

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2019
[Pursuant to Section 92(3) of the Companies Act, 2013 and
Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

FORM NO. MGT-9

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L50101PB1983PLC005516
ii)	Registration Date	26.07.1983
iii)	Name of the Company	SML ISUZU LIMITED
iv)	Category/Sub-Category of the Company	Public Limited Company (Limited by Shares)
v)	Address of the Registered Office and Contact details	Village Asron, District Shahid Bhagat Singh Nagar (Nawanshahr), Punjab-144 533 Tel: 01881-270255 Fax: (91) 1881-270223 Website: www.smlisuzu.com Email: investors@smlisuzu.com
vi)	Whether Listed Company	Yes
vii)	Name, Address and Contact details of Registrar and Share Transfer Agents	M/s MCS Share Transfer Agent Limited Sri Venkatesh Bhawan F-65, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 Tel: +91 11 41406149 Fax:+91 11 41709881 Email:helpdeskdelhi@mcsregistrars.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sr.No.	Name and Description of main Products / Services	NIC Code of the Product/ Service	% to total turnover of the Company
1	Trucks	29102	32%
2	Bus	29109	60%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sumitomo Corporation, Japan, a Body Corporate, is the Promoter of the Company and holds 43.96% shareholding of the Company. In terms of the provisions of Section 2(76) the Companies Act, the Company is an Associate Company of Sumitomo Corporation.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2018)				No. of shares held at the end of the year (as on 31.03.2019)				% change during the year
		Demat	Physical	Total	%age of Total Shares	Demat	Physical	Total	%age of Total Shares	
(A)	Promoter									
(1)	Indian	-	-	-	-	-	-	-	-	-
(a)	Individuals/HUF	-	-	-	-	-	-	-	-	-
(b)	Central Govt.	-	-	-	-	-	-	-	-	-
(c)	State Govt(s)	-	-	-	-	-	-	-	-	-
(d)	Bodies Corp.	-	-	-	-	-	-	-	-	-
(e)	Banks/FI	-	-	-	-	-	-	-	-	-
(f)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(1)	-	-	-	-	-	-	-	-	-
(2)	Foreign									
(a)	NRIs-Individuals	-	-	-	-	-	-	-	-	-
(b)	Other Individuals	-	-	-	-	-	-	-	-	-
(c)	Bodies Corp.	6362306	-	6362306	43.96	6362306	-	6362306	43.96	-
(d)	Banks/FI	-	-	-	-	-	-	-	-	-
(e)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(2)	6362306	-	6362306	43.96	6362306	-	6362306	43.96	-
	Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	6362306	-	6362306	43.96	6362306	-	6362306	43.96	-
(B)	Public Shareholding									
(1)	Institutions									
(a)	Mutual Funds	375204	1100	376304	2.60	200833		200833	1.39	-1.21
(b)	Banks/FI	6433	850	7283	0.05	12356	850	13206	0.09	0.04
(c)	Central Govt.	-	-	-	-	-	-	-	-	-
(d)	State Govt(s)	-	-	-	-	-	-	-	-	-
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f)	Insurance Companies	17000	-	17000	0.12	-	-	-	-	-0.12
(g)	FIs	-	-	-	-	-	-	-	-	-
(h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(I)	Others	-	-	-	-	-	-	-	-	-
	Foreign Portfolio Investors	837800	-	837800	5.79	764903	-	764903	5.29	-0.50
	Sub-Total (B)(1)	1236437	1950	1238387	8.56	978092	850	978942	6.77	-1.79

Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2018)				No. of shares held at the end of the year (as on 31.03.2019)				% change during the year
		Demat	Physical	Total	%age of Total Shares	Demat	Physical	Total	%age of Total Shares	
(2)	Non Institutions									
(a)	Bodies Corp.									
(i)	Indian	750829	1101	751930	5.20	717068	300	717368	4.96	-0.24
(ii)	Overseas	2170747	-	2170747	15.00	2170747		2170747	15.00	-
(b)	Individuals									
(i)	Individual Shareholders holding nominal share capital upto Rs.1 lakh	2730695	272368	3003063	20.75	2592242	221730	2813972	19.45	-1.30
(ii)	Individual Shareholders holding nominal share capital in excess of Rs.1 lakh	495196	-	495196	3.42	921492	-	921492	6.37	2.95
(c)	Any Other									
(i)	NBFCs Registered with RBI	253	-	253	-	253	-	253	-	-
(ii)	Trust & Foundation	2090	-	2090	0.01	8240	-	8240	0.06	0.05
(iii)	Cooperative Societies	-	-	-	-	-	-	-	-	-
(iv)	Non Resident Individual	229760	57650	287410	1.99	257748	51000	308748	2.13	0.14
(v)	IEPF MCA	160264		160264	1.11	189578		189578	1.31	0.20
	Sub-Total (B)(2)	6539834	331119	6870953	47.48	6857368	273030	7130398	49.27	1.79
	Total Public Shareholding (B)=(B)(1)+(B)(2)	7776271	333069	8109340	56.04	7835460	273880	8109340	56.04	-
(C)	Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
	GRAND TOTAL(A+B+C)	14138577	333069	14471646	100.00	14197766	273880	14471646	100.00	-

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 01.04.2018)			Shareholding at the end of the year (as on 31.03.2019)			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
1	Sumitomo Corporation, Japan	6362306	43.96	-	6362306	43.96	-	Nil
	TOTAL	6362306	43.96	-	6362306	43.96	-	Nil

(iii) Change in Promoters' Shareholding

Sr. No.		Shareholding at the beginning of the year (as on 01.04.2018)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	At the beginning of the year	6362306	43.96	6362306	43.96
2.	Date wise Increase / Decrease in Promoters Shareholding during the year	Nil	Nil	Nil	Nil
3.	At the end of the year	6362306	43.96	6362306	43.96

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	Name of Shareholders	Shareholding at the beginning of the year (as on 01.04.2018)		Increase/(Decrease) in shareholding				Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company	Date	Reason	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	ISUZU MOTORS LIMITED, JAPAN	2170747	15.00%	31.03.2019	At the end of year			2170747	15.00%
2	NATIONAL WESTMINSTER BANK PLC AS THE TRUSTEE OF THE JUPITER INDIA FUND	475218	3.28%						
				06.04.2018	Purchase of shares	5421	0.04%	480639	3.32%
				21.09.2018	Sale of shares	1506	0.01%	479133	3.31%
				29.09.2018	Sale of shares	16760	0.11%	462373	3.20%
				05.10.2018	Sale of shares	7257	0.06%	455116	3.14%
				31.03.2019	At the end of year			455116	3.14%
3	SACHIN BANSAL	229999	1.59%						
				06.04.2018	Purchase of shares	80896	0.56%	310895	2.15%
				27.04.2018	Purchase of shares	26610	0.18%	337505	2.33%
				04.05.2018	Sale of shares	79055	0.54%	258450	1.79%
				11.05.2018	Sale of shares	3450	0.03%	255000	1.76%
				18.05.2018	Sale of shares	1831	0.01%	253169	1.75%
				25.05.2018	Sale of shares	4670	0.03%	248499	1.72%
				01.06.2018	Sale of shares	43505	0.30%	204994	1.42%

Sr. No.	Name of Shareholders	Shareholding at the beginning of the year (as on 01.04.2018)		Increase/(Decrease) in shareholding				Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company	Date	Reason	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
				08.06.2018	Sale of shares	4994	0.04%	200000	1.38%
				06.07.2018	Sale of shares	417	0.00%	199583	1.38%
				13.07.2018	Purchase of shares	342	0.00%	199925	1.38%
				20.07.2018	Purchase of shares	75	0.00%	200000	1.38%
				24.08.2018	Purchase of shares	50644	0.35%	250644	1.73%
				31.08.2018	Purchase of shares	9356	0.07%	260000	1.80%
				07.09.2018	Sale of shares	20000	0.14%	240000	1.66%
				14.09.2018	Sale of shares	2455	0.02%	237545	1.64%
				29.09.2018	Purchase of shares	2455	0.02%	240000	1.66%
				12.10.2018	Purchase of shares	21637	0.15%	261637	1.81%
				19.10.2018	Purchase of shares	18363	0.12%	280000	1.93%
				02.11.2018	Purchase of shares	16288	0.12%	296288	2.05%
				09.11.2018	Purchase of shares	3712	0.02%	300000	2.07%
				22.02.2019	Purchase of shares	10743	0.08%	310473	2.15%
				01.03.2019	Purchase of shares	19257	0.13%	330000	2.28%
				08.03.2019	Purchase of shares	70000	0.48%	400000	2.76%
				29.03.2019	Purchase of shares	49988	0.35%	449988	3.11%
				31.03.2019	At the end of Year			449988	3.11%
4	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LTD A/C ADITYA BIRLA SUN LIFE MNC FUND	144887	1.00%	31.03.2019	At the end of Year			144887	1.00%
5	SAPNA BANSAL	30000	0.21%						
				30.11.2018	Purchase of shares	29980	0.20%	59980	0.41%
				07.12.2018	Purchase of shares	10020	0.07%	70000	0.48%
				14.12.2018	Purchase of shares	16934	0.12%	86934	0.60%
				21.12.2018	Purchase of shares	13066	0.09%	100000	0.69%
				08.02.2019	Purchase of shares	2155	0.02%	102155	0.71%
				15.02.2019	Purchase of shares	26057	0.18%	128212	0.89%
				22.02.2019	Purchase of shares	6788	0.04%	135000	0.93%
				31.03.2019	At the end of Year			135000	0.93%

