

SML/SEC/2024-25-058
28th August, 2024

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 (E), Mumbai – 400 051
Scrip Code: 505192	Scrip Code: SMLISUZU

Subject: Notice of 40th Annual General Meeting 2024

Dear Sir,

We are pleased to enclose herewith a copy of Notice of 40th Annual General Meeting (AGM) of SML ISUZU LIMITED.

As informed earlier, vide our communication dated 2nd August, 2024, 40th AGM of the Company is scheduled on **Friday, 20th September, 2024 at 11:00 AM (IST)** through Video Conferencing / Other Audio Visual Means.

This is for your information and record please.

Thanking you,

Yours faithfully,

For SML ISUZU LIMITED

(PARVESH MADAN)

Company Secretary & Compliance Officer

pmadan@smlisuzu.com

ACS-31266

SML ISUZU Limited

Regd. Office & Works:

Village : Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahar) Punjab – 144533

T +91 1881 270255 F +91 1881 270223

Corporate Office : 204-205, Sector 34-A, Chandigarh – 160135

T +91 172 2647700-10 F +91 172 2615111 W www.smlisuzu.com CIN L50101PB1983PLC005516

Trucks & Buses

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 40th Annual General Meeting (AGM) of SML Isuzu Limited (the Company) will be held on **20th September, 2024 (Friday) at 11:00 AM (IST)** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business. The venue for the meeting shall be deemed to be the Registered Office of the Company situated at Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab 144533.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon.
2. To declare Final Dividend of Rs. 16/- per equity share of the face value of Rs. 10/- each, for the Financial Year ended 31st March, 2024.
3. To appoint a Director in place of **Mr. Ryusuke Miyake (DIN 10569281)**, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of **Mr. Takashi Sakuma (DIN 09113520)**, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. **Re-appointment of Mr. Chandra Shekhar Verma, (DIN 00121756) as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereof), Mr. Chandra Shekhar Verma (DIN 00121756), who was appointed as an Independent Director of the Company w.e.f. 22nd September, 2019 at 35th Annual General Meeting of the Company, held on 30th September 2019, and holds office of Independent Director up to 21st September, 2024 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 22nd September, 2024 to 21st September, 2029 (both days inclusive)."

6. **Appointment of Mr. Sanjeev Mehan (DIN 00224016) as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereof), Mr. Sanjeev Mehan (DIN 00224016), who is eligible for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as

an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 22nd September, 2024 to 21st September, 2029 (both days inclusive).”

7. Appointment of Mr. Tomoyuki Yamaguchi (DIN: 10733078) as Non-Executive (Non-Independent) Director of the Company liable to retire by rotation

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereof), Mr. Tomoyuki Yamaguchi (DIN 10733078), who was appointed by the Board of Directors of the Company as an Additional Director of the Company w.e.f. 9th August, 2024, and who holds office up to the date of this Annual General Meeting of the Company 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 pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive (Non-Independent) Director of the Company, liable to retire by rotation.”

NOTES:

1. An Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto. The Board of the Company, at its meeting held on 2nd August, 2024, has considered and approved that the special businesses under Item Nos. 5, 6 and 7, being unavoidable, to be transacted at the 40th Annual General Meeting (AGM) of the Company.
2. The Ministry of Corporate Affairs ("MCA") vide its Circular No(s) 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020 and 09/2023 dated 25th September, 2023 permitted the companies or holding the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.
In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the 40th AGM of the Company is being held through VC / OAVM on **Friday, 20th September, 2024 at 11:00 AM**.
The deemed venue for the AGM will be the Registered Office of the Company, i.e. Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab 144533. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 16.
3. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Corporate Members are entitled to appoint authorized representatives to attend the meeting through VC / OAVM and participate and cast their votes through e-voting.
4. Members can join the AGM through the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available on first come first served basis.
5. The attendance of Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA / SEBI Circulars, the Annual Report for Financial Year 2023-24 and Notice of 40th Annual General Meeting, are being sent ONLY through e-mail to the Members whose e-mail address is registered with the Company or the Depository Participant(s).

