

Disclosure of Voting Results of 22nd Annual General Meeting of Igarashi Motors India Ltd, held on July 30, 2014 at 3.00 p.m, as per Clause 35A of the Equity Listing Agreement with Stock Exchanges

Date of Annual General Meeting	July 30, 2014
Total Number of shareholders as on record date (i.e. June 30,2014 – cut-off date for e-voting purpose)	10,651
No. of shareholders present in the Meeting either in person or thorough proxy <ul style="list-style-type: none"> • Promoter and Promoter Group • Public 	2 332
No. of shareholders attended the meeting through Video Conferencing	Not arranged

Agenda Wise:

The mode of voting for all resolutions was e-Voting and Poll conducted at the meeting.

Item No.	Details of the Agenda	Resolution Required (Ordinary / Special)	Mode of voting (show of hands / Poll / Postal Ballot / e-voting)	Remarks
1	Adoption of Balance Sheet as on March 31, 2014 and the Audited Statement of Profit and Loss for the year ended March 31,2014 together with the Report of Board of Directors and Auditors thereon	Ordinary	Poll & e-Voting	The resolution was passed with requisite majority
2	Approval of final dividend for the year ended March 31, 2014 and to confirm the interim dividend paid in March, 2014.	Ordinary	Poll & e-Voting	The resolution was passed with requisite majority
3	Re-appointment of Mr. Keiichi Igarashi as Director	Ordinary	Poll & e-Voting	The resolution was passed with requisite majority
4	Appointment of Auditors and fixing their remuneration – The retiring Auditors M/s. Sharp & Tannan, Chartered Accountants, Chennai	Ordinary	Poll & e-Voting	The resolution was passed with requisite majority
5	Appointment of Mr. Amit Dixit as Director	Ordinary	Poll & e-Voting	The resolution was passed with requisite majority
6	Appointment of Mr. Hemant Madhusudan Nerurkar as an Independent Director	Ordinary	Poll & e-Voting	The resolution was passed with requisite majority
7	Appointment of Mr. S. Radhakrishnan as an Independent Director	Ordinary	Poll & e-Voting	The resolution was passed with requisite majority

Item No.	Details of the Agenda	Resolution Required (Ordinary / Special)	Mode of voting (show of hands / Poll / Postal Ballot / e-voting)	Remarks
8	Approve payment of remuneration to Non-Executive Directors	Special	Poll & e-Voting	The resolution was passed with requisite majority
9	Create charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings up to Rs. 100 Crores	Special	Poll & e-Voting	The resolution was passed with requisite majority
10	Approval for related party transactions	Special	Poll & e-Voting	The resolution was passed with requisite majority

In case of Poll/ Postal Ballot/ E-voting: Poll/e-Voting

1. Adoption of Balance Sheet as on March 31, 2014 and the Audited Statement of Profit and Loss for the year ended March 31,2014 together with the Report of Board of Directors and Auditors thereon (Ordinary Resolution)

Promoter / Public	No of Shares Held (1)	No. of votes Polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	22808443	22808443	100	22808443	0	100	0
Public Institutional Holders	6000	0	0	0	0	0	0
Public- Others	7794001	4049283	51.95	4049283	0	100	0
Total	30608444	26857726	87.74	26857726	0	100	0

IGARASHI MOTORS INDIA LIMITED



P.DINAKARA BABU
COMPANY SECRETARY

2. Approval of final dividend for the year ended March 31, 2014 and to confirm the interim dividend paid in March, 2014. (Ordinary Resolution)

Promoter / Public	No of Shares Held (1)	No. of votes Polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	22808443	22808443	100	22808443	0	100	0
Public Institutional Holders	6000	0	0	0	0	0	0
Public- Others	7794001	4049283	51.95	4049283	0	100	0
Total	30608444	26857726	87.74	26857726	0	100	0

3. Re-appointment of Mr. Keiichi Igarashi as Director (Ordinary Resolution)

Promoter / Public	No of Shares Held (1)	No. of votes Polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	22808443	22808443	100	22808443	0	100	0
Public Institutional Holders	6000	0	0	0	0	0	0
Public- Others	7794001	4049283	51.95	4049153	130	99.997	0.003
Total	30608444	26857726	87.74	26857596	130	99.999	0

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4. Appointment of Auditors and fixing their remuneration – The retiring Auditors M/s. Sharp & Tannan, Chartered Accountants, Chennai (Ordinary Resolution)

