SML/SEC/2019
1st October, 2019

Dy. General Manager- Corporate Relationship Department BSE Limited P J Towers, Dalal Street, Fort Mumbai 400 001	The Secretary National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No. C/1, G Block Bandra – Kurla Complex Bandra (East), Mumbai 400 051
Scrip Code: 505192	**Scrip Code: SMLISUZU**

Subject : Outcome of 35th Annual General Meeting

Dear Sir,

With regard to the Company's 35th Annual General Meeting (AGM) held on Monday, 30th September, 2019 at 1:00 P.M. at its Registered Office at Village Asron, District Nawanshahr, Punjab 144 533, please find enclosed the following :

(a) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(b) Consolidated report of Scrutinizer dated 1st October, 2019 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

This is for your information and record please.

Thanking you,

Yours faithfully
For **SML ISUZU LIMITED**

(PARVESH MADAN)
Company Secretary
ACS-31266
pmadan@smlisuzu.com

SML ISUZU Limited
Corporate Office : 204-205, Sector 34-A, Chandigarh -160135
T +91 172 2647700-10 F +91 172 2615111
Regd. Office & Works:
Village : Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahar) Punjab -144533
T +91 1881 270255 F +91 1881 270223 W www.smlisuzu.com CIN L50101PB1983PLC005516

Details of Resolutions passed at 35th Annual General Meeting of SML ISUZU LIMITED

Date of the AGM	30th September, 2019 (Monday)
Total number of shareholders on record date (i.e 23rd September, 2019)	30616
No. of shareholders present in the meeting either in person or through proxy: • Promoters and promoter group • Public	 1 42
No. of shareholders attended the meeting through video conferencing: • Promoters and promoter group • Public	Not applicable to the Company

Agenda-wise

Item no.	Agenda	Resolution required (Ordinary/ Special)	Mode of voting (E-Voting/ Ballot Paper)	Remarks
ORDINARY BUSINESS				
1	To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2019 and the reports of the Board of Directors and Auditors thereon	Ordinary	E-Voting	Passed Unanimously
2	To declare dividend on equity shares. (Rs. 3.0 per share)	Ordinary	E-Voting	Passed Unanimously
3	To appoint a Director in place of Mr. Gota Iwanami (DIN 08094102), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	E-Voting	Passed with Requisite Majority
4	To appoint a Director in place of Mr. Kazuo Goda (DIN 07572151), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	E-Voting	Passed with Requisite Majority

For SML ISUZU LIMITED

(PARVESH MADAN)
Company Secretary &
Compliance Officer
ACS-31266

Item no.	Agenda	Resolution required (Ordinary/ Special)	Mode of voting (E-Voting/ Ballot Paper)	Remarks
SPECIAL BUSINESS				
5.	Re-appointment of Mr. S.K. Tuteja (DIN 00594076) as an Independent Director.	Special	E-Voting	Passed with Requisite Majority
6.	Continuation of appointment of Mr. S.K. Tuteja (DIN 00594076) as an Independent Director.	Special	E-Voting	Passed with Requisite Majority
7.	Re-appointment of Mr. Sudhir Nayar (DIN 00200415) as an Independent Director.	Special	E-Voting	Passed Unanimously
8.	Re-appointment of Dr. (Mrs.) Vasantha S. Bharucha (DIN 02163753) as an Independent Director.	Special	E-Voting	Passed Unanimously
9.	Continuation of appointment of Dr. (Mrs.) Vasantha S. Bharucha (DIN 02163753) as an Independent Director.	Special	E-Voting	Passed Unanimously
10.	Appointment of Mr. Chandra Shekhar Verma (DIN 00121756) as an Independent Director.	Ordinary	E-Voting	Passed Unanimously
11.	Re-appointment of Mr. Gopal Bansal (DIN 06836592) as Whole-time Director designated as Whole-time Director & Chief Financial officer.	Special	E-Voting	Passed Unanimously
12.	Appointment of Mr. Tadanao Yamamoto (DIN 08291307) as Director.	Ordinary	E-Voting	Passed with Requisite Majority
13.	Appointment of Mr. Tadanao Yamamoto (DIN 08291307) as Whole-time Director designated as Director – Quality Assurance.	Special	E-Voting	Passed with Requisite Majority

