

SML/SEC/2024-25-072
20 September 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, 5 th Floor Plot No. C/1, G Block Bandra – Kurla Complex Bandra (East), Mumbai 400 051
Scrip Code: 505192	Scrip Code: SMLISUZU

Subject: Proceedings of 40th Annual General Meeting of SML ISUZU LIMITED

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Regulations”), please find enclosed proceedings of 40th Annual General Meeting of the Company held today - **Friday, 20th September, 2024** through Video Conferencing / Other Audio Visual Means.

The AGM commenced at 11:00 A.M. and concluded at 11:44 A.M.

Please note that pursuant to Regulation 44 of the SEBI Regulations, voting results will be submitted to Stock Exchange(s) within 48 hours of conclusion of AGM and will also be placed on the website of the Company (www.smlisuzu.com).

This is for your information and record please.

Thanking you,

Yours faithfully
For **SML ISUZU LIMITED**



(PARVESH MADAN)
Company Secretary
ACS-31266
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SML ISUZU Limited

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Trucks & Buses

SUMMARY OF PROCEEDINGS OF 40th ANNUAL GENERAL MEETING (AGM) OF SML ISUZU LIMITED HELD ON FRIDAY, 20TH SEPTEMBER, 2024 AT 11:00 AM AT VILLAGE ASRON, DISTT. SHAHID BHAGAT SINGH NAGAR (NAWANSHAHR), PUNJAB (DEEMED VENUE).

The 40th Annual General Meeting (AGM) of the Company was held on 20th September, 2024 (Friday) at 11:00 AM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the General Circulars issued by the Ministry of Corporate Affairs ("MCA") and Circulars issued by the Securities and Exchange Board of India ("SEBI").

The following Directors were present:

S. No.	Name of the Director	Designation and Membership of Committees	Attended through VC from
1.	Mr. S.K. Tuteja (DIN 00594076)	- Independent Director (Chairman) - Chairman of Stakeholders Relationship Committee and Executive Committee - Member of Nomination & Remuneration Committee	Chandigarh, India
2.	Mr. Sudhir Nayar (DIN 00200415)	- Independent Director - Chairman of Audit Committee, Nomination & Remuneration Committee and Risk Management Committee	Chandigarh, India
3.	Mr. C. S. Verma (DIN 00121756)	- Independent Director - Chairman of CSR Committee - Member of Audit Committee and Risk Management Committee.	Chandigarh, India
4.	Ms. Atima Khanna (DIN 07145114)	- Independent Director - Member of Audit Committee	Chandigarh, India
5.	Mr. Ryusuke Miyake (DIN 10569281)	- Non-Executive Non-Independent Director - Member of Nomination & Remuneration Committee	Tokyo, Japan
6.	Mr. Takahiro Jitosho (DIN 10551351)	- Non-Executive Non-Independent Director - Member of Corporate Social Responsibility Committee	New Delhi, India
7.	Mr. Takashi Sakuma (DIN 09113520)	- Non-Executive Non-Independent Director - Member of the Stakeholders Relationship Committee	New Delhi, India

S. No.	Name of the Director	Designation and Membership of Committees	Attended through VC from
8.	Mr. Junya Yamanishi (DIN 09174162)	- Managing Director & CEO - Member of Stakeholders Relationship Committee, CSR Committee, Risk Management Committee and Executive Committee	Chandigarh, India

Special Invitees – Company’s Senior Management:

Name of the Executive	Designation	Attended the meeting through VC from
Mr. M S Ramta	ED-Works	Chandigarh, India
Mr. Rakesh Bhalla	Chief Financial Officer (CFO)	Chandigarh, India
Mr. Anuj Kumar Sethi	Head - Corporate Planning & IT	Chandigarh, India
Mr. Prashant Kumar	Head - Marketing	Chandigarh, India

In attendance – Company’s Executives:

Name of the Executive	Designation	Attended the meeting through VC from
Mr. Parvesh Madan	Company Secretary	Chandigarh, India

In attendance – Others:

Name of the Executive	Designation	Attended the meeting through VC from
Mr. Sandeep Mehta	Representative, M/s Walker Chandiok & Co LLP, Statutory Auditors	Chandigarh, India
Mr. Ajay Arora	Secretarial Auditor	Chandigarh, India
Mr. Kanwaljit Singh Thanewal	Scrutinizer	Chandigarh, India

Company Secretary welcomed the Members who were participating in the AGM through VC/OAVM and briefed them about certain important points regarding the Meeting.

Thereafter, the Company Secretary requested the Directors and senior management present at the Meeting to introduce themselves. He also confirmed the presence of representative of statutory auditors, secretarial auditor and scrutinizer.

He then requested the Chairman - Mr. S. K. Tuteja to chair the meeting.

Chairman then confirmed that the requisite quorum is present and declared the meeting open. Thereafter, he addressed the Members.

Thereafter, the Company Secretary read the Auditors' Report (relevant extracts) and the Agenda Items. He further informed the Members that Auditors have issued a clean report for FY 2023-2024.

Company Secretary then informed the Members that the Company had provided remote e-voting facility to the Members entitled to cast their vote on all the Resolutions as set out in the Notice of AGM [e-voting commenced on 16th September, 2024 at 9:00 AM (IST) and ended on 19th September, 2024 at 5:00 PM (IST)]. He also conveyed that the facility for voting through electronic voting system (e-voting) is available during the AGM and the Members who have not cast their vote by remote e-voting are entitled to exercise their right to vote by e-voting during the AGM and a time period of 15 minutes would be available for e-voting after conclusion of the Meeting.

The following ordinary business and special business were conducted at the meeting:

Sr. No	Resolution	Resolution - ordinary or special
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.	<i>Ordinary</i>
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.	<i>Ordinary</i>
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.	<i>Ordinary</i>
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.	<i>Ordinary</i>
Special Business		
5.	Re-appointment of Mr. Chandra Shekhar Verma, (DIN 00121756) as an Independent Director of the Company.	<i>Special</i>

Sr. No	Resolution	Resolution - ordinary or special
6.	Appointment of Mr. Sanjeev Mehan (DIN 00224016) as an Independent Director of the Company.	<i>Special</i>
7.	Appointment of Mr. Tomoyuki Yamaguchi (DIN: 10733078) as Non-Executive (Non-Independent) Director of the Company liable to retire by rotation.	<i>Ordinary</i>

Thereafter, the Chairman invited queries from the Members and appropriate response was provided against the queries raised by the Members.

Managing Director & CEO then thanked the Members present and declared the meeting closed at 11:44 A.M. Thereafter, 15 minutes window was provided for the shareholders for E-voting, if they have not cast their vote during e-voting period.
