



Igarashi Motors India Limited

5th November 2015

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Stock Code : IGARASHI

Dear Sir,

Ref: Submission of Policies under SEBI (Listing Obligations and Disclosure Requirement) 2015 under Regulations 9 & 30

As required by SEBI (Listing obligations and Disclosure Requirement) 2015, our Board of Directors of our Company approved the policies at their meeting held on 5th November 2015. Further the said policies would come into effect from 1st December 2015.

We herewith attached the following the following policies under Regulations 9 & 30

1. Preservation of Documents (Annexure 1)
2. Disclosure of Material Events / Information (Annexure 2)

This is for your kind information please.

Thanking you

Yours faithfully
For IGARASHI MOTORS INDIA LIMITED

P Dinakara Babu
Company Secretary

Encl : as above

Preservation of Documents Policy

1. OBJECTIVE AND SCOPE

The purpose of this Policy to present a statement of Igarashi Motors India Limited ('IMIL') regarding preservation of its documents in accordance with the provisions of the Companies Act, 2013 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR").

The policy is intended to define IMIL's preservation of documents responsibilities and to provide guidance to the employees working in IMIL in making decisions and undertaking other activities that may have an impact on the operations of the Company. It also frame the guidelines for fundamental accountability of IMIL to retain and preserve its documents as the basis for communication with a range of external stakeholders.

The policy is framed for the purpose of systematic identification, categorization, maintenance, review, retention and destruction of documents received or created in the course of business. The policy would contain guidelines on how to identify documents that need to be maintained, how long certain documents should be retained, how and when those documents should be disposed of, if no longer needed and how the documents should be accessed and retrieved when they are needed.

This policy has been adopted and approved by the Board of Directors at its meeting held on November 05, 2015.

2. Statutory Mandate

The policy on preservation of documents and archival is mandated by the provisions of regulation 9 of Chapter III of LODR, 2015. Under this regulation, the Company has a strategic objective of ensuring that significant documents are safeguarded and preserved to ensure its longevity of priority documents including its electronic resources.

3. Classification of Documents to be preserved / retained

Based on the recommendation of the management of the Company, the Board of Directors have classified the following documents to be retained and preserved for posterity.

- a) Documents that need to be preserved / retained permanently – marked as RDP1
- b) Documents to be preserved electronically and archived when necessary – marked as RDP2.
- c) Documents that may be preserved / retained for a period of 8 years as specified under the Companies Act, 2013 or LODR – marked as RDP3
- d) Documents like budget papers etc., which may be retained for less than 8 years – marked as RDP4.
- e) Documents that may be required by judicial proceedings and which may be destroyed after closure of the legal case – marked as RDP5.

The illustrative list is appended as Annexure 1.



4. **Responsibility of Employees for Preservation of Documents**

All the Employees are responsible for taking into account the potential impacts on preservation of the documents in their work area and their decision to retain/preserve or destroy documents pertaining to their area of work.

5. **Periodical Review of the Policy by Managing Director and CFO**

The policy shall be reviewed periodically by the Managing Director and CFO and amendments effected to subject to approval of the Board if and when practical difficulties are encountered. The Managing Director and CFO may also review the policy on document retention to comply with any local, state, central legislation that may be promulgated from time to time. The Managing Director and CFO along with respective Business Head/Function would identify time period for retention of documents from time to time.

6. **Suspension of Record Disposal in the event of Litigation or Claims**

In case the Company is served with any notice for request of documents or any employee becomes aware of a governmental investigation or audit concerning IMIL or commencement of any litigation against the Company, such employee shall inform the Managing Director, CFO and Company Secretary for any further disposal of documents shall be suspended until such time as the Managing Director and CFO with the due advice from the legal counsel determine otherwise.

7. **Back-up Copies**

In the event of major incident, the first priority is the safety of the people, followed by immediate action to rescue or prevent further damage to the records. Depending on the immediate threat, emergency response and recovery actions will take precedence over all other Company activities.