For SML ISUZU LIMITED

(PARVESH MADAN)
Company Secretary &
Compliance Officer
ACS-31266

Date of AGM	30th September, 2019
Record Date	23rd September, 2019
Total number of shareholders on record date	30,616
No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group: Public:	 1 42
No. of Shareholders attended the meeting through Video Conferencing: Promoter and Promoter Group: Public:	Not applicable to the Company

(Agenda wise)

1 **To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2019 and the reports of the Board of Directors and Auditors thereon**

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter / promoter group are interested in the agenda / resolution?				No				
Category	**Mode of Voting**	**No. of shares Held**	**No. of Votes Polled**	**% of Votes Polled on Outstanding shares**	**No. of votes-in favour**	**No. of votes-against**	**% of Votes in favour on votes Polled**	**% of Votes against on votes Polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter & Promoter Group	E-Voting	6362306	6362306	100.00	6362306	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**6362306**	**100.00**	**6362306**	**0**	**100.000**	**0.000**
Public-Institutions	E-Voting	928627	818904	88.18	818904	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**818904**	**88.18**	**818904**	**0**	**100.000**	**0.000**
Public-Non Institutions	E-Voting	7180713	2456259	34.21	2456259	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**2456259**	**34.21**	**2456259**	**0**	**100.000**	**0.000**
Total		**14471646**	**9637469**	**66.60**	**9637469**	**0**	**100.000**	**0.000**

The Resolution was passed unanimously.

For SML ISUZU LIMITED

(PARVESH MADAN)
Company Secretary &
Compliance Officer
ACS-31266

Trucks & Buses

2 **To declare dividend on equity shares.**

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter / promoter group are interested in the agenda / resolution?				No				
Category	**Mode of Voting**	**No. of shares Held**	**No. of Votes Polled**	**% of Votes Polled on Outstanding shares**	**No. of votes-in favour**	**No. of votes-against**	**% of Votes in favour on votes Polled**	**% of Votes against on votes Polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter & Promoter Group	E-Voting	6362306	6362306	100.00	6362306	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**6362306**	**100.00**	**6362306**	**0**	**100.000**	**0.000**
Public-Institutions	E-Voting	928627	821951	88.51	821951	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**821951**	**88.51**	**821951**	**0**	**100.000**	**0.000**
Public-Non Institutions	E-Voting	7180713	2456259	34.21	2456259	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**2456259**	**34.21**	**2456259**	**0**	**100.000**	**0.000**
Total		**14471646**	**9640516**	**66.62**	**9640516**	**0**	**100.000**	**0.000**

The Resolution was passed unanimously.

For SML ISUZU LIMITED

(PARVESH MADAN)
Company Secretary &
Compliance Officer
ACS-31266

Trucks & Buses

3 To appoint a Director in place of Mr. Gota Iwanami (DIN 08094102), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter / promoter group are interested in the agenda / resolution?				Yes				
Category	Mode of Voting	No. of shares Held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of votes-in favour	No. of votes-against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	6362306	6362306	100.00	6362306	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**6362306**	**100.00**	**6362306**	**0**	**100.000**	**0.000**
Public-Institutions	E-Voting	928627	821951	88.51	821162	789	99.904	0.096
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**821951**	**88.51**	**821162**	**789**	**99.904**	**0.096**
Public-Non Institutions	E-Voting	7180713	2456259	34.21	2456259	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**2456259**	**34.21**	**2456259**	**0**	**100.000**	**0.000**
Total		**14471646**	**9640516**	**66.62**	**9639727**	**789**	**99.992**	**0.008**

The Resolution was passed with requisite majority.