Promoter / Public	No of Shares Held (1)	No. of votes Polled (2)	% of votes polled on outstanding shares (3)= $[(2)/(1)] * 100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)= $[(4)/(2)] * 100$	% of votes against on votes polled (7)= $[(5)/(2)] * 100$
Promoter and Promoter Group	22808443	22808443	100	22808443	0	100	0
Public Institutional Holders	6000	0	0	0	0	0	0
Public- Others	7794001	4049283	51.95	4049153	130	99.997	0.003
Total	30608444	26857726	87.74	26857596	130	99.999	0

5. Appointment of Mr. Amit Dixit as a Director liable to retire by rotation (Ordinary Resolution)

Promoter / Public	No of Shares Held (1)	No. of votes Polled (2)	% of votes polled on outstanding shares (3)= $[(2)/(1)] * 100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)= $[(4)/(2)] * 100$	% of votes against on votes polled (7)= $[(5)/(2)] * 100$
Promoter and Promoter Group	22808443	22808443	100	22808443	0	100	0
Public Institutional Holders	6000	0	0	0	0	0	0
Public- Others	7794001	4049283	51.95	4049153	130	99.997	0.003
Total	30608444	26857726	87.74	26857596	130	99.999	0

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6. Appointment of Mr. Hemant Madhusudan Nerurkar as an Independent Director (Ordinary Resolution)

Promoter / Public	No of Shares Held (1)	No. of votes Polled (2)	% of votes polled on outstanding shares (3)= $[(2)/(1)] * 100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)= $[(4)/(2)] * 100$	% of votes against on votes polled (7)= $[(5)/(2)] * 100$
Promoter and Promoter Group	22808443	22808443	100	22808443	0	100	0
Public Institutional Holders	6000	0	0	0	0	0	0
Public- Others	7794001	4049283	51.95	4049153	130	99.997	0.003
Total	30608444	26857726	87.74	26857596	130	99.999	0

7. Appointment of Mr. S. Radhakrishnan as an Independent Director (Ordinary Resolution)

Promoter / Public	No of Shares Held (1)	No. of votes Polled (2)	% of votes polled on outstanding shares (3)= $[(2)/(1)] * 100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)= $[(4)/(2)] * 100$	% of votes against on votes polled (7)= $[(5)/(2)] * 100$
Promoter and Promoter Group	22808443	22808443	100	22808443	0	100	0
Public Institutional Holders	6000	0	0	0	0	0	0
Public- Others	7794001	4049283	51.95	4049153	130	99.997	0.003
Total	30608444	26857726	87.74	26857596	130	99.999	0

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8. Approve payment of remuneration to Non-Executive Directors (Special Resolution)

Promoter / Public	No of Shares Held (1)	No. of votes Polled (2)	% of votes polled on outstanding shares (3)= $[(2)/(1)] * 100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)= $[(4)/(2)] * 100$	% of votes against on votes polled (7)= $[(5)/(2)] * 100$
Promoter and Promoter Group	22808443	22808443	100	22808443		100	0
Public Institutional Holders	6000	0	0	0	0	0	0
Public- Others	7794001	4049283	51.95	4049153	130	99.997	0.003
Total	30608444	26857726	87.74	26857596	130	99.999	0

9. Create charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings up to Rs. 100 Crores (Special Resolution)

Promoter / Public	No of Shares Held (1)	No. of votes Polled (2)	% of votes polled on outstanding shares (3)= $[(2)/(1)] * 100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)= $[(4)/(2)] * 100$	% of votes against on votes polled (7)= $[(5)/(2)] * 100$
Promoter and Promoter Group	22808443	22808443	100	22808443	0	100	0
Public Institutional Holders	6000	0	0	0	0	0	0
Public- Others	7794001	4049283	51.95	4049153	130	99.997	0.003
Total	30608444	26857726	87.74	26857596	130	99.999	0

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10. Approval for related party transactions (Special Resolution)

Promoter / Public	No of Shares Held (1)	No. of votes Polled (2)	% of votes polled on outstanding shares (3) = $[(2)/(1)] * 100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of votes against on votes polled (7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	22808443	0	0	0	0	0	0
Public Institutional Holders	6000	0	0	0	0	0	0
Public- Others	7794001	4049283	51.950	4049153	130	99.997	0.003
Total	30608444	4049283	13.229	4049153	130	99.997	0.003

Note: All the aforesaid resolutions were passed with requisite majority.

IGARASHI MOTORS INDIA LIMITED



P.DINAKARA BABU
COMPANY SECRETARY

S. BHASKAR

Practicing Company Secretary,



Mobile : 98416 40503

Email : bhaskarswaminathan1@gmail.com

New No. 74, (Old No. 62), Akshaya Flats, 3rd Floor, 12th Avenue, Ashok Nagar, Chennai - 83.

