES
Policy on dealing with related party transactions	YES
Policy for determining 'material' subsidiaries	N.A
Details of familiarization programmes imparted to independent directors	YES
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES
Email address for grievance redressal and other relevant details	YES
Financial results	YES
Shareholding pattern	YES

IGARASHI MOTORS INDIA LIMITED


P. DINAKARA BABU
COMPANY SECRETARY

Details of agreements entered into with the media companies and/or their associates		N.A
New name and the old name of the listed entity		N.A
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) Refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	YES
<i>Board composition</i>	17(1)	YES
<i>Meeting of Board of directors</i>	17(2)	YES
<i>Review of Compliance Reports</i>	17(3)	YES
<i>Plans for orderly succession for appointments</i>	17(4)	YES
<i>Code of Conduct</i>	17(5)	YES
<i>Fees/compensation</i>	17(6)	YES
<i>Minimum Information</i>	17(7)	YES
<i>Compliance Certificate</i>	17(8)	YES
<i>Risk Assessment & Management</i>	17(9)	YES
<i>Performance Evaluation of Independent Directors</i>	17(10)	YES
<i>Composition of Audit Committee</i>	18(1)	YES
<i>Meeting of Audit Committee</i>	18(2)	YES
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	YES
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	YES
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	YES
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	YES
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	YES

IGARASHI MOTORS INDIA LIMITED

Approval for material related party transactions	23(4)	YES
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non- Executive Directors	26(4)	YES
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/ N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied – Not Applicable.

IGARASHI MOTORS INDIA LIMITED


P. DINAKARA BABU
COMPANY SECRETARY

Name & Designation : P. Dinakara Babu
Company Secretary / Compliance Officer