

NOTICE

NOTICE IS HEREBY GIVEN THAT The Twenty Sixth Annual General Meeting ('AGM') of Igarashi Motors India Limited will be held on Wednesday, the August 08, 2018 at 3.00 P.M. at Welcome Hotel (Formerly 'Hotel Chola'), Cathedral Road, Chennai – 600 086 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2018, and the Reports of the Board of Directors and Auditor's Report thereon.
2. To declare a dividend of ₹.6/- per equity share for the financial year ended March 31, 2018.
3. To appoint a Director in place of Mr. Keiichi Igarashi (DIN: 00356779) who retires at this meeting and is eligible for re-appointment.

SPECIAL BUSINESS

4. To consider and if thought fit to pass with or without modification the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder including any statutory modifications(s) or re-enactment thereof and pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any Amendment thereof, Mr. K K Nohria (DIN: 00060015) a Director who was appointed as an Additional Director of the Company on the recommendation of the Nomination and Remuneration Committee by the Board with effect from July 23, 2018 and who holds office until the date of AGM, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, signifying its intention to propose Mr. K K Nohria as a candidate for the office of Director of the Company, be and is hereby appointed as Director of the Company whose period of office liable to determination by retirement by rotation.”

Place : Chennai
Date : May 22, 2018

By Order of the Board of Directors
For Igarashi Motors India Limited

P. Dinakara Babu
Company Secretary
Membership No. A14812

Registered Office:

Plot No. B-12 to B-15, Phase II,
MEPZ-SEZ, Tambaram,
CHENNAI- 600 045.

Phone: +91-44-42298199/22628199,

Fax: +91-44-22628143

E-mail: investorservices@igarashimotors.co.in

CIN: L29142TN1992PLC021997

Website: www.igarashimotors.com



Notes:

- a) The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special business set out in the Notice is annexed hereto and forms part of this Notice.
- b) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. THE PROXY FORM DULY COMPLETED MUST BE RETURNED SO AS TO REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE COMMENCEMENT OF THE AFORESAID MEETING.

Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

- c) Corporate members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013 authorising their representative to attend and vote on their behalf at the Annual General Meeting.
- d) The Register of Members of the Company will remain closed from August 04, 2018 to August 08, 2018 (both days inclusive) for the purpose of the dividend for the financial year ended March 31, 2018 and Annual General Meeting.
- e) Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid on or after August 14, 2018, to those members whose names appear on the register of members as on August 03, 2018.
- f) As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Listing Regulations], the Company shall use any of the electronic mode of payment facility approved by the Reserve Bank of India for the payment of dividend. Members holding shares in demat mode are requested to submit their Bank details viz. Bank Account Number, Name of the Bank, Branch details, MICR Code, IFS Code to the Depository Participants with whom they are maintaining their demat account and Members holding shares in physical mode are requested to submit the said bank details to the Company's Registrar & Transfer Agent.
- g) Members, Proxies and Authorised Representatives are requested to bring their Attendance Slips together with their copies of the Annual Reports to the Meeting. Copies of the Annual Report will not be provided at the AGM venue.
- h) Members are requested to notify Change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their ID No. and in case of physical shares to the Registrar and Transfer Agent.
- i) The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all shareholders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account details to Cameo Corporate Services Ltd (RTA) by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque.

- j) Shareholders desiring any information as regards the accounts are requested to write to the Company at least 7 days in advance, so as to enable the Company to keep the information ready.

All documents referred in the Notice will be available for inspection at the Company's registered office during all working days between 11.00 a.m. and 1.00 p.m till the date of AGM.

- k) A Route map showing directions to reach the venue of the 26th Annual General Meeting is given along with this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".
- l) Members who have not so far encashed dividend warrant(s) for the Financial Year 2013-14, 2014-15, 2015-16 and 2016-17 are requested to seek to issue a duplicate warrant(s) by writing to the Company's Registrars and Transfer Agent, M/s. Cameo Corporate Services Limited immediately. Members are requested to note that dividends unclaimed within 7 years from the date of transfer to the Company's Unpaid Dividend Account, as per Section 124 of the Companies Act, 2013 will be transferred to the Investor Education and Protection Fund. Details of unclaimed dividend are available on the Company's website www.igarashimotors.com under the section 'Investor Relations'.
- m) As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its members the facility to cast their vote by electronic means (i.e. voting electronically from a place other than the venue of the general meeting) on all resolutions set forth in the Notice. The instructions for e-voting are given in Annexure A.
- n) The remote e-voting period starts on Saturday, August 04, 2018, 9.00 a.m (IST) and ends on Tuesday, August 07, 2018, 5.00 p.m. (IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of August 01, 2018 may cast their votes electronically.
- o) Mr. C Prabhakar, partner, BP & Associates, Company Secretaries (Membership No. A 30433; Certificate of Practice No.11033) has been appointed as the Scrutinizer for conducting voting process (e-voting & Ballot Paper) in a fair and transparent manner.
- p) The Facility for voting through Ballot paper shall be made available at the 26th AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Annual General Meeting through ballot paper.
- q) The members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.
- r) The Company's website is www.igarashimotors.com, Annual Reports of the Company, unclaimed dividend list, and other shareholder communications are made available on the Company's website.
- s) All the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agent whose e-mail id is investor@cameoindia.com mentioning the Company's name i.e., Igarashi Motors India Limited so as to enable the Company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address.
- t) Our Company's shares are tradable compulsorily in electronic form and through Cameo Corporate Services Limited, Registrars and Share Transfer Agent; we have established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). The



International Securities Identification Number (ISIN) allotted to your Company's shares under the Depository system is INE188B01013. As on March 31, 2018, 99.25% of our Company's Shares were held in dematerialized form and the rest are in physical form.

