



Igarashi Motors India Limited

BOARD OF DIRECTORS	K. K. NOHRIA (CHAIRMAN) K. IGARASHI C.P. DUSAD G.N. MANI T. IGARASHI KEIICHI IGARASHI A.J. PRASAD* KAVITA PRASAD* M.S.S. SRINATH* JACOB MATHEW*
MANAGING DIRECTOR	P. MUKUND
HEAD - FINANCE	R. CHANDRASEKARAN
COMPANY SECRETARY	T.S. MAHARANI
AUDITORS	SHARP & TANNAN CHARTERED ACCOUNTANTS PARSN MANERE, A-WING 3RD FLOOR, 602, ANNA SALAI CHENNAI - 600 006
BANKERS	STATE BANK OF INDIA ICICI BANK LIMITED
REGISTERED OFFICE & FACTORY	PLOTS NO.B-12 TO B-15, PHASE II MEPZ - SEZ, TAMBARAM, CHENNAI - 600 045.

* Appointed as a Director w.e.f. 28th July 2011

As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the Meeting.



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Igarashi Motors India Limited

From the Chairman's desk.....

Dear Shareholders,

Your management has justified your confidence in them, as they were able to handle the challenges faced by your company for the years 2009 & 2010, successfully.

This has enabled your company to address the growth potential again and post reasonable results for the year 2011. I feel this growth momentum will be continued in the coming years.

The demand from our customers continue to be robust and our operations show consistent improvement. We should post robust profitable growth in the coming years.

The significant impetus to the financial stability of your company was provided by the Strategic Investment made by Agile Electric Drives Technologies and Holdings Private Limited (Agile Electric).

Agile Electric was able to make this investment in your company due to the substantial investment by HBL Power Systems Limited, a Leader in Power sources & Electronics.

We find great synergy between the values and vision of HBL and your Company. This augurs well for future growth, as we are in the process of merging Agile Electric with your Company. This process is likely to take between 12 to 18 months time as necessary for completing various formalities involved.

Please join me in complimenting our Management team for the dedication and commitment.

As always, I am extremely grateful to you, shareholders for your understanding and patience and I feel reasonably confident that this patience will be rewarded in the years to come.

With kind regards,



K.K. Nohria
Chairman



A message from

K. Igarashi

President, Igarashi Group

My Dear Shareholders,

It is my happiness to see that Igarashi India has turned around well and has returned to Profitability. We were one of the few SME Japanese Companies who set foot in India over 15 years ago, envisioning the Indian market to become a good future Growth Market.

My estimation has now come true and I believe India will be one of the largest and fastest growing markets in the days to come.

Carefully and deeply examining the business conditions globally and our endeavour to remain strong in the areas we set foot, we had to take a decision to invite a Strong Strategic partner to take a lead in India, drive the growth in India.

I am very happy that HBL Power Systems Limited decided to invest in our Company, creating a Strategic Partnership. This will Expand the Horizon of business of both our Organisations and I believe that our Indian Company will be a significant beneficiary of this Strategic Alliance.

I am very impressed with the Research and Technology capability of HBL and the Clear Vision and Strategic Energy of its Chairman.

I am happy to share with all our Stakeholders, that I have been right on top of all the issues with my core and capable team and the future for our Company looks stable and robust.

As I mentioned last year, we have been customer oriented players and respect all our Stakeholders. This helped in maintaining good relationships with all our Business Chain partners and Stakeholders and I look forward to the years ahead with a positive optimism for our Company.

I wish to mention that all our Customers, Suppliers, Bankers and Financiers have demonstrated their faith in us and I offer immense gratitude to all of them. Our Employees have demonstrated the material they are made of to pull up from the unprecedented crisis, build a suitable Model and return to good times once again and consider De-Risking as an all important aspect of Management.

It will not be out of place to say, that in my lifetime, Japan has seen many grave challenging situations in the past and current Earthquake, Tsunami and Nuclear danger have not left Japan free from such Natural Calamities and Disasters. But I am confident that the nation will spring back.

Your sincerely,

K. Igarashi

Igarashi Motors India Limited

NOTICE

NOTICE IS HEREBY GIVEN THAT The Nineteenth Annual General Meeting of Igarashi Motors India Limited will be held on Thursday, the 15th September, 2011, at 3.00 p.m. at the Sathguru Gnanananda Hall, Narada Gana Sabha Trust Complex, Mini Hall, 314 T.T.K.Road, Chennai - 600 018 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' Report, the Audited Balance Sheet as at 31st March 2011, the Profit and Loss Account for the year ended 31st March 2011 and the Auditors' Report thereon.
2. To appoint a Director in place of Mr.K.Igarashi who retires at this meeting and is eligible for re-appointment.
3. To appoint a Director in place of Mr.Keiichi Igarashi who retires at this meeting and is eligible for re-appointment.
4. To appoint Auditors and fix their remuneration.
M/s. Sharp & Tannan, Chartered Accountants, Chennai are the retiring auditors and are eligible for reappointment.

