



Igarashi Motors India Limited

Reg. Off. & Plant - I :
Plot No. B12 to B15 Phase II,
MEPZ - SEZ, Tambaram,
Chennai - 600 045, India.
Phone : +91-44-4229 8199
 +91-44-2262 8199
Fax : +91-44-2262 8143
E-mail : igarashi@igarashimotors.co.in
CIN : L29142TN1992PLC021997

24th July 2015

Email & Courier & 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 [022-22722037, 22722039]
Email [Corp.compliance@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 [cm1ist@nse.co.in]
Stock Code : IGARASHI

Dear Sir

Atten: Compliance Department

**Sub : Disclosure of Voting Results of the 23rd Annual General Meeting of the Company held on
Wednesday, 22nd July 2015, as per requirements of Clause 35A of the Listing Agreement – Reg.**

Our Company's 23rd Annual General Meeting (AGM) was held on Wednesday, 22nd July 2015 at 3.00 P.M at Music Academy, Mini Hall, 314, T T K Road, Alwarpet, Chennai 600014. As per Clause 35A of the Listing Agreement the details regarding voting (evoting and poll) results of the business transacted at the AGM is annexed hereto for your reference and records.

We also attach herewith combind Scrutizer (s) Report for your records.

Please take the attachment on record and oblige.

Thanking you
Yours faithfully
For IGARASHI MOTORS INDIA LIMITED


P Dinakara Babu
Company Secretary

Encl: As above

Disclosure of Voting Results of 23rd Annual General Meeting of Igarashi Motors India Ltd held on Wednesday July 22, 2015 at 3.00 p.m., as per Clause 35A of the Equity Listing Agreement with Stock Exchanges.

Date of Annual General Meeting	July 22, 2015
Total Number of shareholders as on record date (i.e. July 15, 2015 – cut-off date for e-voting purpose)	11304
No. of shareholders present in the Meeting either in person or thorough proxy <ul style="list-style-type: none"> Promoter and Promoter Group Public 	2 435
No. of shareholders attended the meeting through Video Conferencing <ul style="list-style-type: none"> Promoter and Promoter Group Public 	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, Statement of Profit and Loss, Report of Board of Directors and Auditors for the Financial year ended 31 st March, 2015	Ordinary	Poll & e-Voting	The resolution was passed with requisite majority
2	Approval for payment of dividend of Rs.4.44/- per equity share.	Ordinary	Poll & e-Voting	The resolution was passed with requisite majority
3	Appointment of Mr. Keiichi Igarashi, who retires by rotation and being eligible, seeks re-appointment	Ordinary	Poll & e-Voting	The resolution was passed with requisite majority
4	Appointment of M/s. Sharp & Tannan, Chartered Accountant, (ICAI Firm Registration No. 003792S) as Auditors of the Company	Ordinary	Poll & e-Voting	The resolution was passed with requisite majority
5	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, Statement of Profit and Loss, Report of Board of Directors and Auditors for the Financial year ended 31st March, 2015. (Ordinary Resolution)

Promoter / Public	No of Shares Held (1)	No. of votes Polled (2)	% of votes polled on outstanding shares (3) = $\frac{[(2)/(1)]}{100} \times 100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = $\frac{[(4)/(2)]}{100} \times 100$	% of votes against on votes polled (7) = $\frac{[(5)/(2)]}{100} \times 100$
Promoter and Promoter Group	22808443	22808443	100	22808443	0	100	0
Public Institutional Holders	795668	130540	16.40	130540	0	100	0
Public-Others	7004333	50314	0.71	50259	55	100	0
Total	30608444	22989297	75.10	22989242	55	100	0

*535000 no. of shares Abstained

2. Approval for payment of dividend of Rs.4.44/- per equity share. (Ordinary Resolution)

Promoter / Public	No of Shares Held (1)	No. of votes Polled (2)	% of votes polled on outstanding shares (3) = $\frac{[(2)/(1)]}{100} \times 100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = $\frac{[(4)/(2)]}{100} \times 100$	% of votes against on votes polled (7) = $\frac{[(5)/(2)]}{100} \times 100$
Promoter and Promoter Group	22808443	22808443	100	22808443	0	100	0
Public Institutional Holders	795668	665540	83.64	665540	0	100	0
Public-Others	7004333	50314	0.71	50314	0	100	0
Total	30608444	23524297	76.85	23524297	0	100	0

3. Appointment of Mr. Keiichi Igarashi, who retires by rotation and being eligible, seeks re-appointment. (Ordinary Resolution)