To enable us to serve our investors better, we request shareholders whose shares are in physical mode to dematerialize shares and update their bank accounts with the respective Depository Participants.

- u) Members of the Company had approved the appointment of M/s. B S R & Co. LLP, Chartered Accountants, as the Statutory Auditors at the 25th AGM of the Company which is valid till 30th AGM of the Company. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
- v) Re-appointment of Director

Pursuant to Regulation 36(3) of the SEBI Listing Regulations, and Secretarial Standard 2 on General Meetings, following information is furnished in respect of Director proposed to be reappointed:

Name of the Director	Mr. Keiichi Igarashi (DIN: 00356779)
Date of Birth	June 24, 1966
Age	51 years
Brief Profile	Mr. Keiichi Igarashi, is BA of Engineering from Chuo University. Worked at Panasonic (Japan) from 1990 to 1995 as Quality engineer. Working with Igarashi Group since 1995. He has over two decades of experience in DC Motors. He is the CEO of Igarashi Japan and Managing Director Igarashi, China and is responsible for Globalising Igarashi to the next level. He is President of Igarashi, Global. He is holding directorship in NYL Electric Limited.
Date of appointment	July 17, 2003
No of Board Meetings attended during 2017-18	4
Directorship held in all other companies	Public Companies : NYL Electric Limited Private Companies : Nil
Memberships / Chairmanships of Committees of the Board of all companies	Membership-1
Number of Equity Shares held in the Company	NIL
Inter-se relationship with other Directors / Manager / KMP	NIL

STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

Mr. K K Nohria (DIN : 00060015) was appointed as Non-Executive Independent Director for a period of 3 years from July 23, 2015. Accordingly, Mr. K K Nohria's term as an Independent Director would conclude on July 22, 2018.

On the recommendation of the Nomination and Remuneration Committee, Mr. K K Nohria (00060015) (Born 1932) has been appointed as an Additional Director of the Company with effect from July 23, 2018 pursuant to Section 161 of the Companies Act, 2013 ('Act') read with the Articles of Association of the Company by the Board of Directors at the meeting held on May 22, 2018.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. K K Nohria will hold office upto the date of the ensuing AGM. Notice under the provisions of Section 160 of the Companies Act, 2013, has been received from a member indicating his intention to propose Mr. K K Nohria for the office of Director at the forthcoming AGM.

Mr. K K Nohria is a Fellow of Institute of Electrical Engineering, UK. He graduated in Electrical Engineering from BHU (Benaras Hindu University) and pursued post-graduation and Management studies at Manchester Technical College, UK. He was awarded an Honorary D.Litt Degree from Benares Hindu University. He is Fellow of All India Management Association and also Fellow of Indian Value Engineering Society. He is former CMD (Chairman & Managing Director) of Crompton Greaves Limited and has over five decades experience in Electrical & Electronics Industry. Post retirement, he is mentoring few CEO's and is an active investor in a few startup companies.

Mr. K K Nohria is currently Chairman TIET (Thapar Institute of Engineering Technology) University. He is also Chairman NRBPT (National Board of Registration & Training of Personnel) under QCI (Quality Council of India). He is also on the Board of IIM – Indore as well as number of Indian Companies. He is Past President/Chairman of ASSOCHAM (Association of Chamber of Commerce and Industry), Bombay Chamber of Commerce and Industry, All India Management Association, All India Electrical and Electronics Manufacturers Association, CII (Confederation of Indian industry) Western Region, amongst others. He is a recipient of various awards including Lifetime Achievement award for HRD.

Mr. K K Nohria is holding Directorship of Grow Talent Company Ltd, Jolly Board Ltd, CG-PPI Adhesive Products Ltd, Accelya Kale Solutions Ltd, CTR Manufacturing Industries Ltd, Inspired Leadership Gurukul, Maini Materials Movement Pvt. Ltd, Maini Precision Products Pvt. Ltd, Coreel Technologies (India) Pvt. Ltd, Net Creations Pvt. Ltd, Polymermann (Asia) Pvt. Ltd, Pradeep Metals Ltd.

The Company has received from Mr. K K Nohria (a) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (b) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

Mr. K K Nohria does not hold any shares in the Company.

Mr. K K Nohria is not related to any Director or Key Managerial Personnel of the Company within the definition of 'relative' in Section 2(77) of the Act.



Pursuant to the proposed amendment in Regulation 17(1A) SEBI (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 (Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018), the appointment or continuance of Non Executive Director who has attained the age of seventy five years is not valid unless a Special Resolution is passed in this regard.

Having regard to Mr. K K Nohria's qualifications, rich experience, contribution to the Company since inception and expert knowledge, his appointment as Non- Executive, Non-Independent Director will be in the interest of the Company.

Thus, the Board of Directors recommends the **Special Resolution** set out at Item No. 4 of the Notice for approval by the members.

No director, key managerial personnel or their relatives, except Mr. K K Nohria to whom the resolution relates, is interested or concerned in the resolution.

Place: Chennai
Date: May 22, 2018

By Order of the Board of Directors
For Igarashi Motors India Limited

P. Dinakara Babu
Company Secretary
Membership No. A14812

Registered Office:

Plot No. B-12 to B-15, Phase II,
MEPZ-SEZ, Tambaram,
CHENNAI- 600 045.
Phone: +91-44-42298199/22628199,
Fax: +91-44-22628143
E-mail: investorservices@igarashimotors.co.in
CIN: L29142TN1992PLC021997
Website: www.igarashimotors.com

ANEXURE A

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- i. The voting period begins Saturday, August 04, 2018, 9.00 a.m. (IST) and ends on Tuesday, August 07, 2018, 5.00 p.m (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date August 01, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com
- iv. Click on Shareholders.
- v. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to Login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant Igarashi Motors India Limited on which you choose to vote.
- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com