
PROCEEDINGS OF THE 21st ANNUAL GENERAL MEETING OF THE MEMBERS OF IGARASHI MOTORS INDIA LIMITED WAS HELD ON MONDAY, THE 23rd SEPTEMBER, 2013 AT 3.00 P.M. AT THE MUSIC ACADEMY, MINI HALL, 306 T T K ROAD, CHENNAI 600014.

Present :

Mr. K K Nohria – Chairman & Member
Mr. Keiichi Igarashi,
Mr. Srinivasan Ravindran, Director & Audit Committee Chairman
Mr. P Mukund, Managing Director & Member

In Attendance:

Mr. R Chandrasekaran, Head - Finance
Mr. P Dinakara Babu - Company Secretary

Members Present :

316 Members in person (Including Authorised Representatives) 2 Members through Proxies

CHAIRMAN

Mr. K K Nohria, Chairman of the Board of Directors presided over the meeting.

The Chairman then stated that pursuant to the provisions of Section 103 of the Companies Act, 2013, the requisite quorum for the meeting was 32 members present in person. The Chairman also informed that the requisite quorum being present declared the meeting open and welcomed the members attending the meeting.

The Chairman then stated that Register of Proxies and Register of Directors' Shareholdings under Section 307 of the Companies Act, 1956 were available for inspection of the Members during the continuance of the Meeting.

With the permission of Members, the Notice convening the Meeting, the Audited Statement of Accounts and the Directors Report on the operations of the Company for the year ended on March 31, 2013 were taken as read.

The Chairman while welcoming the shareholders gave brief affairs of the Company. The Chairman then asked Mr. P Dinakara Babu, Company Secretary to read the Auditors' Report which was then read by the Company Secretary as required under Section 230 of the Companies Act, 1956.

Then Chairman invited members for discussion, then he replied to various matters raised by Mr. Padmanabhan, Mr. V Rangan, Mr. Abhishek, Mr. T V Ranganathan and Mr. Suresh.

Thereafter following matters were considered and approved by the Members by show of hands.

IGARASHI MOTORS INDIA LIMITED


P. DINAKARA BABU
COMPANY SECRETARY

ORDINARY BUSINESS

**Item No. 1 Adoption of Accounts for the year ended on March 31,2013-
ORDINARY RESOLUTION**

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2013 and the Statement of Profit & Loss Account for the year ended on the said date and the reports of the Auditors and Directors thereon, be and are hereby approved and adopted."

**Item No. 2 Re-appointment of Director, Mr. K Igarashi, who retires by
rotation - ORDINARY RESOLUTION**

"RESOLVED THAT Mr. K Igarashi, Director of the Company retiring by rotation at this Annual General Meeting be and is hereby re-appointed as Director of the Company".

**Item No. 3 Re-appointment of Director, Mr. Keiichi Igarashi, who retires by
rotation- ORDINARY RESOLUTION**

"RESOLVED THAT Mr. Keiichi Igarashi, Director of the Company retiring by rotation at this Annual General Meeting be and is hereby re-appointed as Director of the Company".

Item No. 4 Appointment of Auditors - ORDINARY RESOLUTION

"RESOLVED THAT pursuant to Section 224 and other applicable provisions, if any, of the Companies Act, 1956 , M/s. Sharp & Tannan, Chartered Accountants who retire at the conclusion of this Annual General Meeting of the Company and are otherwise eligible for re-appointment , be and are hereby appointed as Auditors of the Company at Remuneration to be determined by the Board of Directors of the Company (referred to as "the Board" which term shall include Audit Committee of the Board) to hold office till the conclusion of next Annual General Meeting of the Company and that they be paid in addition, any out of pocket and/or traveling expenses that they may incur in carrying out their duties."

SPECIAL BUSINESS

**Item No. 5 Appointment of Mr. Sinivasan Ravindran as Director -
ORDINARY RESOLUTION**

"RESOLVED THAT Mr. Srinivasan Ravindran, a Director who was appointed as an Additional Director and who holds office as such upto the date of Twenty First Annual General Meeting of the Company and in respect of whom Notice under section 257 of

IGARASHI MOTORS INDIA LIMITED



P.DINAKARA BABU
COMPANY SECRETARY

Companies Act, 1956 have been received from the member signifying the intention to propose Mr. Srinivasan Ravindran as a candidate for the office of Director of the Company be and is hereby appointed as a Director of the Company and liable to retire by rotation."

Note : The above are only proceedings of 21st Annual General Meeting of the members of Igarashi Motors India Limited held on September 23,2013 and does not purport to be the Minutes of the said meeting.

IGARASHI MOTORS INDIA LIMITED



P.DINAKARA BABU
COMPANY SECRETARY