

SML/SEC/2024-25/073
21 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: 40th Annual General Meeting-Voting Results and Consolidated Scrutinizer's Report

Dear Sir(s),

With regard to the Company's 40th Annual General Meeting (AGM) held on Friday, 20th September, 2024 at 11:00 A.M. through Video Conferencing / Other Audio Visual means, please find enclosed the following:

- (a) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (attached as **Annexure I**).
- (b) Consolidated report of Scrutinizer dated 21st September, 2024 pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014. (attached as **Annexure II**).

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

Regd. Office & Works:

Village : Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshehar) Punjab - 144533

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Trucks & Buses

Details of Resolutions passed at 40th Annual General Meeting of SML ISUZU LIMITED

Date of the AGM	20 th September, 2024 (Friday)
Total number of shareholders on record date (i.e 13 th September, 2024)	29,663
No. of shareholders present in the meeting either in person or through proxy: <ul style="list-style-type: none"> • Promoters and promoter group • Public 	-- --
No. of shareholders attended the meeting through video conferencing: <ul style="list-style-type: none"> • Promoters and promoter group • Public 	1 55

Agenda-wise

Item no.	Agenda	Resolution required (Ordinary/ Special)	Mode of voting	Remarks
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.	Ordinary	Remote E-voting & E-Voting during AGM	Passed with Requisite Majority
2	To declare a Final Dividend of Rs.16/- per equity share of Rs. 10/- each fully paid up, for the Financial Year 2023-24.	Ordinary	Remote E-voting & E-Voting during AGM	Passed with Requisite Majority
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.	Ordinary	Remote E-voting & E-Voting during AGM	Passed with Requisite Majority
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.	Ordinary	Remote E-voting & E-Voting during AGM	Passed with Requisite Majority



Item no.	Agenda	Resolution required (Ordinary/ Special)	Mode of voting	Remarks
SPECIAL BUSINESS				
5	Re-appointment of Mr. Chandra Shekhar Verma, (DIN 00121756) as an Independent Director of the Company.	Special	Remote E-voting & E-Voting during AGM	Passed with Requisite Majority
6	Appointment of Mr. Sanjeev Mehan (DIN 00224016) as an Independent Director of the Company.	Special	Remote E-voting & E-Voting during AGM	Passed with Requisite Majority
7	Appointment of Mr. Tomoyuki Yamaguchi (DIN 10733078) as Non-Executive (Non-Independent) Director of the Company liable to retire by rotation.	Ordinary	Remote E-voting & E-Voting during AGM	Passed with Requisite Majority



Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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.				
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 and Promoter Group	E-Voting	6362306	6362306	100.0000	6362306	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	6362306	6362306	100.0000	6362306	0	100.0000	0.0000
Public- Institutions	E-Voting	52986	23272	43.9210	23272	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	52986	23272	43.9210	23272	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8056354	4928223	61.1719	4928000	223	99.9955	0.0045
	Poll							
	Postal Ballot (if applicable)							
	Total	8056354	4928223	61.1719	4928000	223	99.9955	0.0045
Total		14471646	11313801	78.1791	11313578	223	99.9980	0.0020

The Resolution was passed with requisite majority.



Resolution (2)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To declare a Final Dividend of Rs.16/- per equity share of Rs. 10/- each fully paid up, for the Financial Year 2023-24.						
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 and Promoter Group	E-Voting	6362306	6362306	100.0000	6362306	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	6362306	6362306	100.0000	6362306	0	100.0000	0.0000
Public-Institutions	E-Voting	52986	23272	43.9210	23272	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	52986	23272	43.9210	23272	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8056354	4928216	61.1718	4927993	223	99.9955	0.0045
	Poll							
	Postal Ballot (if applicable)							
	Total	8056354	4928216	61.1718	4927993	223	99.9955	0.0045
Total		14471646	11313794	78.1790	11313571	223	99.9980	0.0020

The Resolution was passed with requisite majority.



Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a Director in place of Mr. Ryusuke Miyake (DIN 10569281), who retires by rotation and being eligible, offers himself for re-appointment.				
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 and Promoter Group	E-Voting	6362306	6362306	100.0000	6362306	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	6362306	6362306	100.0000	6362306	0	100.0000	0.0000
Public-Institutions	E-Voting	52986	23272	43.9210	14278	8994	61.3527	38.6473
	Poll							
	Postal Ballot (if applicable)							
	Total	52986	23272	43.9210	14278	8994	61.3527	38.6473
Public- Non Institutions	E-Voting	8056354	4928223	61.1719	4927943	280	99.9943	0.0057
	Poll							
	Postal Ballot (if applicable)							
	Total	8056354	4928223	61.1719	4927943	280	99.9943	0.0057
Total		14471646	11313801	78.1791	11304527	9274	99.9180	0.0820

The Resolution was passed with requisite majority.



Resolution (4)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Description of resolution considered		To appoint a Director in place of Mr. Takashi Sakuma (DIN 09113520), who retires by rotation and being eligible, offers himself for re-appointment						
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 and Promoter Group	E-Voting	6362306	6362306	100.0000	6362306	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		6362306	6362306	100.0000	6362306	0	100.0000
Public-Institutions	E-Voting	52986	23272	43.9210	14334	8938	61.5933	38.4067
	Poll							
	Postal Ballot (if applicable)							
	Total		52986	23272	43.9210	14334	8938	61.5933
Public- Non Institutions	E-Voting	8056354	4928223	61.1719	4926394	1829	99.9629	0.0371
	Poll							
	Postal Ballot (if applicable)							
	Total		8056354	4928223	61.1719	4926394	1829	99.9629
Total		14471646	11313801	78.1791	11303034	10767	99.9048	0.0952

The Resolution was passed with requisite majority.



Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Chandra Shekhar Verma, (DIN 00121756) as an Independent Director of the Company				
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 and Promoter Group	E-Voting	6362306	6362306	100.0000	6362306	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	6362306	6362306	100.0000	6362306	0	100.0000	0.0000
Public-Institutions	E-Voting	52986	23272	43.9210	14334	8938	61.5933	38.4067
	Poll							
	Postal Ballot (if applicable)							
	Total	52986	23272	43.9210	14334	8938	61.5933	38.4067
Public- Non Institutions	E-Voting	8056354	4928223	61.1719	4927841	382	99.9922	0.0078
	Poll							
	Postal Ballot (if applicable)							
	Total	8056354	4928223	61.1719	4927841	382	99.9922	0.0078
Total		14471646	11313801	78.1791	11304481	9320	99.9176	0.0824

The Resolution was passed with requisite majority.



Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Sanjeev Mehan (DIN 00224016) as an Independent Director of the Company				
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 and Promoter Group	E-Voting	6362306	6362306	100.0000	6362306	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	6362306	6362306	100.0000	6362306	0	100.0000	0.0000
Public-Institutions	E-Voting	52986	23272	43.9210	23272	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	52986	23272	43.9210	23272	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8056354	4928223	61.1719	4926642	1581	99.9679	0.0321
	Poll							
	Postal Ballot (if applicable)							
	Total	8056354	4928223	61.1719	4926642	1581	99.9679	0.0321
Total		14471646	11313801	78.1791	11312220	1581	99.9860	0.0140

The Resolution was passed with requisite majority.



Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Tomoyuki Yamaguchi (DIN: 10733078) as Non-Executive (Non-Independent) Director of the Company liable to retire by rotation				
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 and Promoter Group	E-Voting	6362306	6362306	100.0000	6362306	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	6362306	6362306	100.0000	6362306	0	100.0000	0.0000
Public-Institutions	E-Voting	52986	23272	43.9210	14334	8938	61.5933	38.4067
	Poll							
	Postal Ballot (if applicable)							
	Total	52986	23272	43.9210	14334	8938	61.5933	38.4067
Public- Non Institutions	E-Voting	8056354	4928223	61.1719	4927918	305	99.9938	0.0062
	Poll							
	Postal Ballot (if applicable)							
	Total	8056354	4928223	61.1719	4927918	305	99.9938	0.0062
Total		14471646	11313801	78.1791	11304558	9243	99.9183	0.0817

The Resolution was passed with requisite majority.