Promoter / Public	No of Shares Held (1)	No. of votes Polled (2)	% of votes polled on outstanding shares (3) = $\frac{[(2)/(1)] \times 100}{100}$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = $\frac{[(4)/(2)] \times 100}{100}$	% of votes against on votes polled (7) = $\frac{[(5)/(2)] \times 100}{100}$
Promoter and Promoter Group	22808443	22808443	100	22808443	0	100	0
Public Institutional Holders	795668	665540	83.64	50289	615251	7.55	92.45
Public-Others	7004333	50314	0.71	0	50314	0	100
Total	30608444	23524297	76.85	22858732	665565	97.17	2.83

4. Appointment of M/s. Sharp & Tannan as Auditors of the Company. (Ordinary Resolution)

Promoter / Public	No of Shares Held (1)	No. of votes Polled (2)	% of votes polled on outstanding shares (3) = $\frac{[(2)/(1)] \times 100}{100}$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = $\frac{[(4)/(2)] \times 100}{100}$	% of votes against on votes polled (7) = $\frac{[(5)/(2)] \times 100}{100}$
Promoter and Promoter Group	22808443	22808443	100	22808443	0	100	0
Public Institutional Holders	795668	665540	83.64	180799	484741	27.16	72.84
Public-Others	7004333	50314	0.71	0	50314	0	100
Total	30608444	23524297	76.85	22989242	535055	97.72	2.28

5. 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)= $\frac{[(2)/(1)]}{100} \times 100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)= $\frac{[(4)/(2)]}{100} \times 100$	% of votes against on votes polled (7)= $\frac{[(5)/(2)]}{100} \times 100$
Promoter and Promoter Group	22808443	22808443	100	22808443	0	100	0
Public Institutional Holders	795668	665540	83.64	180799	484741	27.16	72.84
Public- Others	7004333	50314	0.71	0	50314	0	100
Total	30608444	23524297	76.85	22989242	535055	97.72	2.28

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

IGARASHI MOTORS INDIA LIMITED

P.DINAKARA BABU
COMPANY SECRETARY



BP & ASSOCIATES
Company Secretaries

//CERTIFIED TRUE COPY//

IGARASHI MOTORS INDIA LIMITED


P. DINAKARA BABU
COMPANY SECRETARY

COMBINED SCRUTINIZER REPORT
FOR
IGARASHI MOTORS INDIA LIMITED

To,

The Chairman of 23rd Annual General Meeting of the members of IGARASHI MOTORS INDIA LIMITED (the Company) held on the 22nd July 2015 at 3.00 P.M. at Music Academy, Mini Hall, 314, TTK Road, Alwarpet, Chennai - 600 014.

Dear Sir,

Sub: Passing of Resolution through e-Voting and poll conducted at the 23rd Annual General Meeting.

1. I, S Bhaskar, Partner BP & Associates, Company Secretaries, 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 23rd 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 23rd Annual General Meeting of the members of the Company, held on Wednesday, the 22nd July 2015 at 3.00 P.M. at Music Academy, Mini Hall, 314, TTK Road, Alwarpet, Chennai - 600 014.

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 23rd 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 22nd July, 2015 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated 22nd July, 2015 attached herewith.

4. At the 23rd Annual General Meeting of the Company held on 22nd July, 2015, the Chairman of the meeting had 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 as the Scrutinizer for the same. For further details kindly refer to my Scrutinizers report in Form MGT-13 dated 24th July, 2015.



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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#/ Abstained* votes	Total	
		Nos.	%	Nos.	%		Nos.	%
Item No: 1 of the Notice (Ordinary Resolution)	e-Voting	22938993	99.8%	25	0%	535000*	22939018	99.8%
	Poll	50249	0.2%	30	0%	0	50279	0.2%
	Total	22989242	100%	55	0%	535000*	22989297	100%
Item No: 2 of the Notice (Ordinary Resolution)	e-Voting	23474018	99.8%	-	0%	-	23474018	99.8%
	Poll	50279	0.2%	-	0%	-	50279	0.2%
	Total	23524297	100%	-	0%	-	23524297	100%
Item No: 3 of the Notice (Ordinary Resolution)	e-Voting	22808453	97.0%	665565	2.8%	-	23474018	99.8%
	Poll	50279	0.2%	-	0%	-	50279	0.2%
	Total	22858732	97.2%	665565	2.8%	-	23524297	100%
Item No: 4 of the Notice (Ordinary Resolution)	e-Voting	22938993	97.5%	535025	2.3%	-	23474018	99.8%
	Poll	50249	0.2%	30	0%	-	50279	0.2%
	Total	22989242	97.7%	535055	2.3%	-	23524297	100%
Item No: 5 of the Notice (Special Resolution)	e-Voting	22938993	97.5%	535025	2.3%	-	23474018	99.8%
	Poll	50249	0.2%	30	0%	-	50279	0.2%
	Total	22989242	97.7%	535055	2.3%	-	23524297	100%

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 theses record to you or other person as authorised by you.