The Company has made appropriate provision for the backup of its digital collections, including the provision of offsite security copies. The backup copies are actively maintained to ensure their continued viability.

9. This policy comes into effect from December 01, 2015.



Annexure 1

Type of Records

1. Accounting and Finance records including Annual Financial statement

Record Type	Retention Period	Document Type
Accounts Payable ledgers and schedules	8 Years	RDP-3
Accounts Receivable ledgers and schedules	8 Years	RDP-3
Annual Audit Reports and Financial Statements	Permanent	RDP-1
Annual Audit Records, including work papers and other documents that related to the audit	8 years after completion of audit	RDP-3
Annual Plans and Budgets	3 years after the budget year is closed	RDP-4
Bank Statement and Cancelled Cheques	8 years	RDP-3
Employee Expense Reports	8 years	RDP-3
General Ledger	Permanent	RDP-1
Interim Financial Statements	8 years	RDP-3
Notes Receivable ledgers and schedules	8 years	RDP-3
Investment Records	Permanent	RDP-3
Security deposit receipt copies	3 years after termination of the contract	RDP-4

2. Insurance Records

Record Type	Retention Period	Document Type
Annual Loss Summaries	8 Years	RDP-3
Audits and Adjustments	8 Years	RDP-3
Claim Files (Including correspondence, medical records, injury documentation, etc.	Permanent	RDP-1
Group Insurance Plans – Active Employees	8 years	Doc – 2
Group Insurance Plans - Retirees	Permanent	RDP-1
Insurance Policies for the Company	Permanent	RDP-1
Releases and Settlements	Permanent	RDP-1

3. Tax records

Record Type	Retention Period	Document Type
Tax-Exemption Documents and related correspondence	Permanent	RDP-1
Payroll Tax records	8 years	RDP-3
Tax Bills, Receipts, Statements	8 years	RDP-3
Tax Returns – Income, Franchise, Property	Permanent	RDP-1
Tax workpaper packages - Originals	8 years	RDP-3
Sales/VAT Tax Records	8 years	RDP-3
Annual Information Returns – State and Central	Permanent	RDP-1
Service Tax Records	8 years	RDP-3
SEZ Documents	Permanent	RDP-1



4. Contracts entered into by the Company - 8 years /RDP-3
5. Corporate Records including Certificate of Incorporation, Listing Agreement and other approvals from other statutory authorities.

Record Type	Retention Period	Document Type
Corporate Records (certificate of incorporation, commencement of business, listing agreement, common seal, minutes book of board and committees thereof, annual reports originals, etc.)	Permanent	RDP-1
Licence and Permits, Industrial entrepreneurial Memorandum, and other statutory approvals	Permanent	RDP-1
ROC Filings and Stock Exchange filings in physical and Electronic form	5 years from the date of filing	RDP-4

6. Legal Files and Records – permanent – RDP-1
7. Property Records– permanent – RDP-1
8. Production Records - 8 years – RDP-3
9. Payroll, Personnel and HR Records – permanent – RDP-1
10. Pension and retiral related Records - permanent – RDP-1
11. Miscellaneous Records – 8 years – RDP-3



POLICY ON DISCLOSURE OF MATERIAL EVENTS / INFORMATION

1. Statutory Mandate

The Board of Directors (The "Board") of Igarashi Motors India Limited (the "Company") has adopted the following policy and procedures with regard to disclosure of material events which are necessary to be disclosed to the stock exchanges based on criteria as may be deemed necessary and has been adopted as part of this policy. The Board may review and amend this policy from time to time.

This Policy will be applicable to the Company with effect from December 01, 2015 in terms of Clause 30 of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR").

2. Policy Objective and Scope

To determine the events and information which in the opinion of the Board are Material and needs to be disclosed to the Stock Exchanges as per the time span hitherto defined.

The purpose of this documents to present a high level policy statement for Igarashi Motors India Limited ('The Company') regarding disclosure of material events / information in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR").

