

**SML ISUZU LIMITED**

**CIN : L50101PB1983PLC005516**

**Regd Office :** Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr) Punjab -144 533 **Phone :** 01881- 270255; **Fax :** 01881-270223

**Corporate Office :** SCO 204-205, Sector 34A, Chandigarh – 160 135 **Phone :** 0172- 2647700-10; **Fax :** 0172-2615111

**Email :** investors@smlisuzu.com **Website :** www.smlisuzu.com

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 34th Annual General Meeting of the Company will be held at its Registered Office & Works at Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab-144533 on **9th August, 2018 (Thursday) at 3:00 P.M.** to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2018 and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Takeru Kikkawa (DIN 03107280), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Pankaj Bajaj (DIN 00337925), who retires by rotation and being eligible, offers himself for re-appointment.

**5. To fix remuneration of Statutory Auditors, B S R & Associates LLP**

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

"RESOLVED THAT pursuant to Sections 139, 142 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 approval of the Members at the Thirty-First Annual General Meeting for appointment of B S R & Associates LLP, Chartered Accountants (Registration No. 116231W/W-100024) as statutory auditors of the Company to hold office until the conclusion of the Thirty-Sixth Annual General Meeting of the Company, the Board be and is hereby authorized to fix the remuneration payable to the statutory auditors for the period commencing from the financial year 2018-19 until the conclusion of the Thirty-Sixth Annual General Meeting of the Company."

**SPECIAL BUSINESS**

**6. Appointment of Mr. Gota Iwanami as Director 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), Mr. Gota Iwanami (DIN 08094102), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 23rd March, 2018 and who holds office upto 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 Director of the Company, liable to retire by rotation."

**7. Appointment of Mr. Masaki Morohoshi, as Director 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), Mr. Masaki Morohoshi (DIN 07302404), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 23rd March, 2018 and who holds office upto 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 Director of the Company, liable to retire by rotation."

**8. Continuation of appointment of Mr. P.K. Nanda as an Independent Director**

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, 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereof) and pursuant to the Resolution passed by the Members at the Annual General Meeting held on 22nd September, 2014, approval of the Members be and is hereby accorded for continuation of holding of office of Independent Director by Mr. P.K. Nanda (DIN 00751931), who has attained the age of 85 (Eighty-Five) years as on 31st March 2018, upto the expiry of his present term of office (i.e. upto 21st September, 2019), on the existing terms and conditions."

**9. Continuation of appointment of Mr. A.K. Thakur as an Independent Director**

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, 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereof) and pursuant to the Resolution passed by the Members at the Annual General Meeting held on 22nd September, 2014, approval of the Members be and is hereby accorded for continuation of holding of office of Independent Director by Mr. A.K. Thakur (DIN 00031778), who has attained the age of 76 (Seventy-Six) years as on 31st March, 2018, upto the expiry of his present term of office (i.e. upto 21st September, 2019), on the existing terms and conditions."

**10. Approval for payment of minimum remuneration to Mr. Eiichi Seto, Managing Director & CEO, in case of no profits / inadequate profits**

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

"RESOLVED THAT in accordance with the provisions of Sections 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in pursuance of the Resolution passed by the Members at the Annual General Meeting held on 22nd September, 2014 and subject to the approval of the Central Government, if required, the Members do hereby confirm the following remuneration paid / to be paid as Minimum Remuneration to Mr. Eiichi Seto (DIN 02704734), Managing Director & CEO, in case the Company has no profits or its profits are inadequate, during the period commencing from 1st April, 2017 till the remaining tenure of Mr. Eiichi Seto (i.e. upto 10th August, 2018).

**A) SALARY**

Rs. 5,25,000/- per month.

Salary to be increased within the range of Rs. 5,25,000/- per month to Rs. 8,00,000/- per month during the period of appointment, in such increments, effective 1st April each year, as may be decided by the Board.

**B) COMMISSION**

1% of net profits subject to a maximum of 100% of annual salary.

**C) PERQUISITES AND ALLOWANCES**

- i) Fully furnished accommodation along with reimbursement for Gas, Electricity and Water.
- ii) Medical reimbursement for self and family.
- iii) Provision of a car with driver and telephone at residence.