The Notice of Annual General Meeting, Audited Financial Statements for the year ended 31st March, 2024 together with Report of Directors and Auditors' Report are available on the website of the Company www.smlisuzu.com, on the website of BSE Limited at www.bseindia.com, on the website of National Stock Exchange of India Limited (NSE) at www.nseindia.com and also on the website of NSDL at www.evoting.nsdl.com.

In accordance with the MCA Circulars, the Company has issued a public notice on 13.08.2024 in Financial Express, The Indian Express and Ajit informing the Members to register their e-mail address for this Annual General Meeting.

Members desirous of obtaining the physical copy of the Notice of AGM and Annual Report 2024, may send their request at investors@smlisuzu.com.

7. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, read with the Rules made thereunder, are requested to send the prescribed Form SH-13 to the Corporate/Registered Office of the Company. Any change or cancellation of the nomination already given is to be submitted in Form SH-14. Form SH-13 and Form SH-14 are available on the Company's website - www.smlisuzu.com in the Investors Section for download.
8. The Company's Registrar and Share Transfer Agent for its Share Registry Work (Physical and Electronic) is M/s MCS Share Transfer Agent Limited having their office at F-65, first floor, Okhla Industrial Area, Phase-1, New Delhi - 110020.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number, ECS mandate, nominations, power of attorney, bank account details, etc., to their Depository Participant(s) in case the shares are held by them in electronic form and to Company's RTA-M/s MCS Share Transfer Agent Limited having their office at F-65, Okhla Industrial Area, Phase-1, New Delhi - 110020 in case the shares are held in physical form.
10. Pursuant to Master Circular dated 7th May, 2024 and Circular dated 10th June, 2024 issued by SEBI, it shall be mandatory for the holders of physical securities to furnish PAN, contact details (Postal address with PIN and Mobile number), Bank A/c details and specimen signature for their corresponding folio numbers. Members of such folios where in any one of the above mentioned document/details are not updated shall be eligible:
 - a) *To lodge grievance or avail any service request from the RTA ONLY after furnishing PAN and KYC details.*
 - b) *For any payment including dividend, interest or redemption payment in respect of such folios ONLY through electronic mode with effect from 1st April, 2024.*Members are requested to register/update the details in prescribed Form ISR-1 and other relevant forms, duly filled along with self-attested supporting documents and other relevant forms, with M/s. MCS Share Transfer Agent Limited ('MCS'), Registrar and Share Transfer Agent of the Company at helpdeskdelhi@mcsregistrars.com. Members may download the prescribed forms from the Company's website at www.smlisuzu.com.
11. The Register of Members and Share Transfer Books of the Company will be closed from **7th September, 2024 to 13th September, 2024** (both days inclusive) for the purpose of Annual General Meeting for the Financial Year ended 31st March, 2024.
12. The Dividend, if declared at the AGM, will be paid in accordance with the following terms and conditions:
 - a) The Board of the Company, at its meeting held on 23rd May, 2024, has approved and recommended the payment of Final Dividend of Rs. 16/- (Rupees Sixteen only) per equity share of the face value of Rs. 10 (Rupees Ten) each for the financial year ended 31st March, 2024, subject to the approval of shareholders at the AGM.

- b) The Dividend, subject to the approval of the Members, will be paid on or before 20th October, 2024 to those Members whose names appear on the Register of Members **as on the Record Date i.e. 6th September, 2024.**
- c) Members holding shares in physical/demat mode are hereby informed that the Bank particulars registered with RTA or their respective DP, as the case may be, will be considered by the Company for payment of dividend.
- d) Members holding shares in physical/demat mode are required to submit their Bank account details, if not already registered, as mandated by the SEBI.
- e) In case the Company's Banker is unable to process the Final Dividend to any Member by electronic mode, due to non-availability of the details of the bank account or for any other valid reason whatsoever, the shareholder may write to the Company with KYC details and a cancelled copy of cheque for allowing the Company to transfer the amount to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.
- f) As per the Income Tax Act, 1961, dividends paid or distributed by the Company after 1st April, 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source ("TDS") at the prescribed rates from the dividend to be paid to the shareholders, subject to the requisite approvals. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof.
- g) Members are requested to complete and/or update their Residential Status, PAN and Category as per the IT Act with their Depository Participants ("DPs") or in case shares are held in physical form, with the Company by sending documents at investors@smlisuzu.com by **Friday, 6th September, 2024** to enable the Company to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption. For details, please visit the website of the Company at the link:
https://www.smlisuzu.com/storage/uploads/finance_reports/agm_files/1724836665-Note%20-%20TDS%20on%20dividend.pdf

