



Igarashi Motors India Limited

8<sup>th</sup> April 2017

By Online Submission

**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

**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No.C/1,  
G-Block, Bandra Kurla Complex, Bandra (East),  
**Mumbai 400 051**  
Fax [022-26598237/ 26598238]  
Email [cmlist@nse.co.in]  
Stock Code : IGARASHI

Dear Sir

**Sub: Submission of Corporate Governance Compliance Report – reg.**  
**Ref: Listing Agreement Regulation 27(2)**

Enclosed please find quarterly Compliance Report on Corporate Governance as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the format specified for the quarter ended 31<sup>st</sup> March 2017.

Please acknowledge receipt.

Thanking you

Yours faithfully  
For IGARASHI MOTORS INDIA LIMITED

P Dinakara Babu  
Company Secretary

Encl : as above



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### Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : Igarashi Motors India Limited

2. Quarter ending 31 March 2017

#### I. Composition of Board of Directors

Title (Mr / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	K K Nohria	AACPN8340G 00060015	Chairperson/ independent	23/07/2015	3	3	6	1
Mr.	Hemant M Nerurkar	AAGPN0776M 00265887	Independent	23/06/2014	3	4	6	3
Mr.	S Radhakrishnan	ACLPR9443F 01246033	Independent	23/06/2014	3	1	1	1
Mr.	Keiichi Igarashi	-- 00356779	Non- Executive	17/07/2003	--	1	--	--
Mr.	P Mukund	AAIPM6590R 00007788	Executive	12/07/1999	--	1	1	--
Mr.	Akhil Awasthi	ACCPA2678Q 00148350	Non- Executive	28/01/2016	--	--	--	--
Ms	Eva Maria Rosa Schork	07159550	Non- Executive	28/01/2016	--	--	--	--

\$PAN number of any director would not be displayed on the website of Stock Exchange  
 &Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen  
 \* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

**II. Composition of Committees**

Name of Committee	Name of Committee members	Category (Chairperson (C) /Executive (E) /Non-Executive(NE) /Independent(I) /Nominee) s
1. Audit Committee	Mr. Hemant M Nerurkar Mr. S Radhakrishnan Mr. K K Nohria	C - I - NE I - NE I - NE
2. Nomination & Remuneration Committee	Mr. S Radhakrishnan Mr. Hemant M Nerurkar Mr. K K Nohria	C - I - NE I - NE I - NE
3. Risk Management Committee(if applicable)	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee	Mr. S Radhakrishnan Mr. Hemant M Nerurkar Mr. P Mukund Mr. K K Nohria	C - I - NE I - NE E I - NE

Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

**III. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
10 <sup>th</sup> November 2016	8 <sup>th</sup> February 2017	89 days
26 <sup>th</sup> December 2016	8 <sup>th</sup> February 2017	43 days

**IV. Meeting of Committees**

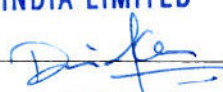
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	Yes- present	26 <sup>th</sup> December 2016	43
Stakeholders Relationship Committee	Yes- present	10 <sup>th</sup> November 2015	89

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

IGARASHI MOTORS INDIA LIMITED



P. DINAKARA BABU  
COMPANY SECRETARY

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> <small>refer note below</small>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p><b>Note</b></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
<b>VI. Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities) – Not applicable</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: - Placed before the Previous Board Meeting held on 26/12/2016</p>	
<p><b>Name &amp; Designation : P. Dinakara Babu</b>  <b>Company Secretary / Compliance Officer</b></p>	
 <b>P. DINAKARA BABU</b> <b>COMPANY SECRETARY</b>	

**Note:**

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

1. Name of Listed Entity : IGARASHI MOTORS INDIA LIMITED

2. Quarter ending 31st March 2017

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA) refer note below
Details of business	
Terms and conditions of appointment of independent directors	YES
Composition of various committees of board of directors	YES
Code of conduct of board of directors and senior management personnel	YES
Details of establishment of vigil mechanism/ Whistle Blower policy	YES
Criteria of making payments to non-executive directors	YES
Policy on dealing with related party transactions	YES
Policy for determining 'material' subsidiaries	N.A
Details of familiarization programmes imparted to independent directors	YES
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES
email address for grievance redressal and other relevant details	YES
Financial results	YES
Shareholding pattern	YES
Details of agreements entered into with the media companies and/or their associates	N.A
New name and the old name of the listed entity	N.A

IGARASHI MOTORS INDIA LIMITED

  
P. DINAKARA BABU  
COMPANY SECRETARY

II Annual Affirmations		
Particulars	Regulation Number	Compliance status <small>(Yes/No/NA) refer note below</small>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1)	YES
Meeting of Board of directors	17(2)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of nomination & remuneration committee	19(1) & (2)	YES
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of risk management committee	21(1),(2),(3),(4)	N. A.
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES
Approval for material related party transactions	23(4)	YES
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non- Executive Directors	26(4)	YES
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES
<p><b>Note</b></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/ N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><b>III Affirmations:</b></p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p> <p style="text-align: center;"><b>IGARASHI MOTORS INDIA LIMITED</b></p>		
<p><b>Name &amp; Designation</b> Company Secretary / Compliance Officer / Managing Director / CEO</p>		 <b>P. DINAKARA BABU</b> COMPANY SECRETARY