The policy is intended to define Company's policy on disclosure of events / information and to provide guidance to the Board of Directors, KMPs and other executives and staff working in the Company in making decisions and undertaking regarding its responsibility about making public such events / information which may materially affect the performance of the company and thereby the share prices of the Company.

The policy is framed for the purpose of systematic identification, categorization, review, disclosure and updation of website the details of information / events which are considered material or not but which may have a bearing on the performance of the Company and which may materially affect the share prices of the company.

3. All the Words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the SEBI's LODR, 2015 and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued thereunder, as amended from time to time.

4. Definitions

"**Audit Committee or Committee**" means Audit Committee constituted by the Board of Director of the Company, from time to time under provisions of SEBI LODR, 2015, RBI Act and/or the Companies Act, 2013.

"**Board of Directors or Board**" means the Board of Directors of Igarashi Motors India Ltd, as constituted from time to time.



“**Company**” means a Company incorporated under the Companies Act, 1956 or under any other act prior to or after Companies Act, 1956.

“**Independent Director**” means a Director of the Company, not being a whole time Director who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence as laid down under Schedule IV of the Companies Act, 2013 and the SEBI's LODR, 2015 entered into with the stock exchanges.

“**Policy**” means Policy on Disclosure of Material Events.

“**Material Events**” are those that are specified in Para A of Part A of Schedule III of the LODR.

“**Other Events**” are those as may be decided from time to time and in accordance with Para B of Part A of Schedule III, as specified in sub-regulation (4).

“**LODR**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

“**Key Managerial Personnel**” (**KMP**) of the Company includes Managing Director, Chief Financial Officer and Company Secretary, who may be authorised individually or collectively to disclose events to Stock Exchange.

5. Policy

- i. Either based on the recommendation of the Audit Committee of Directors or suo moto the Board of Directors of the Company shall determine the events which are classified under different categories to be material and / or other events having a bearing on the performance of the Company and on the share prices of the Company, which needs to be disclosed to the stock exchanges as per the time span specified against each category.

CATEGORY A

Events considered Material in view of the Board of Directors which needs to be disclosed to the stock exchanges within **24 hours** of the decision taken at the Board Meeting are :

- a. Acquisition, (including agreement to acquire), Scheme of Arrangement which includes amalgamation / merger / demerger / restructuring), or sale or disposal of unit(s), division(s) or subsidiary of the listed entity or any other restructuring.
- b. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities et.
- c. Shareholder agreement, JV, Family settlement agreement, agreement / treaty / contract with media companies.
- d. Fraud / default by promoters or key managerial personnel and arrest of KMP or promoter.
- e. Reference to BIFR and winding-up petition filed by any party / creditors.
- f. Revision in ratings.



Note : If the Management is not in a position to inform the stock exchange within 24 hours of the decision taken at the Board Meeting, then it shall inform the stock exchange as soon as it is possible with an explanation as to reason for delay in disclosing the said information.

CATEGORY B

Events / Decisions considered Material in view of the Board of Directors which needs to be disclosed to the stock exchanges within **30 minutes of the closure of the Board Meeting** are:

- a. Declaration of Dividend and / or cash bonuses recommended or declared and other information pertaining to them.
- b. Cancellation of dividend with reasons thereof;
- c. Buyback of shares
- d. Fund raising proposed to be undertaken.
- e. Increase in capital by issue of bonus shares
- f. Reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue
- g. Alteration of capital
- h. Financial results
- i. Voluntary delisting from stock exchanges

CATEGORY C

Other Events / Decisions not considered Material in view of the Board of Directors which however, needs to be disclosed to the stock exchanges within **as soon as it is possible but in any case not later than thirty days from the day of occurrence of the event** which are :

- a. Change in Directorships, key managerial personnel, Auditor and Compliance Officer
- b. Appointment and discontinuance of share transfer agent
- c. Corporate debt restructuring
- d. One time settlement with bank.
- e. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.
- f. Proceedings of the Annual or Extra General Meeting
- g. Amendments to Memorandum and Articles of Association.