KANWALJIT SINGH
B. Com., F.C.S., I.P.

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E-mail : kanwalcs@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,
Village Asron, District Nawanshahr,
Punjab – 144533.

40th Annual General Meeting of the Equity Shareholders of SML Isuzu Limited held on Friday, the 20th September, 2024 at 11.00 A.M. conducted through Video Conferencing / Other Audio Visual Means.

Dear Sir,

1. I, Kanwaljit Singh Thanewal, Practicing Company Secretary, at S.C.O. 64-65, 1st Floor, 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 e-voting during AGM 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 40th Annual General Meeting (AGM) of the Equity Shareholders of SML Isuzu Limited held on 20th September, 2024 at 11.00 A.M. conducted through Video Conferencing / Other Audio Visual Means ("VC").
2. The notice dated 14th August, 2024, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed at the 40th AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 28th December, 2022 and 25th September, 2023 (collectively referred to as "MCA Circulars") and SEBI Circular dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 5th January, 2023 and 7th October, 2023.



3. 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 e-voting during the Annual General Meeting on the resolutions proposed in the Notice of the 40th 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 remote e-voting and e-voting during 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 on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL).
4. The Company had arranged the services of NSDL from 16th September, 2024 (from 9.00 A.M.) to 19th September, 2024 (upto 5.00 P.M.). The voting rights were reckoned as on 13th September, 2024 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.
5. During the 40th AGM of the Company held on 20th September 2024, it was informed that the facility of E-voting is available during the meeting for the members who have not cast their vote previously through remote e-voting and are attending the Meeting through video conferencing.
6. The results of remote e-voting and e-voting during the AGM were unblocked by me on 20th September, 2024 in the presence of two witnesses who are not in the employment of the Company.

The consolidated results of voting are as under:

ORDINARY BUSINESS:

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

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	150	11313801	147	11313578	3	223	-	-
% to total valid votes				99.998%		0.002%		



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

To declare a Final Dividend of Rs.16/- per equity share of Rs. 10/- each fully paid up, for the Financial Year 2023-24.

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	149	11313794	146	11313571	3	223	-	-
% to total valid votes				99.998%		0.002%		

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

To appoint a Director in place of Mr. Ryusuke Miyake (DIN10569281), who retires by rotation and being eligible, offers himself for re-appointment.

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	150	11313801	136	11304527	14	9274	-	-
% to total valid votes				99.92%		0.08%		

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

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	150	11313801	136	11303034	14	10767	-	-
% to total valid votes				99.90%		0.10%		



SPECIAL BUSINESS:**(5) As a Special Resolution-Item no. 5**

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

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/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	150	11313801	135	11304481	15	9320	-	-
% to total valid votes				99.92%		0.08%		

(6) As a Special Resolution-Item no. 6

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

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/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	150	11313801	143	11312220	7	1581	-	-
% to total valid votes				99.99%		0.01%		

(7) As an Ordinary Resolution-Item no. 7

Appointment of Mr. Tomoyuki Yamaguchi (DIN: 10733078) as Non-Executive (Non-Independent) Director of the Company liable to retire 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/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	150	11313801	136	11304558	14	9243	-	-
% to total valid votes				99.92%		0.08%		



7. Based on the votes cast in favour / against on the aforesaid resolutions by remote e-voting and e-voting during the AGM, all 7 (Seven) resolutions were passed with requisite majority.
8. I hereby confirm that the electronic data, registers and all other relevant records related to remote e-voting and e-voting during the AGM is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman / MD & CEO consider, approves and signs the minutes of the AGM.

Thanking you,
Yours Sincerely,



Kanwaljit Singh Thanewal
Company Secretary in Practice
CP No. 5870
FCS No. 5901
Date: 21.09.2024
Place: Chandigarh
UDIN: F005901F001275257
Peer Review Cer No.: 2319/2022