For SML ISUZU LIMITED

(PARVESH MADAN)
Company Secretary &
Compliance Officer
ACS-31266

Trucks & Buses

4 To appoint a Director in place of Mr. Kazuo Goda (DIN 07572151), who retires by rotation and being eligible, offers himself for re-appointment

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter / promoter group are interested in the agenda / resolution?				No				
Category	Mode of Voting	No. of shares Held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of votes-in favour	No. of votes-against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	6362306	6362306	100.00	6362306	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**6362306**	**100.00**	**6362306**	**0**	**100.000**	**0.000**
Public-Institutions	E-Voting	928627	821951	88.51	742911	79040	90.384	9.616
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**821951**	**88.51**	**742911**	**79040**	**90.384**	**9.616**
Public-Non Institutions	E-Voting	7180713	2456204	34.21	2456204	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**2456204**	**34.21**	**2456204**	**0**	**100.000**	**0.000**
Total		**14471646**	**9640461**	**66.62**	**9561421**	**79040**	**99.180**	**0.820**

The Resolution was passed with requisite majority.

For SML ISUZU LIMITED

(PARVESH MADAN)
Company Secretary &
Compliance Officer
ACS-31266

Trucks & Buses

5 **Re-appointment of Mr. S.K. Tuteja (DIN 00594076) as an Independent Director**

Resolution required: (Ordinary / Special)				Special				
Whether promoter / promoter group are interested in the agenda / resolution?				No				
Category	Mode of Voting	No. of shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of votes-in favour (4)	No. of votes-against (5)	% of Votes in favour on votes Polled (6)=[(4)/(2)]*100	% of Votes against on votes Polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	6362306	6362306	100.00	6362306	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**6362306**	**100.00**	**6362306**	**0**	**100.000**	**0.000**
Public-Institutions	E-Voting	928627	821951	88.51	274127	547824	33.351	66.649
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**821951**	**88.51**	**274127**	**547824**	**33.351**	**66.649**
Public-Non Institutions	E-Voting	7180713	2456204	34.21	2456204	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**2456204**	**34.21**	**2456204**	**0**	**100.000**	**0.000**
Total		**14471646**	**9640461**	**66.62**	**9092637**	**547824**	**94.317**	**5.683**

The Resolution was passed with requisite majority.

For SML ISUZU LIMITED

(PARVESH MADAN)
Company Secretary &
Compliance Officer
ACS-31266

Trucks & Buses

6 **Continuation of appointment of Mr. S.K. Tuteja (DIN 00594076) as an Independent Director.**

Resolution required: (Ordinary / Special)				Special				
Whether promoter / promoter group are interested in the agenda / resolution?				No				
Category	**Mode of Voting**	**No. of shares Held**	**No. of Votes Polled**	**% of Votes Polled on Outstanding shares**	**No. of votes-in favour**	**No. of votes-against**	**% of Votes in favour on votes Polled**	**% of Votes against on votes Polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter & Promoter Group	E-Voting	6362306	6362306	100.00	6362306	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**6362306**	**100.00**	**6362306**	**0**	**100.000**	**0.000**
Public-Institutions	E-Voting	928627	821951	88.51	274127	547824	33.351	66.649
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**821951**	**88.51**	**274127**	**547824**	**33.351**	**66.649**
Public-Non Institutions	E-Voting	7180713	2456204	34.21	2456204	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**2456204**	**34.21**	**2456204**	**0**	**100.000**	**0.000**
Total		**14471646**	9640461	**66.62**	**9092637**	**547824**	**94.317**	**5.683**

The Resolution was passed with requisite majority.