SPECIAL BUSINESS

5. Re-Appointment of Managing Director

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Special Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 read with Schedule XIII of the Companies Act, 1956 and other applicable provisions if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary and further subject to the approval of members in the general meeting, Mr.P.Mukund be and is hereby re-appointed as the Managing Director of the Company for a further period of 5 years from 01.04.2011, on the terms and conditions as set out in the explanatory statement to this resolution".

6. To Appoint a Director other than a Retiring Director

To consider and, if thought fit, to pass with or without modification(s) if any, the following resolution as an Ordinary Resolution :

"RESOLVED THAT Dr. A.J.Prasad appointed as an Additional Director under Section 260 of the Companies Act, 1956 in the Board Meeting held on 28th July, 2011 and whose term of office expires in the ensuing Annual General Meeting be and is hereby re-appointed under Section 257 of the Companies Act, 1956, and is liable to retire by rotation".

7. To Appoint a Director other than a Retiring Director

To consider and, if thought fit, to pass with or without modification(s) if any, the following resolution as an Ordinary Resolution :

"RESOLVED THAT Mrs.Kavita Prasad appointed as an Additional Director under Section 260 of the Companies Act, 1956 in the Board Meeting held on 28th July, 2011 and whose term of office expires in the ensuing Annual General Meeting be and is hereby re-appointed under section 257 of the Companies Act, 1956, and is liable to retire by rotation".



8. To Appoint a Director other than a Retiring Director

To consider and, if thought fit, to pass with or without modification(s) if any, the following resolution as an Ordinary Resolution :

“RESOLVED THAT Mr. M.S.S.Srinath appointed as an Additional Director under Section 260 of the Companies Act, 1956 in the Board Meeting held on 28th July, 2011 and whose term of office expires in the ensuing Annual General Meeting be and is hereby re-appointed under section 257 of the Companies Act, 1956, and is liable to retire by rotation”.

9. To Appoint a Director other than a Retiring Director

To consider and, if thought fit, to pass with or without modification(s) if any, the following resolution as an Ordinary Resolution :

“RESOLVED THAT Mr. Jacob Mathew appointed as an Additional Director under Section 260 of the Companies Act, 1956 in the Board Meeting held on 28th July, 2011 and whose term of office expires in the ensuing Annual General Meeting be and is hereby re-appointed under section 257 of the Companies Act, 1956, and is liable to retire by rotation”.

Place : Chennai
Date : July 28, 2011

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

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

T.S.Maharani
Company Secretary

Notes:

- a) 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.
- b) The Register of Members of the Company will remain closed from 12th September 2011 to 15th September 2011 (both days inclusive) for book closure purpose.
- c) Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
- d) 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 Registered office of the Company.
- e) 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.
- f) Members are requested to note that the dividend for the financial year 2003-2004 remaining un-claimed for 7 years from the date of declaration has been transferred to the Investor Education and Protection Fund established by the Government of India pursuant to Section 205C of the Companies Act, 1956.

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Consequently, no claim shall lie against the said Fund or the Company in respect of any amounts which were un-claimed and un-paid for a period of 7 years from the date they first become due for payment.

- g) Members who have not so far encashed dividend warrant(s) for the Financial Years 2004-05, 2005-06, 2006-07 and 2007-08 are requested to seek to issue a duplicate warrant(s) by writing to the Company's Registrars and Transfer Agents, M/s. Cameo Corporate Services Limited immediately.
- h) Members are requested to note that dividends unpaid/unclaimed for a period of seven years from the date that they become due for payment will be transferred by the Company to the Investor Education and Protection Fund (IEPF) as per Section 205A(5) and Section 205C of the Companies Act, 1956.
- i) Our Company's shares are tradable compulsorily in electronic form and through Cameo Corporate Services Limited, Registrars and Share Transfer Agents. 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 31st, 2011, over 98% 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 to update their bank accounts with the respective Depository Participants.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT

Explanatory statement annexed to the notice of the Nineteenth Annual General Meeting of the Company as required under Section 173 (2) of the Companies Act, 1956.

ITEM NO.5 : Re-Appointment of Managing Director

The Board of Directors, at their meeting held on 28th July, 2011 re-appointed Mr.P.Mukund as Managing Director of the Company for a further period of five years with effect from 01.04.2011, on the following terms and conditions, subject to the approval of the shareholders in the general meeting.

The material terms and conditions of the re-appointment is as follows:

Salary

Rs. 5,00,000 (Rupees Five Lakhs only) per month.

Commission

Commission, in addition to salary and perquisites will be variable at the discretion of the Board of Directors, limited to a maximum of the annual salary.