Thanking you,

Yours Faithfully,

Place: Chennai
Date: 24th July, 2015



For BP & Associates
Company Secretaries

S. Bhaskar
S Bhaskar
Partner

M No: 10798 | C P No: 8315



BP & ASSOCIATES
Company Secretaries

[FORM MGT-13]

REPORT OF SCRUTINIZER - IGARASHI MOTORS INDIA LIMITED

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the companies (Management and Administration) Rules, 2014.]

To,

The Chairman
Igarashi Motors India Limited,
Plot No.B-12 to B-15, Phase-II,
MEPZ-SEZ Tambaram,
Chennai – 45

Respected Sir,

Sub: Scrutinizer Report - Passing of Resolution through Electronic Voting-Reg

I, S.Bhaskar, Partner of BP & Associates, Company Secretaries, Chennai, was appointed as Scrutinizer for the 23rd Annual General Meeting of the Equity Shareholders of "Igarashi Motors India Limited," to be held on Wednesday, the 22nd July 2015 at 3.00 P.M. at Music Academy, Mini Hall, 314, TTK Road, Alwarpet, Chennai - 600 014, for the purpose of scrutinizing the E-Voting process in a fair and transparent manner and ascertaining the requisite majority on e-Voting carried out as per the provisions of the Companies Act, 2013 and sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The e-Voting period remained open from 9.00 AM on Saturday, the 18th of July, 2015 up to 5.00 PM on Tuesday, the 21st July, 2015.
2. The Shareholders holding shares as on the "cut off" date, i.e. 15th July, 2015 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the Notice of the 23rd Annual General Meeting of "Igarashi Motors India Limited" (Item Number 1 to 5 of the Notice of the 23rd AGM of Igarashi Motors India Limited)



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Akshaya Flats, 12th Avenue,
Ashok Nagar, Chennai-63



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Company Secretaries

3. The votes were unblocked on Wednesday, the 22nd July, 2015 around 5.00 PM in the presence of two witnesses, namely, Mr. P.A. Abilash and Mr. A. RishiKumar

They have signed below in confirmation of the votes being unblocked in their presence.

Name: P.A. Abilash

Name: A. RishiKumar

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the E-Voting website of Central Depository Services (India) Limited (<http://www.evotingindia.co.in/>).

5. The result of the E- voting is as under:

(A) Item No- 1

Ordinary Resolution to receive, consider and adopt the Directors' Report, the Audited Balance Sheet as at 31st March 2015, Statement of Profit and Loss for the year ended 31st March 2015 and the Auditors' Report thereon.

	Number of members participated in e-voting	Number of votes cast by them	% of total number of Valid Votes cast
Voted in favour of the resolution	6	22938993	100%
Voted against the resolution	1	25	0%
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them
1	1		535000



(B) Item - 2

Ordinary Resolution to declare a Dividend of Rs. 4.44/- per equity share for the year ended March 31, 2015.

	Number of members participated in e-voting	Number of votes cast by them	% of total number of Valid Votes cast
Voted in favour of the resolution	8	23474018	100 %
Voted against the resolution	Nil	Nil	Nil
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them
Nil	Nil		Nil

(C) Item - 3

Ordinary Resolution to appoint a Director in place of Mr.Keiichi Igarashi who retires at this meeting and is eligible for re-appointment.

	Number of members participated in e-voting	Number of votes cast by them	% of total number of Valid Votes cast
Voted in favour of the resolution	3	22808453	97 %
Voted against the resolution	5	665565	3%
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them
Nil	Nil		Nil



(D) Item - 4

Ordinary Resolution to appointment M/s Sharp & Tannan, Chartered Accountants as Statutory Auditors and fix their remuneration.

	Number of members participated in e-voting	Number of votes cast by them	% of total number of Valid Votes cast
Voted in favour of the resolution	6	22938993	98 %
Voted against the resolution	2	535025	2%
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them
Nil	Nil		Nil

(E) Item - 5

Special Resolution to authorise Board of Directors to enter into related party transactions.

	Number of members participated in e-voting	Number of votes cast by them	% of total number of Valid Votes cast
Voted in favour of the resolution	6	22938993	98 %
Voted against the resolution	2	535025	2%
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them
Nil	Nil		Nil



BP & ASSOCIATES
Company Secretaries

6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the company.

Thanking You,

Yours faithfully,

Place: Chennai
Date: 24th July, 2015

For BP & Associates
Company Secretaries



S Bhaskar
Partner
C P No: 8315