Sr. No.	Name of Shareholders	Shareholding at the beginning of the year (as on 01.04.2018)		Increase/(Decrease) in shareholding				Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company	Date	Reason	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
6	JUPITER SOUTH ASIA INVESTMENT COMPANY LIMITED - SOUTH ASIA ACCESS FUND	122758	0.85%						
				06.04.2018	Sale of shares	4535	0.03%	118223	0.82%
				22.02.2019	Sale of shares	8675	0.06%	109548	0.76%
				01.03.2019	Sale of shares	4177	0.03%	105371	0.73%
				15.03.2019	Sale of shares	1570	0.01%	103801	0.72%
				31.03.2019	At the end of Year			103801	0.72%
7	STOCK HOME INDIA LIMITED	-	-						
				09.11.2018	Purchase of shares	20000	0.14%	20000	0.14%
				22.02.2019	Purchase of shares	30000	0.21%	50000	0.35%
				29.03.2019	Purchase of shares	50000	0.34%	100000	0.69%
				31.03.2019	At the end of Year			100000	0.69%
8	SACHIN BANSAL	50000	0.35 %						
				09.11.2018	Purchase of shares	5000	0.03%	55000	0.38%
				16.11.2018	Purchase of shares	10000	0.07%	65000	0.45%
				23.11.2018	Purchase of shares	7947	0.05%	72947	0.50%
				30.11.2018	Purchase of shares	7053	0.05%	80000	0.55%
				22.02.2019	Sale of shares	30000	0.20%	50000	0.35%
				08.03.2019	Purchase of shares	36711	0.25%	86711	0.60%
				15.03.2019	Purchase of shares	20161	0.14%	106872	0.74%
				22.03.2019	Purchase of shares	18915	0.13%	125787	0.87%
				29.03.2019	Sale of shares	28836	0.20%	96951	0.67%
				31.03.2019	At the end of Year			96951	0.67%

Sr. No.	Name of Shareholder's	Shareholding at the beginning of the year (as on 01.04.2018)		Increase/(Decrease) in shareholding				Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company	Date	Reason	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
9	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC(DFAIDG)	60112	0.41%						
				04.05.2018	Purchase of shares	1215	0.01%	61327	0.42%
				11.05.2018	Purchase of shares	2475	0.02%	63802	0.44%
				18.05.2018	Purchase of shares	1089	0.01%	64891	0.45%
				22.06.2018	Purchase of shares	1044	0.01%	65935	0.46%
				20.07.2018	Purchase of shares	2924	0.02%	68859	0.48%
				09.11.2018	Sale of shares	1139	0.01%	67720	0.47%
				30.11.2018	Sale of shares	1132	0.01%	66588	0.46%
				14.12.2018	Sale of shares	2680	0.02%	63908	0.44%
				31.03.2019	At the end of Year			63908	0.44%
10	OPG SECURITIES PRIVATE LIMITED	-	-						
				29.03.2019	Purchase of shares	62372	0.43%	62372	0.43%
				31.03.2019	At the end of Year			62372	0.43%

