

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

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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 Isuzu Limited
Village Asron,
District Nawanshahr,
Punjab.

32nd Annual General Meeting of the Equity Shareholders of SML Isuzu Limited (CIN L50101PB1983PLC005516) held on Friday, 5th August, 2016 at 3.30 P.M. at its Registered Office & Works at Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab - 144533.

Dear Sir,

1. I, Kanwaljit Singh, 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 voting by use of ballot at the annual general meeting of the company, 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 32nd Annual General Meeting (AGM) of the Equity Shareholders of SML Isuzu Limited held on 5th August, 2016 at 3.30 P.M. at Registered Office & Works at Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab.
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 the 32nd 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



For SML ISUZU LIMITED


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

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 **1st August, 2016 (from 9.00 A.M.) to 4th August, 2016 (upto 5.00 P.M.)**. The remote e-voting results were unblocked by me on 5th August, 2016 in the presence of two witnesses.
4. At the 32nd AGM of the Company held on 5th August, 2016, 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 of voting through the Ballot available at AGM venue. After time fixed for closing of the poll by the Chairman, a ballot box kept for polling was locked in my presence with due identification. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records made by company and Registrar & Share Transfer Agent and the authorization were lodged by the company. I did not find any poll paper invalid.
5. I have rendered Scrutinizer's Report separately on the remote e-voting and on use of ballots at the Meeting and 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.

The consolidated results of voting (remote e-voting & voting at AGM) are as under:

Item No.	Resolutions	Votes cast in Favour			Votes cast against			Invalid Votes	
		No. of Members Voted	No. of Votes Cast by them	% of total number of valid Votes Cast	No. of Members Voted	No. of Votes Cast by them	% of total number of valid Votes Cast	Total No. of Members whose Votes were declared invalid	Total No. of Votes Cast by them
1	Adoption of Financial Statements, the reports of the Board of Directors and Auditors for the year ended 31st March, 2016. (As an Ordinary Resolution)	89	9428311	100%	Nil	Nil	Nil	Nil	Nil
2	Declaration of Dividend on Equity Shares. (As an Ordinary Resolution)	89	9428311	100%	Nil	Nil	Nil	Nil	Nil



For SML ISUZU LIMITED

Gopal Bansal
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3	Re-appointment of Mr. Pankaj Bajaj (DIN 00337925) as Director, who retires by rotation. (As an Ordinary Resolution)	86	9428215	99.999%	3	96	0.001%	Nil	Nil
4	Re-appointment of Mr. Kei Katayama (DIN 06942162) as Director, who retires by rotation. (As an Ordinary Resolution)	86	9428215	99.999%	3	96	0.001%	Nil	Nil
5	Ratification of appointment of B S R & Associates LLP as statutory auditors and fix their remuneration. (As an Ordinary Resolution)	86	9428196	99.999%	3	115	0.001%	Nil	Nil
6	Appointment of Mr. Takeru Kikkawa (DIN 03107280) as Director liable to retire by rotation (As an Ordinary Resolution)	86	9369657	99.378%	3	58654	0.622%	Nil	Nil
7	Commission to Independent Directors (As an Ordinary Resolution)	87	9428121	99.999%	1	90	0.001%	Nil	Nil

Based on the votes cast on aforesaid resolutions by remote e-voting and poll, 1st and 2nd Resolutions passed unanimously and 3rd to 7th resolutions passed with requisite majority.



For SML ISUZU LIMITED

Gopal Bansal

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

6. 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,



Kanwaljit Singh
Company Secretary in Practice
CP No. 5870
FCS No. 5901
Date: 06-08-2016
Place : Chandigarh

For SML ISUZU LIMITED

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