13. Transfer of unpaid dividend and shares to Investor Education and Protection Fund (IEPF).

- (a) The Company has transferred unclaimed dividends for and up to the financial year ended 31st March, 2016 to the Investor Education and Protection Fund (IEPF). Further, amount of Unclaimed Dividend for FY 2016-17 is due for deposit to the IEPF on 28th October, 2024. It may be noted that once the amounts in the unpaid dividend accounts are transferred to the IEPF, no claim shall lie against the Company in respect thereof. The Company has uploaded the information of unclaimed / unpaid dividend lying with the Company as on 30th June, 2024 on the website of the Company (www.smlisuzu.com).

Due dates for transfer of dividend 2017-2018 and onwards-

Financial Year ended	Date of declaration of dividend	Due for transfer to IEPF
2017-18	09-08-2018	13-09-2025
2018-19	30-09-2019	04-11-2026
The Company has not declared any dividend for FY 2019-20 to FY 2022-23		

- (b) Pursuant to Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with Section 124 of the Companies Act, 2013, shares in respect of which dividend has not been claimed by the shareholder for a period of seven (7) consecutive years or more, shall be

transferred to Investor Education and Protection Fund (IEPF). Upon transfer of such shares, all corporate benefits accruing on such shares shall also be credited to the IEPF and the Voting Rights on such shares shall remain frozen till the rightful owner claims the shares.

- (c) The Company, after giving required Notice(s), has transferred all shares in respect of which Dividend for FY 2015-16 has remained unclaimed/unpaid for seven (7) consecutive years or more, to the IEPF Authority. Details of shares transferred to IEPF are available on the Company's website www.smlisuzu.com and on the website of the IEPF www.iepf.gov.in.

However, Members can claim unpaid dividend as well as shares from IEPF Authority by making an application in Form IEPF-5 online on www.iepf.gov.in and sending the physical copy of the same duly signed (as per registered specimen signature) along with requisite documents, enumerated in the said Form IEPF-5, to the Company or to M/s MCS Share Transfer Agent Limited, Registrar and Transfer Agents of the Company for verification of claim.

14. SEBI vide its notification dated 8th June, 2018 and 30th November, 2018, has prescribed that **w.e.f. 1st April, 2019, the securities of listed companies can be transferred only in dematerialized form.** Accordingly, Members holding shares in physical form are requested to convert their holding(s) in dematerialized form. Further, SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests, issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the Company's RTA, for assistance in this regard.
15. Members are requested to consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
16. **Voting through electronic means (Remote e-voting):**

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the Company is pleased to provide the facility to the Members to exercise their right to vote by electronic means (remote e-voting) in respect of the resolutions contained in the Notice. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. The facility of casting votes by a Member using remote e-voting / e-voting during AGM will be provided by NSDL.

"Remote e-voting" means the facility of casting votes by a Member using an electronic voting system from a place other than venue of a general meeting.

The **"cut-off"** date for determining the eligibility for voting either through remote e-voting or e-voting at AGM is fixed as **13th September, 2024**. The remote e-voting period will commence on **Monday, 16th September, 2024 (9:00 AM) and end on Thursday, 19th September, 2024 (5:00 PM)**. During the period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, the **13th September, 2024**, may cast their vote electronically.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

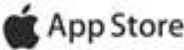
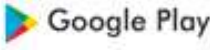


STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/. Select “Register Online for IDeAS” Portal or click at: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Upon successful registration, please follow steps given in point 1 above. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
<p>Individual shareholders holding securities in demat mode with NSDL</p>	<p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;">   </div> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is www.cdslindia.com OR click on New System Myeasi at https://web.cdslindia.com/myeasitoken/Home/Login 2. After successful login of Easi/Easiest the user will also be able to see the E-Voting Menu. The Menu will have link of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at www.cdslindia.com. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided link for NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. After login, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800-21-09911.

