



# IGARASHI MOTORS INDIA LTD

24<sup>th</sup> Annual Report  
2015-2016



## OUR PHILOSOPHY ON CORPORATE GOVERNANCE



MISSION TO ENHANCE  
CUSTOMERS  
COMPETITIVENESS



GLOBAL VISION  
THROUGH INDIAN DOORWAY



WEALTH FOR ALL  
PARTNERS THROUGH  
THE WHEEL OF ENGINEERING



TRANSPARENCY  
AND COMPLIANCE



## Igarashi Motors India Limited

### BOARD OF DIRECTORS

K K NOHRIA (CHAIRMAN) [w.e.f July 23,2015]  
HEMANT M NERURKAR  
KEIICHI IGARASHI  
AKHIL AWASTHI [w.e.f. January 28,2016]  
S. RADHAKRISHNAN  
EVA MARIA ROSA SCHORK [w.e.f January 28,2016]  
AMIT DIXIT [Until July 29,2015]

### MANAGING DIRECTOR

P. MUKUND

### CHIEF FINANCIAL OFFICER

R. CHANDRASEKARAN

### COMPANY SECRETARY

P. DINAKARA BABU

### AUDITORS

SHARP & TANNAN, CHARTERED ACCOUNTANTS  
PARSN MANERE, A WING  
3RD FLOOR, 602, ANNA SALAI  
CHENNAI- 600 006  
PHONE : +91-44-28274368  
E-MAIL :chennai@sharpandtannan.com

### BANKERS

AXIS BANK  
STATE BANK OF INDIA

### 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

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.



## PAST 5 YEARS PERFORMANCE SUMMARY

Key Performance Indicators	2011-12	2012-13	2013-14	2014-15	2015-16
1. Revenue from Operations (₹ in Crores)	268.53	290.77	361.23	385.10	445.00
2. Operating Profit (₹ in Crores)	41.60	52.38	67.16	79.04	107.03
3. Operating Profit Margin %	15.50	18.00	18.60	20.50	24.10
4. Net Profit (₹ in Crores)	16.54	21.36	46.14	48.95	63.64
5. Net worth (₹ in Crores)	101.22	122.74	219.27	250.95	294.41
6. Debt Equity Ratio	0.92	0.68	0.25	0.26	0.15
7. Earnings Per Share (₹)	8.11	10.46	15.16*	16.01	20.79
8. Book Value per share (₹)	49.63	60.11	72.02	81.99	96.19
9. Dividend per share (₹)	-	-	3.00	4.44	5.50

\* Note: Earnings Per Share is calculated based on number of shares outstanding at the end of the year.





## CONTENTS

Sl.No.		Page No.
1	Chairman's Message.....	4
2	Notice .....	6
3	Directors' Report.....	14
4	Management Discussion and Analysis Report .....	24
5	Secretarial Audit Report .....	29
6	Corporate Governance Report .....	43
7	Auditor's Report.....	54
8	Balance Sheet .....	60
9	Statement of Profit and Loss .....	61
10	Notes accompanying the financial statements .....	62
11	Cash Flow Statement .....	87

## CHAIRMAN'S MESSAGE

Dear Shareholders,

With immense happiness and pride, I would like to mention that FY16 has been the best ever year for your Company since inception.

This has been possible due to growing confidence of customers, focused technology & product development, proactive & energetic people engagement and sound financial management.

This is strongly backed by the re-entry of Igarashi, Japan as Promoter during the year, with a significant investment to buy the shareholding from Blackstone in the Holding Company. During the tenure of Blackstone, they have played a vital role in improving all aspects of your Company's performance along with the team. I express sincere gratitude to the Blackstone team for the strong backing of your Company.

Your Company continues to add products and customers in the Automotive Torque Actuator Motor space in Power Train applications, arising out of the growing demand for such products in the Market.

Together with Igarashi Global infrastructure, your Company continues to work on electric motors for new applications which is growing at more than twice the rate of vehicle growth.

Over the last five years, your Company's team has endeavored to continuously improve manufacturing engineering and operational performance improvement which is evidenced in the financial performance improvement over the last five years.

I would like you to join me in complimenting your Company's team and Igarashi for creating a business model to drive towards being the lowest cost producer in the world in the chosen niche application. This is well recognized by the Global Tier-1 Customers and with the re-entry of Igarashi, Japan as Promoter Shareholder in the Company, larger opportunities are being addressed by customers.