(v) Shareholding of Directors and Key managerial Personnel

Sr. No.		Shareholding at the beginning of the year (as on 01.04.2018)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	At the beginning of the year	Mr. S.K.Tuteja holds 1400 shares in the Company			
2	Date wise Increase/Decrease in Shareholding during the year	No Increase/decrease during the year			
3	At the end of the year	Mr. S.K.Tuteja holds 1400 shares in the company			

(V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. In lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (As on 01.04.2018)				
i) Principal Amount	Nil	21,016.50	Nil	21,016.50
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	21,016.50	Nil	21,016.50
Change in Indebtedness during the financial year				
- Addition	606.85	27,100.00	Nil	27,706.85
- Reduction	Nil	24,234.28*	Nil	24,234.28
Net Change	606.85	2,865.72	Nil	3,472.57
Indebtedness at the end of the financial year (as on 31.03.2019)				
i) Principal Amount	606.85	23,882.22	Nil	24,489.07
iii) Interest accrued but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	606.85	23,882.22	Nil	24,489.07

* Includes repayment of ECB Loan of Rs. 1534.28 lacs (net off foreign exchange fluctuation loss amounting to Rs. 715.72 lacs)

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (for FY 2018-19)
A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(Rs. In lakhs)

Sl. No.	Particulars of Remuneration	Name of MD / WTD					Total Amount
		Eiichi Seto Managing Director & CEO\$	Yugo Hashimoto Managing Director & CEO*	Gopal Bansal Whole-time Director & CFO	Tadanao Yamamoto Director-(Quality Assurance)^	T. Imai Director R & D (Isuzu Products & Projects)#	
1	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	22.69	40.48	135.67	15.33	3.54	217.71
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	5.95	10.13	9.93	4.21	0.76	30.98
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-	-

Sl. No.	Particulars of Remuneration	Name of MD / WTD					Total
		Eiichi Seto Managing Director & CEO\$	Yugo Hashimoto Managing Director & CEO*	Gopal Bansal Whole-time Director & CFO	Tadanao Yamamoto Director-(Quality Assurance)^	T. Imai Director R & D (Isuzu Products & Projects)#	
2	Stock Option	-	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-	-
4	Commission	-	-	-	-	-	-
	- as % of profit	12.09	21.43				33.52
	- others, specify	-	-	-	-	-	-
5	Others (Employer Contribution to PF and Superannuation Fund)	-	-	10.86	-	-	10.86
	Total (A)	40.73	72.04	156.46	19.54	4.30	293.07
	Ceiling as per the Act	Rs.334.3 lacs (being 10% of the Net Profit of the Company calculated as per Section 198 of the Companies Act, 2013)					

\$ Resigned from the post of Managing Director & CEO w.e.f 10th August, 2018. However, he is continuing as Non-Executive Director of the Company

* Appointed as Managing Director & CEO of the Company w.e.f. 10th August, 2018.

^ appointed as Director of the Company with effect from 30th November, 2018

ceased to be Director of the Company with effect from 28th April, 2018

B. Remuneration to other directors

(Rs. in lakhs)

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
		S K Tuteja	A K Thakur	P K Nanda	Sudhir Nayar	Dr. (Mrs.) Vasantha S Bharucha	
1	Independent Directors						
	● Fee for attending board / committee meetings	9.4	4.9	6.1	4.9	3.4	28.7
	● Commission	6.0	6.0	6.0	6.0	6.0	30.0
	● Others	-	-	-	-	-	-
2	Total (1)	15.4	10.9	12.1	10.9	9.4	58.7
	Other Non-Executive Directors	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
3	Total (B)=(1+2)	15.4	10.9	12.1	10.9	9.4	58.7
	Ceiling as per the Act (for Commission)	Rs. 33.4 lakhs (being 1% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013)					
	Total Managerial Remuneration(A+B)	Rs. 323.1 lakhs (excluding sitting fee of Rs. 28.7 lakhs)					
	Overall Ceiling as per the Act	Rs.367.8 lakhs (being 11% of the Net Profit of the Company calculated as per Section 198 of the Companies Act, 2013)					

C. Remuneration to Key Managerial Personnel other than MD /Manager /WTD
(Rs. In lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	Total
		Parvesh Madan Company Secretary	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	26.44	26.44
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2.66	2.66
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit	-	-
5	Others (Employer Contribution to PF and Superannuation Fund)	3.47	3.47
	Total	32.57	32.57

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties/punishment/compounding of offences for the year ended 31st March, 2019.