B) Login method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is In300*** & Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 123456 then user ID is 123456001***

6. **Password details for shareholders other than Individual shareholders are given below:**
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
7. **If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:**
 - a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
9. Now, you will have to click on “Login” button.
10. After you click on the “Login” button, Home page of e-Voting will open

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” (**E-Voting Event Number - 130048**) of SML Isuzu Limited. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join general Meeting”.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution(s), you will not be allowed to modify your vote.

General Guidelines for shareholders

- I. (i) Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. authorizing their representative to attend the AGM through VC / OAVM and to vote through remote e-voting. The Resolution /Authority Letter shall be sent to the Scrutinizer by e-mail to kanwalcs@gmail.com with a copy marked to evoting@nsdl.com. They can also upload their Board Resolution/ Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

(ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of NSDL's E-Voting website www.evoting.nsdl.com. You can also send your queries / grievances relating to e-voting to:
 - a. Name and Designation: Mr. Pallavi Mhatre, Senior Manager
 - b. Address: Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013
 - c. Email Id : pallavid@nsdl.com
 - d. Phone Number(s) : 022-2499 4545, 022-4886 7000
- III. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in the notice:**
 1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@smlisuzu.com.
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@smlisuzu.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
 3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

- IV. The remote e-voting period will commence at **9:00 AM (IST) on Monday, 16th September, 2024 and end at 5:00 PM (IST) on Thursday, 19th September, 2024**. During the period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date, the 13th September, 2024**, may cast their vote electronically.

The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.

- V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date, 13th September, 2024**.
- VI. A person who is not a Member as on the cut-off date should treat the Notice for information purposes only.
- VII. Any person, who acquires shares of the Company and become Member of the Company after the Company sends the Notice by e-mail and holds shares as on the **cut-off date i.e 13th September, 2024**, may obtain the Login ID and password by sending a request at evoting@nsdl.com or RTA at helpdeskdelhi@mcsregistrars.com or to the Company at investors@smlisuzu.com.

If the shareholder is already registered with NSDL for e-voting then he can use his existing User ID and password for casting the vote through remote e-voting.

- VIII. Mr. Kanwaljit Singh Thanewal, a practicing Company Secretary (Membership No. F-5901, CP No. 5890) has been appointed by the Board of Directors of the Company as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the Annual General Meeting in a fair and transparent manner.
- IX. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote e-voting and e-voting at AGM and make a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by the Board who shall countersign the same.
- X. The voting results shall be forwarded to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed, within 48 hours of the conclusion of the Annual General Meeting. The results declared along with the Scrutinizer's Report shall also be placed on the Company's website www.smlisuzu.com and on the website of NSDL.
- XI. The resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. 20th September, 2024 subject to receipt of the requisite number of votes in favor of the resolutions.

Instructions for Members for e-voting on the day of AGM

- I. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- II. Only those Members, who will present at the 40th AGM through VC / OAVM and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- IV. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of AGM shall be the same person mentioned for remote e-voting.

Instructions for Members for attending AGM through VC / OAVM

- I. Members will be provided with a facility to attend AGM through VC / OAVM through NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same well before time by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further, member can also use the OTP based login for logging into the e-voting system of NSDL.
 - II. Members are encouraged to join the Meeting through Laptops for better experience.
 - III. Further, Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the Meeting.
 - IV. Please note that Members connecting from mobile devices or tablets or through laptops etc. via mobile hotspot, may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN connection to mitigate any kind of aforesaid glitches.
 - V. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary (investors@smlisuzu.com) by **16th September, 2024 (Monday)**.
 - VI. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id Folio No., PAN, mobile number at investors@smlisuzu.com **between 14th September, 2024 to 16th September, 2024**. The Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 - VII. The Company reserves the right to restrict the number of speakers depending on the availability of time of AGM.
14. Additional information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment / re-appointment, is annexed as **Annexure A**.
 15. All documents referred to in the accompanying Notice can be obtained for inspection by writing to the Company at its e-mail id investors@smlisuzu.com till the date of AGM.
 16. During the 40th AGM, Members may access the scanned copy of the Register of Directors & Key Managerial Personnel and Register of Contracts or Arrangements in which Directors are interested, upon Log-in to NSDL e-voting system at www.evoting.nsdl.com.
 17. Since the meeting will be held through VC / OAVM Facility, the route map is not annexed with the Notice.