For SML ISUZU LIMITED

(PARVESH MADAN)
Company Secretary &
Compliance Officer
ACS-31266

Trucks & Buses

7 **Re-appointment of Mr. Sudhir Nayar (DIN 00200415) as an Independent Director.**

Resolution required: (Ordinary / Special)				Special				
Whether promoter / promoter group are interested in the agenda / resolution?				No				
Category	**Mode of Voting**	**No. of shares Held**	**No. of Votes Polled**	**% of Votes Polled on Outstanding shares**	**No. of votes-in favour**	**No. of votes-against**	**% of Votes in favour on votes Polled**	**% of Votes against on votes Polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter & Promoter Group	E-Voting	6362306	6362306	100.00	6362306	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**6362306**	**100.00**	**6362306**	**0**	**100.000**	**0.000**
Public-Institutions	E-Voting	928627	821951	88.51	821951	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**821951**	**88.51**	**821951**	**0**	**100.000**	**0.000**
Public-Non Institutions	E-Voting	7180713	2456204	34.21	2456204	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**2456204**	**34.21**	**2456204**	**0**	**100.000**	**0.000**
Total		**14471646**	**9640461**	**66.62**	**9640461**	**0**	**100.000**	**0.000**

The Resolution was passed unanimously.

For SML ISUZU LIMITED

(PARVESH MADAN)
Company Secretary &
Compliance Officer
ACS-31266

Trucks & Buses

8 **Re-appointment of Dr. (Mrs.) Vasantha S. Bharucha (DIN 02163753) as an Independent Director.**

Resolution required: (Ordinary / Special)				Special				
Whether promoter / promoter group are interested in the agenda / resolution?				No				
Category	Mode of Voting	No. of shares Held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of votes-in favour	No. of votes-against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	6362306	6362306	100.00	6362306	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**6362306**	**100.00**	**6362306**	**0**	**100.000**	**0.000**
Public-Institutions	E-Voting	928627	821951	88.51	821951	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**821951**	**88.51**	**821951**	**0**	**100.000**	**0.000**
Public-Non Institutions	E-Voting	7180713	2456204	34.21	2456204	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**2456204**	**34.21**	**2456204**	**0**	**100.000**	**0.000**
Total		**14471646**	**9640461**	**66.62**	**9640461**	**0**	**100.000**	**0.000**

The Resolution was passed unanimously.

For SML ISUZU LIMITED

(PARVESH MADAN)
Company Secretary &
Compliance Officer
ACS

Trucks & Buses

9 **Continuation of appointment of Dr. (Mrs.) Vasantha S. Bharucha (DIN 02163753) as an Independent Director.**

Resolution required: (Ordinary / Special)				Special				
Whether promoter / promoter group are interested in the agenda / resolution?				No				
Category	**Mode of Voting**	**No. of shares Held**	**No. of Votes Polled**	**% of Votes Polled on Outstanding shares**	**No. of votes-in favour**	**No. of votes-against**	**% of Votes in favour on votes Polled**	**% of Votes against on votes Polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter & Promoter Group	E-Voting	6362306	6362306	100.00	6362306	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**6362306**	**100.00**	**6362306**	**0**	**100.000**	**0.000**
Public-Institutions	E-Voting	928627	821951	88.51	821951	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**821951**	**88.51**	**821951**	**0**	**100.000**	**0.000**
Public-Non Institutions	E-Voting	7180713	2456204	34.21	2456204	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**2456204**	**34.21**	**2456204**	**0**	**100.000**	**0.000**
Total		**14471646**	**9640461**	**66.62**	**9640461**	**0**	**100.000**	**0.000**

The Resolution was passed unanimously.

For SML ISUZU LIMITED

(PARVESH MADAN)
Company Secretary &
Compliance Officer
ACS-31266

Trucks & Buses

10 Appointment of Mr. Chandra Shekhar Verma (DIN 00121756) as an Independent Director.

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter / promoter group are interested in the agenda / resolution?				No				
Category	Mode of Voting	No. of shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of votes-in favour (4)	No. of votes-against (5)	% of Votes in favour on votes Polled (6)=[(4)/(2)]*100	% of Votes against on votes Polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	6362306	6362306	100.00	6362306	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**6362306**	**100.00**	**6362306**	**0**	**100.000**	**0.000**
Public-Institutions	E-Voting	928627	821951	88.51	821951	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**821951**	**88.51**	**821951**	**0**	**100.000**	**0.000**
Public-Non Institutions	E-Voting	7180713	2456204	34.21	2456204	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**2456204**	**34.21**	**2456204**	**0**	**100.000**	**0.000**
Total		**14471646**	**9640461**	**66.62**	**9640461**	**0**	**100.000**	**0.000**

The Resolution was passed unanimously.