CATEGORY D

Miscellaneous Events / Decisions not considered Material in view of the Board of Directors which however, needs to be disclosed to the stock exchanges within **as soon as it is possible when the necessary information is ready to be publicised** which are :

- a. Schedule of Analyst or institutional investor meet and presentation.
- b. Commencement or postponement of the date of commercial production or operation of any unit / division.
- c. Change in the general character or nature of business brought about by arrangements for strategic, technical manufacturing or marketing tie-up, new line of business or closure of operations of any unit / division
- d. Capacity addition or new product launch.
- e. Awarding, bagging / receiving.



- f. Agreements for loan not in the normal course of business.
 - g. Disruption of operation of any one or more units due to natural calamity.
 - h. Effects arising out of change in regulatory framework applicable to the listed entity.
 - i. Litigation / dispute / regulatory action(s) with impact.
 - j. Options to purchase securities including ESOP/ESPS scheme
 - k. Giving of guarantees or indemnity or becoming a surety for any third party
 - l. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
 - m. Emergence of new technologies,
 - n. Expiry of patents.
 - o. Change in accounting policy.
 - p. Any other information that may be deemed necessary jointly and severally by the KMPs of the Company who would consider that it is necessary for the holders of the securities of the listed entity to appraise its position and to avoid the establishment of a false market.
 - q. The Board may in its discretion also authorise the KMPs to disclose such events, information or material that in its wisdom may be necessary for the Members of the exchange to know the information.
- ii. The Management shall periodically bring to the attention of the Board of Directors of the Company, all information, events or materials which in its opinion has to be brought to the attention of the Members of the Stock Exchanges.

6. Criteria for disclosure of events / information

- i. The omission of an event or information would likely to result in discontinuity or alteration of event or information already available publicly.
- ii. The omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;
- iii. In case where the criteria of an event / information does not fall in the first two categories, but still in the opinion of the board of directors are considered material.

7. Authority for determination of Materiality of events / information

The Key Managerial Personnel (KMPs) consisting of the Managing Director, Chief Finance Officer and Company Secretary hereby jointly and severally authorised to determine whether the event / information is material or not and in turn about its time line for disclosure based on the category of information as specified above to the stock exchanges, subject to such information being placed prior to or at the immediate Board Meeting held after the said information being made public.

8. Website Updation / Updates to stock exchanges

The Company shall update all disclosures made under the regulations to the stock exchanges in its website and shall be continued to be hosted in the website for a minimum period of five years and thereafter archived as per the document retention policy of the Company.

The Compliance Officer, of the Company, shall give updates to the Board of Directors and to the Stock Exchanges on any material event that may have been first informed to the stock exchanges including further developments, if any, on such events. Such updates shall also be hosted on the website of the Company.



9. Disaster Preparedness

In the event of major incident, the first priority is the safety of the people, followed by immediate action to rescue or prevent further damage to the records. Depending on the immediate threat, emergency response and recovery actions will take precedence over all other Company activities.

The Company has made appropriate provision for the backup of its digital collections, including the provision of offsite security copies. The backup copies are actively maintained to ensure their continued viability.

10. Authorisation to KMPs to suo moto accept / deny reported event or information

The Key Managerial Personnel (KMPs) consisting of the Managing Director, Chief Finance Officer and the Company Secretary are hereby jointly and severally authorised to suo moto accept / deny any report event or information, which has been unauthorisedly made public by media or by any other means including but not limited to electronic means. They are further authorised to respond to the rumors amongst the general public, which has no basis or documentation, in a way which best protects the interests of the Company. Such action taken by the KMPs shall however, be brought to the attention of the Board of Directors at its immediately subsequent meeting.

11. Compliance Officer

The Compliance Officer for the Purpose of complying with the provisions of LODR, 2015 shall be the Company Secretary of the Company.

12. Policy Review

This policy shall be subject to review as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors.

13. Board's Approval

This policy was approved by the Board of Directors at its meeting held on November 05, 2015.