Regd. Office & Works:

Village Asron,
Distt. Shahid Bhagat Singh Nagar
(Nawanshahr), Punjab-144 533
Email: investors@smlisuzu.com
CIN : L50101PB1983PLC005516
Website : www.smlisuzu.com

By Order of the Board
for SML ISUZU LIMITED

(PARVESH MADAN)
Company Secretary
ACS-31266

Dated: 14th August, 2024

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

ITEM NO. 5

As per Section 149 of the Companies Act, 2013 (“the Act”), an Independent Director shall hold office for a term up to five (5) consecutive years on the Board of a Company but shall be eligible for re-appointment for a second term up to five (5) consecutive years.

Members of the Company, at the 35th Annual General Meeting, held on 30th September, 2019, approved the appointment of Mr. C. S. Verma as an Independent Director for a first term of five (5) consecutive years w.e.f. 22nd September, 2019.

On the recommendations of its Nomination and Remuneration Committee (NRC) and based on performance evaluation carried out by the NRC and the Board, the Board recommends re-appointment of Mr. C. S. Verma as an Independent Director of the Company for a second term of five (5) consecutive years, commencing from 22nd September, 2024 to 21st September, 2029 (both days inclusive).

The Company has received a notice in writing from a Member in the prescribed manner, under Section 160 of the Act, proposing his candidature for the office of Director of the Company.

The Company has received declarations from Mr. Verma that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”). Further, he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent in writing to act as a Director of the Company.

In the opinion of the Board, Mr. Verma is a person of integrity and possesses appropriate skills, experience, knowledge, and qualifications in his field that are beneficial to the interests of the Company. Further, he fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the Management.

Keeping in view his vast experience and knowledge, the Board considers that his continued association would be of immense value to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, the Board strongly recommends the Special Resolution set at Item No. 5 of the Notice for the approval of the Members.

Disclosure under the applicable provisions of the Listing Regulations and the Secretarial Standards on General Meetings has been annexed hereto and marked as **Annexure A**.

A copy of the Draft Letter of Appointment, to be issued to Mr. Verma, setting out the terms and conditions, would be available for inspection by the Members at the Registered Office of the Company during normal business hours on working days.

Except for Mr. Verma, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution as set out at Item No. 5.

ITEM NO: 6

The existing tenure of Mr. S. K. Tuteja, Independent Director & Chairman and Mr. Sudhir Nayar, Independent Director, is up to 21st September, 2024.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is required to have at least 1/3rd of the total number of Directors as Independent Directors, and, accordingly, minimum three (3) independent directors are required on the Board of the Company.

The Board, on the recommendation of its Nomination & Remuneration Committee, has proposed to the Members, the appointment of Mr. Sanjeev Mehan as an Independent Director of the Company for a term of five (5) consecutive years commencing from 22nd September, 2024 to 21st September, 2029 (both days inclusive).

Mr. Sanjeev Mehan is a distinguished fellow member of the Institute of Chartered Accountants of India (ICAI), qualified in 1984. He has a bachelor's degree in Commerce from Panjab University, Chandigarh and certifications in Arbitration, Mediation, and Reconciliation, and a Diploma in Information System Audit (DISA), both from ICAI.

Mr. Mehan started his professional journey in 1984 as a Chartered Accountant and founded M/s Mehan Associates (CA firm). He has 40 years of rich experience in handling statutory audits for diverse industries, including manufacturing, services, hospitals, exports, IT and hospitality. He has substantial experience in the field of direct, indirect, and international taxation. Further, he has exposure in the field of litigation and matters related to the Registrar of Companies and Corporate Affairs.