COMBINED SCRUTINIER REPORT FOR E-VOTING

FOR

IGARASHI MOTORS INDIA LIMITED

To,

The Chairman of 22nd Annual General Meeting of the members of IGARASHI MOTORS INDIA LIMITED (the Company) held on the 30th July 2014 at Kamarajar Arrangam, No 492 Near E 3 Police Station, Anna Salai, Teynampet West, Chennai – 600 006.

Dear Sir,

Sub: Passing of Resolution through e-Voting and poll conducted at the 22nd Annual General Meeting.

1. I, S Bhaskar, a Company Secretary in Practice, has been appointed as a Scrutinizer by

- i. the Board of Directors the Company for the purpose of Scrutinizing the e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and
- ii. the Chairman of the 22nd Annual General Meeting on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice to the 22nd Annual General Meeting of the members of the Company, held on the 30th July, 2014 at Kamarajar Arrangam, No 492 Near E 3 Police Station, Anna Salai, Teynampet West, Chennai – 600 006

2. The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 22nd Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Cameo Corporate Services Ltd (Cameo), the authorised agency engaged by the Company to provide e-voting facilities for e-voting and based on ballot paper at the time of poll at AGM.

3. The e-Voting results were unblocked by me on 24th July, 2014 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated 24th July, 2014 attached herewith.

4. At the 22nd Annual General Meeting of the Company held on 30th July, 2014, the Chairman of the meeting had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM had appointed me

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as the Scrutinizer for the same. For further details kindly refer to my Scrutinizers report in Form MGT-13 dated 24th July, 2014.

The results of the e-voting together with that of the poll is as under

Item No of Notice		Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%	Nos.	%	Nos.	%
Item No: 1 of the Notice (Ordinary Resolution)	e-Voting	26343156	98%	Nil	Nil	Nil	Nil
	Poll	514570	2%	Nil	Nil	Nil	Nil
	Total	26857726	100%	Nil	Nil	Nil	Nil
Item No: 2 of the Notice (Ordinary Resolution)	e-Voting	26343156	98%	Nil	Nil	Nil	Nil
	Poll	514570	2%	Nil	Nil	Nil	Nil
	Total	26857726	100%	Nil	Nil	Nil	Nil
Item No: 3 of the Notice (Ordinary Resolution)	e-Voting	26343156	98%	Nil	Nil	Nil	Nil
	Poll	514440	2%	130	0%	Nil	Nil
	Total	26857596	100%	130	0%	Nil	Nil
Item No: 4 of the Notice (Ordinary Resolution)	e-Voting	26343156	98%	Nil	Nil	Nil	Nil
	Poll	514440	2%	130	0%	Nil	Nil
	Total	26857596	100%	130	0%	Nil	Nil
Item No: 5 of the Notice (Ordinary Resolution)	e-Voting	26343156	98%	Nil	Nil	Nil	Nil
	Poll	514440	2%	130	0%	Nil	Nil
	Total	26857596	100%	130	0%	Nil	Nil
Item No: 6 of the Notice (Ordinary Resolution)	e-Voting	26343156	98%	Nil	Nil	Nil	Nil
	Poll	514440	2%	130	0%	Nil	Nil
	Total	26857596	100%	130	0%	Nil	Nil
Item No: 7 of the Notice (Ordinary Resolution)	e-Voting	26343156	98%	Nil	Nil	Nil	Nil
	Poll	514440	2%	130	0%	Nil	Nil
	Total	26857596	100%	130	0%	Nil	Nil
Item No: 8 of the Notice (Special Resolution)	e-Voting	26343156	98%	Nil	Nil	Nil	Nil
	Poll	514440	2%	130	0%	Nil	Nil
	Total	26857596	100%	130	0%	Nil	Nil



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Item No of Notice		Votes in favour of the resolution		Votes against the resolution		Invalid/Abstain votes	
Item No: 9 of the Notice (Special Resolution)	e-Voting	26343156	98%	Nil	Nil	Nil	Nil
	Poll	514440	2%	130	0%	Nil	Nil
	Total	26857596	100%	130	0%	Nil	Nil
Item No: 10 of the Notice (Special Resolution)	e-Voting	3534702	87%	Nil	Nil	Refer Note	
	Poll	514440	13%	130	0%		
	Total	4049142	100%	130	0%		

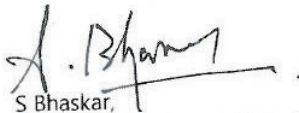
Note: For Item No 10 Shareholders (3) holding shares to the extent of 22,808,454 abstained from voting the resolution due to interested party for the particular resolution.

All the resolutions stands passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company. I shall be arranging to handover these record to you or other person as authorised by you.

Thanking you,

Yours Faithfully,


S Bhaskar,
Company Secretary in Practice
M No: 10798
C P No: 8315

Place: Chennai-83
Date: 31st July, 2014



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