For SML ISUZU LIMITED

(PARVESH MADAN)
Company Secretary &
Compliance Officer
ACS-31266

Trucks & Buses

11 **Re-appointment of Mr. Gopal Bansal (DIN 06836592) as Whole-time Director designated as Whole-time Director & Chief Financial officer.**

Resolution required: (Ordinary / Special)				Special				
Whether promoter / promoter group are interested in the agenda / resolution?				No				
Category	**Mode of Voting**	**No. of shares Held**	**No. of Votes Polled**	**% of Votes Polled on Outstanding shares**	**No. of votes-in favour**	**No. of votes-against**	**% of Votes in favour on votes Polled**	**% of Votes against on votes Polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter & Promoter Group	E-Voting	6362306	6362306	100.00	6362306	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**6362306**	**100.00**	**6362306**	**0**	**100.000**	**0.000**
Public-Institutions	E-Voting	928627	821951	88.51	821951	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**821951**	**88.51**	**821951**	**0**	**100.000**	**0.000**
Public-Non Institutions	E-Voting	7180713	2456204	34.21	2456204	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**2456204**	**34.21**	**2456204**	**0**	**100.000**	**0.000**
Total		**14471646**	**9640461**	**66.62**	**9640461**	**0**	**100.000**	**0.000**

The Resolution was passed unanimously.

For SML ISUZU LIMITED

(PARVESH MADAN)
Company Secretary &
Compliance Officer
ACS-31266

Trucks & Buses

12 Appointment of Mr. Tadanao Yamamoto (DIN 08291307) as Director.

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter / promoter group are interested in the agenda / resolution?				No				
Category	Mode of Voting	No. of shares Held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of votes-in favour	No. of votes-against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	6362306	6362306	100.00	6362306	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**6362306**	**100.00**	**6362306**	**0**	**100.000**	**0.000**
Public-Institutions	E-Voting	928627	821951	88.51	821951	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**821951**	**88.51**	**821951**	**0**	**100.000**	**0.000**
Public-Non Institutions	E-Voting	7180713	2456204	34.21	2456189	15	99.999	0.001
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**2456204**	**34.21**	**2456189**	**15**	**99.9994**	**0.0006**
Total		**14471646**	**9640461**	**66.62**	**9640446**	**15**	**99.9998**	**0.0002**

The Resolution was passed with requisite majority.

For SML ISUZU LIMITED

(PARVESH MADAN)
Company Secretary &
Compliance Officer
ACS-31266

Trucks & Buses

13 Appointment of Mr. Tadanao Yamamoto (DIN 08291307) as Whole-time Director designated as Director – Quality Assurance.

Resolution required: (Ordinary / Special)				Special				
Whether promoter / promoter group are interested in the agenda / resolution?				No				
Category	Mode of Voting	No. of shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of votes-in favour (4)	No. of votes-against (5)	% of Votes in favour on votes Polled (6)=[(4)/(2)]*100	% of Votes against on votes Polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	6362306	6362306	100.00	6362306	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**6362306**	**100.00**	**6362306**	**0**	**100.000**	**0.000**
Public-Institutions	E-Voting	928627	821951	88.51	821951	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**821951**	**88.51**	**821951**	**0**	**100.000**	**0.000**
Public-Non Institutions	E-Voting	7180713	2456204	34.21	2456189	15	99.999	0.001
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**2456204**	**34.21**	**2456189**	**15**	**99.9994**	**0.0006**
Total		**14471646**	**9640461**	**66.62**	**9640446**	**15**	**99.9998**	**0.0002**

The Resolution was passed with requisite majority.