The Company has received a notice in writing from a Member in the prescribed manner, under Section 160 of the Act, proposing the candidature of Mr. Mehan for the office of Director of the Company.

The Company has received a declaration from Mr. Mehan that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("the Act") and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). Further, he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent in writing to act as a Director of the Company.

In the opinion of the Board, Mr. Mehan is a person of integrity and possesses appropriate skills, experience, knowledge, and qualifications in his field that are beneficial to the interests of the Company. Further, he fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations, and is independent of the Management.

Keeping in view his vast experience and knowledge, the Board considers that it will be in the interest of the Company to induct Mr. Sanjeev Mehan on the Board of the Company as an Independent Director. Accordingly, the Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

Disclosure under the applicable provisions of the Listing Regulations and the Secretarial Standards on General Meetings has been annexed hereto and marked as **Annexure A**.

A copy of the Draft Letter of Appointment, to be issued to Mr. Mehan, setting out the terms and conditions, would be available for inspection by the Members at the Registered Office of the Company during normal business hours on working days.

Except for Mr. Mehan, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 6.

ITEM NO: 7

Mr. Takashi Nishida, Non-Executive Non-Independent Director, resigned as Director of the Company w.e.f. 8th August, 2024.

The Board, on the recommendation of its Nomination & Remuneration Committee (NRC), has appointed Mr. Tomoyuki Yamaguchi as an Additional Director on the Board of the Company w.e.f. 9th August, 2024 against the vacancy caused due to the resignation of Mr. Takashi Nishida. Mr. Yamaguchi holds office up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 ("the Act").

Mr. Yamaguchi, aged 50 years, is a Graduate from Department of Business Administration, Toyo University (Japan). He joined Isuzu Motors Limited, Japan in August, 1997 and since then has held positions in various departments/companies including Engine Assembly, International Sales Department (CIS Group, Southwest Asia Group), International Sales Development Department, Isuzu Motors South Africa (Pty) Limited. etc. Presently, he is General Manager of Regional Management Office, Sales Department, Isuzu Motors (Japan).

The Company has received a notice in writing from a Member in the prescribed manner, under Section 160 of the Act, proposing his candidature for the office of Director of the Company, liable to retire by rotation. Further, he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent in writing to act as a Director of the Company.

Disclosure under the applicable provisions of the Listing Regulations and the Secretarial Standards on General Meetings has been annexed hereto and marked as **Annexure A**.

It is the considered view of the Board that Mr. Yamaguchi's knowledge and experience will be of immense value to the Company. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for the approval of the Members.

Except for Mr. Yamaguchi, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7.

Regd. Office & Works:

Village Asron,
Distt. Shahid Bhagat Singh Nagar
(Nawanshahr), Punjab-144 533
Email: investors@smlisuzu.com
CIN : L50101PB1983PLC005516
Website : www.smlisuzu.com

Dated: 14th August, 2024

By Order of the Board
for SML ISUZU LIMITED

(PARVESH MADAN)
Company Secretary
ACS-31266

Annexure A

Additional Information required to be given as per SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is given below:

Name of the Director	Mr. Ryusuke Miyake	Mr. Takashi Sakuma	Mr. Chandra Shekhar Verma
Date of Birth (Age)	20.02.1967 (57 years)	20.03.1973 (51 years)	29.09.1959 (65 years)
DIN	10569281	09113520	00121756
Original date of Appointment	01.04.2024	04.11.2023	22.09.2019
Qualification(s)	Graduate from School of Political Science and Economics, Waseda University (Japan)	Graduate from the School of Commerce, Waseda University (Japan)	LLB, M.Com, MBA, FCS, FCMA
Experience (including expertise in specific functional area)	<p>Mr. Miyake was appointed as a Non-Executive Director on the Board of the Company w.e.f 01.04.2024.</p> <p>He has around 34 years of rich experience in the automobile business.</p> <p>He joined Sumitomo Corporation, Japan in April, 1990 and since then has held several positions in various departments/companies including Motor Vehicles Department-Tokyo, Liaison Office-Luanda & Damascus, Market Department-Automotive Division Europe, Market Department - Middle East & Africa, Automotive Sales & Marketing Department-Tokyo, Transportation & Construction System Division-Bangkok, Mobility Business Division-Tokyo, Toyota Ukraine, Toyota Canarias etc.</p> <p>Presently, he is Corporate Officer at Automotive Sales & Marketing SBU, Sumitomo Corporation (Tokyo-Japan).</p>	<p>Mr. Sakuma was appointed as a Non-Executive Director on the Board of the Company w.e.f 04.11.2023.</p> <p>He has around 28 years of rich experience in the automobile business.</p> <p>He joined Sumitomo Corporation, Japan in April, 1996 and since then has held several positions in Accounting Department, Sumitomo Shoji Financial Management Co., Ltd, Sumitomo Corporation Taiwan Ltd. (Taipei), Sumitomo Corporation Asia Pte. Ltd. etc.</p> <p>Presently, he is Director – Corporate Group, Sumitomo Corporation India Pvt. Ltd.</p>	<p>Mr. Chandra Shekhar Verma was appointed as an Independent Director of the Company w.e.f 22.09.2019.</p> <p>He has vast experience of around 34 years in the public sector companies such as- SAIL, BHEL, NMDC, IRFC, ITI etc. His last assignment was as a Chairman and Managing Director of Steel Authority of India Limited (SAIL).</p> <p>He also held additional charge as CMD of National Mineral Development Corporation (NMDC) and Chairman of International Coal Ventures Ltd (ICVL).</p> <p>He was the first President of the Indian Steel Association. He has been the Governing Council Member of All India Management Association (AIMA), Member of the Governing Board of IIM, Raipur, Member of the Governing Board of Bureau of Indian Standards. He has been the recipient of many awards and accolades both at National and International level.</p>
Terms and Conditions of appointment/ re-appointment including detail of remuneration sought to be paid	Appointment on rotation basis and no remuneration (including sitting fee) is payable.		Re-appointment for a period of five (5) years commencing from 22.09.2024. Up to commission of 1% of Net Profits or within ceilings prescribed in Schedule V of the Companies Act in case of no profits/ inadequate profits (sitting fee extra)
Details of remuneration last drawn (FY 2023-24)	Not Applicable	Not Applicable	Rs. 24.0 Lacs (including sitting fee of Rs. 6.0 lacs)
Board Membership of other companies [excluding SML ISUZU Limited] as on March 31, 2024	<ul style="list-style-type: none"> SC-Abeam Automotive Consulting Toyota Libya F.Z.C Summit Motors Vladivostok Sucorpnivaria, S.L.U 	<ul style="list-style-type: none"> Sumitomo Corporation India Pvt. Limited 	<ul style="list-style-type: none"> Ikio Lighting Limited Multi Commodity Exchange of India Limited FirstAdvantage Consulting Group Limited Royalux Lighting Private Limited Spartan Finvoyance Private Limited
Chairman [C]/ Member [M] of the Committee of the Board of Directors of the companies in which he/she is a director as on March 31, 2024*	<p>SML Isuzu Limited</p> <ul style="list-style-type: none"> Nomination & Remuneration Committee[M] (w.e.f 01.04.2024) 	<p>SML Isuzu Limited</p> <ul style="list-style-type: none"> Stakeholders Relationship Committee[M] <p>Sumitomo Corporation India Private Limited</p> <ul style="list-style-type: none"> Corporate Social Responsibility Committee [M] 	<p>SML Isuzu Limited</p> <ul style="list-style-type: none"> Audit Committee[M] Risk Management Committee [M] Corporate Social Responsibility Committee [C] <p>Multi Commodity Exchange of India Limited</p> <ul style="list-style-type: none"> Standing Committee on Technology [M] Public Interest Director's Committee [M] Investment Committee [M] Regulatory Oversight Committee [C] Nomination & Remuneration Committee [C]