I remain as always, grateful to you our dear shareholders for continued patience and confidence in the Company. I am very happy to announce that this has been well rewarded by the highest dividend paid so far since the beginning.

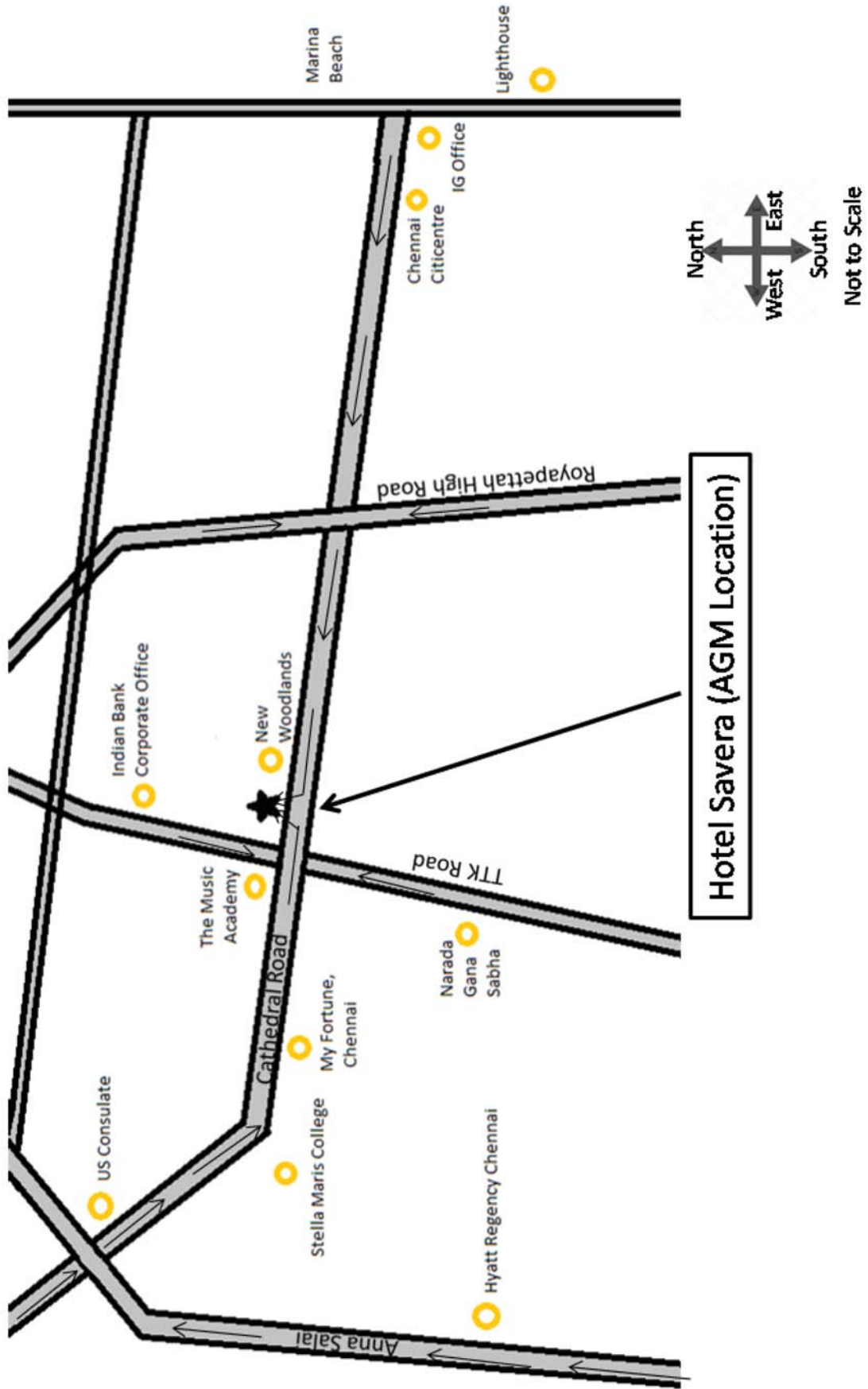
I continue to believe that there is much more value in the business opportunities being prospected in the future.