For SML ISUZU LIMITED

(PARVESH MADAN)
Company Secretary &
Compliance Officer
ACS-31266

Trucks & Buses

AJAY K. ARORA
LL.B., FCS, IP

GST : 04ADSPA8498H1Z3
A. ARORA & CO.
Company Secretaries
&
Insolvency Professional

S.C.O. 64-65, 1ST FLOOR,
SECTOR 17-A, MADHYA MARG,
CHANDIGARH-160 017
Ph.: (O) 2701906
MOBILE : 98140-06492
E-MAIL : ajaykcs@gmail.com

Consolidated Report of Scrutinizer

[Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
SML IsuzuLimited
CIN L50101PB1983PLC005516
Village Asron, Distt. Nawanshahr,
Punjab - 144533

35th Annual General Meeting of the Equity Shareholders of SML Isuzu Limited(CIN L50101PB1983PLC005516) held on Monday, the 30thSeptember, 2019 at 01.00 P.M. at the Registered Office & Works of the Company at Village Asron, Distt. (Nawanshahr, Punjab – 144533.

Dear Sir,

1. I, Ajay K Arora, Practicing Company Secretary, at S.C.O. 64-65, 1stFloor, Sector 17 A, Madhya Marg, Chandigarh was appointed as Scrutinizer by the Board of Directors of **SML Isuzu Limited** (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to section 108 of the Companies Act, 2013 read with rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended, in respect of the below mentioned resolutions proposed at the 35th Annual General Meeting (AGM) of the Equity Shareholders of SML Isuzu Limited held on 30thSeptember, 2019 at 01.00 P.M. at the Registered Office& Works of the Company at Village Asron, Distt. Nawanshahr, Punjab – 144533.

Ajay K. Arora CP 993 Company Secretary

2. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the35th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized, on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and the report for voting by use of ballots at the meeting.

3. The Company had arranged the services of NSDL for extending the facility of remote e-voting to the Members of the Company from **26thSeptember, 2019 (from 9.00 A.M.) to 29thSeptember, 2019 (upto 5.00 P.M.)**. The remote e-voting results were unblocked by me on 30th September, 2019 in the presence of two witnesses.

4. At the 35thAGM of the Company held on 30thSeptember,2019, the Chairman announced a Poll through Ballot to facilitate the Members present in the Meeting who have not exercised remote e-voting facility earlier, for exercising their right through the Ballot available at AGM venue. None of the members present at the 35th AGM exercised their right to vote through physical ballot.

5. I hereby submit Consolidated Report of Scrutinizer pursuant to Rule 20(4)(xii) on all the resolutions contained in the Notice of the aforesaid AGM.

6. The e-voting cast by institutional shareholders who have not provided the related scanned copy of the relevant Board Resolution / Authority Letter to the Scrutinizerfor exercising their votes have been considered as invalid.

The consolidated results of voting are as under:

ORDINARY BUSINESS:

(1) As an Ordinary Resolution-Item no. 1

Adoption of Financial Statements, the reports of the Board of Directors and Auditors for the year ended 31st March, 2019.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/Votes	No. of Members	No. of shares/Votes
Detail of voting	70	9637469	70	9637469	0	0	0	0
% to total valid votes				100%				



(2) As an Ordinary Resolution-Item no. 2

Declaration of Dividend on Equity Shares.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/Votes	No. of Members	No. of shares/Votes
Detail of voting	71	9640516	71	9640516	0	0	0	0
% to total valid votes				100%				

(3) As an Ordinary Resolution-Item no. 3

Re-appointment of Mr. Gota Iwanami (DIN 08094102) as Director, who retires by rotation.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/Votes	No. of Members	No. of shares/Votes
Detail of voting	71	9640516	70	9639727	1	789	0	0
% to total valid votes				99.99%		0.01%		

4) As an Ordinary Resolution-Item no. 4

Re-appointment of Mr. Kazuo Goda (DIN 07572151) as Director, who retires by rotation.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/Votes	No. of Members	No. of shares/Votes
Detail of voting	70	9640461	65	9561421	5	79040	0	0
% to total valid votes				99.18%		0.82%		

SPECIAL BUSINESS:

(5) As Special Resolution-Item no. 5

Re-appointment of Mr. S.K. Tuteja (DIN 00594076) as an Independent Director.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of	Total No. of shares/	No. of Members	No. of shares/	No. of Members	No. of shares/V	No. of Members	No. of shares/Vo

Ajay K. Arora
Company Secretary

	Members	votes held		Votes		otes		tes
Detail of voting	70	9640461	68	9092637	2	547824	0	0
% to total valid votes				94.32%		5.68%		

(6) As Special Resolution-Item no. 6

Continuation of appointment of Mr. S.K. Tuteja (DIN 00594076) as an Independent Director.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/Votes	No. of Members	No. of shares/Votes
Detail of voting	70	9640461	68	9092637	2	547824	0	0
% to total valid votes				94.32%		5.68%		

(7) As Special Resolution-Item no. 7

Re-appointment of Mr. Sudhir Nayar (DIN 00200415) as an Independent Director.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/Votes	No. of Members	No. of shares/Votes
Detail of voting	70	9640461	70	9640461	0	0	0	0
% to total valid votes				100%				

(8) As Special Resolution-Item no. 8

Re-appointment of Dr. (Mrs.) Vasantha S. Bharucha (DIN 02163753) as an Independent Director.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/Votes	No. of Members	No. of shares/Votes
Detail of voting	70	9640461	70	9640461	0	0	0	0
% to total valid votes				100%				

Ajay K. Arora
CP 993
Company Secretary

(9) As Special Resolution-Item no. 9

Continuation of appointment of Dr. (Mrs.) Vasantha S. Bharucha (DIN 02163753) as an Independent Director.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/Votes	No. of Members	No. of shares/Votes
Detail of voting	70	9640461	70	9640461	0	0	0	0
% to total valid votes				100%				

(10) As an Ordinary Resolution-Item no. 10

Appointment of Mr. Chandra Shekhar Verma (DIN 00121756) as an Independent Director.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/Votes	No. of Members	No. of shares/Votes
Detail of voting	70	9640461	70	9640461	0	0	0	0
% to total valid votes				100%				

(11) As Special Resolution-Item no. 11

Re-appointment of Mr. Gopal Bansal (DIN 06836592) as Whole-time Director designated as Whole-time Director & Chief Financial officer.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/Votes	No. of Members	No. of shares/Votes
Detail of voting	70	9640461	70	9640461	0	0	0	0
% to total valid votes				100%				

(12) As an Ordinary Resolution-Item no. 12

Appointment of Mr. Tadanao Yamamoto (DIN 08291307) as Director.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/Votes	No. of Members	No. of shares/Votes
Detail of voting	70	9640461	69	9640446	1	15	0	0
% to total valid votes				99.9998%		0.0002%		

Ajay K. Arora
CP 993
Company Secretary

(13) As Special Resolution-Item no. 13

Appointment of Mr. Tadanao Yamamoto (DIN 08291307) as Whole-time Director designated as Director Quality Assurance.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/Votes	No. of Members	No. of shares/Votes
Detail of voting	70	9640461	69	9640446	1	15	0	0
% to total valid votes				99.9998%		0.0002%		

Based on the above details of votes cast, the Chairman may declare the result.

7. I hereby confirm that the electronic data, registers and all other relevant records related to remote e-voting and poll is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman consider, approves and signs the minutes of the AGM.

Thanking you,

Yours Sincerely,

Ajay K. Arora * CP 993 * Company Secretary

Ajay K Arora
Company Secretary in Practice
CP No. 993
FCS No. 2191
Date: 01.10.2019
Place : Chandigarh

Note: This report is based on the votes casted in through remote E-Voting and Poll. The applicability of the provisions of Section 188 and rules made thereunder regarding the non-voting by the interested parties on the resolutions covered in the Notice, if any, have not been taken into account while compiling this report. The management may declare the result after taking into consideration the applicability of provisions of Section 188.

For SML ISUZU LIMITED

(GOPAL BANSAL)
Whole-time Director &
Chief Financial Officer