Perquisites

In addition to salary and commission, the Managing Director shall also be entitled to perquisites which will include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, re-imbursement of expenditure or allowances in respect of maintenance, utilities such as gas, electricity, water, furnishing and house repairs, medical reimbursement, medical insurance, hospital benefits, leave travel concession, for himself and his family, personal accident insurance, club fees and any other reimbursements, allowances or perquisites that may be permitted by the company or the Board of Directors, to a maximum value equal to the annual salary.



“Family” mentioned above means the spouse, dependent parents and dependent children upto the age of 24 years.

For the purpose of calculating the above ceilings, perquisites shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual costs.

Provision of car and telephone for use on the Company’s business and telephone at the Managing Director’s residence will not be considered perquisite.

The following shall not be included for the purposes of computation of the Managing Director’s remuneration or perquisites as aforesaid:

- (i) the Company’s contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income-tax Act;
- (ii) gratuity payable to the Managing Director as per the Rules of the Company;
- (iii) encashment of leave at the end of tenure, on ceasing to be Managing Director.

Minimum Remuneration

In the event of absence or inadequacy of profits in any financial year during the tenure of the Managing Director, the aforesaid remuneration payable to the Managing Director shall be the minimum remuneration payable to him.

Stock Options : In addition to salary and perquisites, the Managing Director will be entitled for issue, grant of Stock Options at the discretion of the Board/Compensation Committee subject to the applicable ceiling limits.

The terms and conditions of the said appointment may be altered, enhanced or varied from time to time by the Board as it may think, in its discretion, deem fit.

This may be treated as an abstract of the terms between the Company and Mr. P.Mukund pursuant to Section 302 of the Companies Act, 1956.

Your Directors believe that such issue is in the interest of the Company and therefore recommend the passing of the Resolution at Item No.5 of the Notice as a Special Resolution.

None of the Directors other than Mr. P.Mukund, are interested or concerned in the Resolution.

ITEM NO.6 : Appointment of Director other than a Retiring Director

In pursuant to Article 97 of the Articles of Association, and Section 260 of the Companies Act, 1956, Dr. A.J.Prasad appointed as an Additional Director in the Board Meeting held on 28th July, 2011 and whose term of office expires at this Annual General Meeting.

In pursuant to Section 257 of the Companies Act, 1956, he is eligible for Re-appointment and a notice has been received from a Member of the Company proposing his candidature.

The relevant resolution has been proposed as an ordinary resolution for obtaining the consent of members.

The Board recommend the resolution for approval of members.

None of the Directors other than Dr. A.J.Prasad, Mrs. Kavita Prasad and Mr.M.S.S.Srinath are interested or concerned in the Resolution.

ITEM NO.7 : Appointment of Director other than a retiring Director

In pursuant to Article 97 of the Articles of Association, and Section 260 of the Companies Act, 1956, Mrs.Kavita Prasad appointed as an Additional Director in the Board Meeting held on 28th July, 2011 and whose term of office expires at this Annual General Meeting.

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In pursuant to Section 257 of the Companies Act, 1956, he is eligible for Re-appointment and a notice has been received from a Member of the Company proposing his candidature.

The relevant resolution has been proposed as an ordinary resolution for obtaining the consent of members.

The Board recommend the resolution for approval of members.

None of the Directors other than Mrs.Kavita Prasad, Dr.A.J. Prasad and Mr.M.S.S.Srinath are interested or concerned in the Resolution.

ITEM NO.8 : Appointment of Director other than a retiring Director

In pursuant to Article 97 of the Articles of Association, and Section 260 of the Companies Act, 1956, Mr.M.S.S.Srinath appointed as an Additional Director in the Board Meeting held on 28th July, 2011 and whose term of office expires at this Annual General Meeting.

In pursuant to Section 257 of the Companies Act, 1956, he is eligible for Re-appointment and a notice has been received from a Member of the Company proposing his candidature.

The relevant resolution has been proposed as an ordinary resolution for obtaining the consent of members.

The Board recommend the resolution for approval of members.

None of the Directors other than Mr. M.S.S.Srinath, Mrs.Kavita Prasad and Dr.A.J.Prasad are interested or concerned in the Resolution.

ITEM NO.9 : Appointment of Director other than a retiring Director

In pursuant to Article 97 of the Articles of Association, and Section 260 of the Companies Act, 1956, Mr. Jacob Mathew appointed as an Additional Director in the Board Meeting held on 28th July, 2011 and whose term of office expires at this Annual General Meeting.

In pursuant to Section 257 of the Companies Act, 1956, he is eligible for Re-appointment and a notice has been received from a Member of the Company proposing his candidature.

The relevant resolution has been proposed as an ordinary resolution for obtaining the consent of members.

The Board recommend the resolution for approval of members.

None of the Directors other than Mr. Jacob Mathew are interested or concerned in the Resolution.

Place : Chennai
Date : July 28, 2011

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

Registered Office :
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MEPZ-SEZ, Tamabram,
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T.S.Maharani
Company Secretary