Yours sincerely



**K K Nohria**  
Chairman

# Route Map to the Venue of the 24<sup>th</sup> Annual General Meeting (AGM)



## NOTICE

NOTICE IS HEREBY GIVEN THAT The Twenty Fourth Annual General Meeting ('AGM') of Igarashi Motors India Limited will be held on Thursday, the August 04, 2016, 3.00 p.m at Hotel Savera, 146, Dr. Radhakrishnan Road, Chennai – 600 004 to transact the following business :

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2016, and the Reports of the Board of Directors and Auditor's Report thereon.
2. To confirm the payment of interim dividend and to declare a final dividend of ₹.1.50 per equity share for the financial year ended March 31, 2016.
3. To appoint a Director in place of Mr. Keiichi Igarashi (DIN : 00356779) who retires at this meeting and is eligible for re-appointment.
4. To appoint Auditors and to fix their remuneration:

To re-appoint auditors of the Company to hold office from the conclusion of 24th Annual General Meeting until the conclusion of the 25th Annual General Meeting and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution** thereof:

"RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. Sharp & Tannan, Chartered Accountants, Chennai (ICAI Firm Registration No. 003792S), be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of 24th Annual General Meeting until the conclusion of the 25th Annual General Meeting and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors and that such remuneration may be paid on progressive billing basis to be agreed upon between the Auditors and Board of Directors."

### SPECIAL BUSINESS

5. To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder including any statutory modification(s) or re-enactments thereof, Mr. Akhil Awasthi (DIN: 00148350) a Director who was appointed as an Additional Director of the Company by the Board with effect from January 28, 2016 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 his intention to propose Mr. Akhil Awasthi as a candidate for the office of a 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."

6. To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder including any statutory modification(s) or re-enactments thereof, Mrs. Eva Maria Rosa Schork (DIN: 07159550) a Director who was appointed as an Additional Director of the Company by the Board with effect from January 28, 2016 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 his intention to propose Mrs. Eva Maria Rosa Schork as a candidate for the office of a 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."





7. To consider proposed appointment of auditors of the Company to hold office from conclusion of 25th Annual General Meeting until conclusion of 30th Annual General Meeting and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution** thereof :

“RESOLVED THAT, pursuant to recommendations of the Audit Committee of the Board of Directors, M/s.B S R & Co. LLP, Chartered Accountants, Chennai (ICAI Firm Regn. No. 101248W/W-100022) are proposed to be appointed as Auditors of the Company for the financial years 2017-18 to 2021-22 (five financial years) to hold office from the conclusion of 25th Annual General meeting (subject to, however, formal appointment as Auditors in the 25th Annual General Meeting as per the process laid down under the Companies Act, 2013 and rules made thereunder) until the conclusion of the 30th Annual General Meeting (subject to ratification by the members at every subsequent Annual General Meeting) and, if so appointed at the 25th Annual General Meeting, are hereby authorised to do the Limited Review of the quarterly/half yearly or such intervals as may be prescribed by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 after their appointment as Auditors. The Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors and that such remuneration may be paid on progressive billing basis to be agreed upon between the Auditors and Board of Directors.”

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

Place : Chennai  
Date : May 19, 2016

**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 July 29, 2016 to August 04, 2016 (both days inclusive) for the purpose of the final dividend for the financial year ended March 31, 2016 and Annual General Meeting.

## Igarashi Motors India Limited

- e) Subject to the provisions of the Companies Act, 2013, final dividend as recommended by the Board of Directors, if declared at the meeting, will be paid on or after August 19, 2016, to those members whose names appear on the register of members as on July 28, 2016.
- 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 Agents.
- i) 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.
- j) A Route map showing directions to reach the venue of the 24<sup>th</sup> Annual General Meeting is given along with this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".
- k) Members who have not so far encashed dividend warrant(s) for the Financial Year 2013-14; 2014-15 and 2015-16 (Interim Dividend) 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. Members are requested to note that dividends unclaimed within 7 years from the date of transfer to the Company's Un-paid 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](http://www.igarashimotors.com) under the section 'Investor Relations'.
- l) All documents referred in the Notice will be available for inspection at the Company's registered office during normal business hours on working days to the date of AGM.
- 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 Monday, August 01, 2016 at 9.00 a.m. (IST) and ends on Wednesday, August 03, 2016 at 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 July 28, 2016, may cast their votes electronically.
- o) The Facility for voting through Ballot paper shall be made available at the 24<sup>th</sup> 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.
- p) 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.
- q) The Company's website is [www.igarashimotors.com](http://www.igarashimotors.com). Annual Reports of the Company, un-claimed dividend list, and other shareholder communications are made available on the Company's website.
- r) All the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agents whose e-mail id is [investor@cameoindia.com](mailto: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.
- s) Our Company's shares are tradable compulsorily in electronic form and through Cameo Corporate Services