Name of the Director	Mr. Ryusuke Miyake	Mr. Takashi Sakuma	Mr. Chandra Shekhar Verma
			<ul style="list-style-type: none"> • Stakeholders Relationship Committee [C] • Investor Protection Fund Trust [Trustee] IKIO Lighting Limited <ul style="list-style-type: none"> • Nomination & Remuneration Committee [M] • Corporate Social Responsibility Committee [M] • Stakeholders Relationship Committee [C] Royalux Lighting Private Limited <ul style="list-style-type: none"> • Corporate Social Responsibility Committee [M]
No. of Board Meetings attended during FY 2023-24	Not Applicable	2	6
No. of shares held in the Company as on March 31, 2024	Nil		
Relationship with other Directors and KMPs	None of the Directors of the Company are inter-se related to each other or with the Key Managerial Personnel of the Company		

* This includes committee of the Board of Directors of Indian Companies.

Name of the Director	Mr. Sanjeev Mehan	Mr. Tomoyuki Yamaguchi
Date of Birth (Age)	16.08.1959 (65 years)	06.04.1974 (50 years)
DIN	00224016	10733078
Original date of Appointment	22.09.2024 (To be appointed)	09.08.2024
Qualification(s)	FCA, B.COM, certifications in Arbitration, Mediation, and Reconciliation, and a Diploma in Information System Audit (DISA), both from Institute of Chartered Accountants of India (ICAI)	Graduate from Department of Business Administration, Toyo University (Japan)
Experience (including expertise in specific functional area)	<p>Mr. Mehan started his professional journey in 1984 and founded M/s Mehan Associates (CA Firm).</p> <p>He has 40 years of rich experience in handling statutory audits for diverse industries, including manufacturing, services, hospitals, exports, IT, and hospitality. He has substantial experience in the field of direct, indirect, and international taxation. Further, he has exposure in the field of litigation and matters related to the Registrar of Companies and Corporate Affairs.</p> <p>He served as the Secretary of the Chandigarh Branch of the Northern India Regional Council (NIRC) from 1992 to 1993, and as its Chairman from 1993 to 1994. He was a member of the Capital Market & Investors Protection Committee of ICAI from 1995 to 1998.</p> <p>He has also made significant contributions to sports and community service. He was the Chairman of the Chandigarh Cricket Association for 15 years. He has been an elected member of the Governing Body of the Chandigarh Club Ltd., a prestigious social club, from 2001 to 2016, and currently hold the post of Honorary Secretary at the Club.</p>	<p>Mr. Yamaguchi has been appointed on the Board of the Company as Additional Director (Non-Executive Non-Independent) of the Company w.e.f 9th August, 2024.</p> <p>He has around 27 years of rich experience in the automobile business. He joined Isuzu Motors Limited, Japan in August, 1997 and since then has held positions in various departments/companies including Engine Assembly, International Sales Department (CIS Group, Southwest Asia Group), Isuzu Motors South Africa (Pty) Limited. etc.</p> <p>Presently, he is General Manager of Regional Management Office, Sales Department, Isuzu Motors (Japan).</p>
Terms and Conditions of appointment/ re-appointment including detail of remuneration sought to be paid	Appointment for a period of five (5) years commencing from 22.09.2024. Up to commission of 1% of Net Profits or within ceilings prescribed in Schedule V of the Companies Act in case of no profits/ inadequate profits.	Appointment on rotation basis and no remuneration (including sitting fee) is payable.
Details of remuneration last drawn (FY 2023-24)	Not Applicable	
Board Membership of other companies [excluding SML ISUZU Limited] as on March 31, 2024	<ul style="list-style-type: none"> Mags Property Private Limited 	<ul style="list-style-type: none"> Anadolu Isuzu Otomotiv Sanayi ve Ticaret AS. Isuzu Motors Europe NV.
Chairman [C]/ Member [M] of the Committee of the Board of Directors of the companies in which he/she is a director as on March 31, 2024*	Nil	
No. of Board Meetings attended during FY 2023-24	Not Applicable	
No. of shares held in the Company as on March 31, 2024	Nil	
Relationship with other Directors and KMPs	None of the Directors of the Company are inter-se related to each other or with the Key Managerial Personnel of the Company	

* This includes committee of the Board of Directors of Indian Companies.