**D) RETIRAL BENEFITS**

Contribution to provident fund as applicable to Senior Management of the Company from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**11. Approval for payment of minimum remuneration to Mr. Gopal Bansal, Whole-time Director & CFO, in case of no profits/ inadequate profits**

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

"RESOLVED THAT in accordance with the provisions of Sections 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in pursuance of the Resolution passed by the Members at the Annual General Meeting held on 22nd September, 2014 and subject to the approval of the Central Government, if required, the Members do hereby confirm the following remuneration paid / to be paid as Minimum Remuneration to Mr. Gopal Bansal (DIN 06836592), Whole-time Director & CFO, in case the Company has no profits or its profits are inadequate, during the period commencing from 1st April, 2017 till the remaining tenure of Mr. Gopal Bansal (i.e. upto 10th February, 2019).

**A) SALARY**

Basic : Rs. 5,00,000/- per month.

Salary to be increased within the range of Rs. 5,00,000/- per month to Rs.8,00,000/- per month during the period of appointment, in such increments, effective 1st April each year, as may be decided by the Board.

Special Allowance : Rs.1,50,000/- per month

**B) COMMISSION**

1% of net profits subject to a maximum of 100% of annual salary.

**C) PERQUISITES AND ALLOWANCES**

Perquisites such as House Rent Allowance - 40% of Salary, reimbursement of expenditure incurred on gas, electricity, water, upkeep & maintenance of residence including office at residence, etc., health care for self & wife, fees of two clubs, provision of a car with driver, telephone at residence; leave travel assistance for self and wife subject to a ceiling of one month's salary.

**D) RETIRAL AND OTHER BENEFITS**

Contribution to provident fund, superannuation scheme, gratuity fund and leaves & encashment of un-availed leaves as applicable to Senior Management from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**12. Appointment of Mr. Yugo Hashimoto as Director**

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), Mr. Yugo Hashimoto (DIN 08165797), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 9th August, 2018 and who holds office upto 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 Director of the Company, not liable to retire by rotation."

**13. Appointment of Mr. Yugo Hashimoto as Managing Director & Chief Executive Officer**

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in

force) and subject to the requisite approval of Central Government, if required, approval of the Members be and is hereby accorded for the appointment of Mr. Yugo Hashimoto (DIN 08165797), as Managing Director & Chief Executive Officer of the Company, for a period five (5) years with effect from 10th August, 2018, on the terms & conditions as mentioned below :

**A) SALARY**

Rs. 5,25,000/- per month.

Salary to be increased within the range of Rs. 5,25,000/- per month to Rs. 8,00,000/- per month during the period of appointment, in such increments, effective 1st April each year, as may be decided by the Board.

**B) COMMISSION**

1% of net profits subject to a maximum of 100% of annual salary.

**C) PERQUISITES AND ALLOWANCES**

- i) Fully furnished accommodation along with reimbursement for Gas, Electricity and Water.
- ii) Medical reimbursement for self and family during stay in India.
- iii) Provision of a car with driver and telephone facility.

**D) RETIRAL BENEFITS**

Contribution to provident fund as per prevailing law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197 of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Yugo Hashimoto, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Yugo Hashimoto, the above remuneration as the minimum remuneration for a period not exceeding three years from the date of appointment by way of salary, perquisites and other allowances and benefits as specified above subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**14. Alteration of Memorandum of Association 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 4,13 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 subject to the necessary approval(s) required under other applicable laws and regulations, if any, consent of the Members be and is hereby accorded to alter the Memorandum of Association of the Company to align the same with the provisions of the Companies Act, 2013 and Rules made thereunder.

RESOLVED FURTHER THAT the heading of existing Clause III A, "MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION:" be and is hereby substituted with the heading "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:"

RESOLVED FURTHER THAT the heading of existing Clause III B, "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:" be and is hereby substituted with the heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III A ARE:"

RESOLVED FURTHER THAT the heading of existing Clause III C "OTHER OBJECTS" of the Memorandum of Association of the Company be and is hereby deleted and further altered by renumbering the existing clause 1 to 16 as 40 to 55 which will be incorporated under Clause III B.

RESOLVED FURTHER THAT the existing Clause IV of the Memorandum of Association of the Company be and is hereby deleted.

RESOLVED FURTHER THAT the existing Clause V of Memorandum of Association of the Company be and is hereby renumbered as Clause IV and substituted with the new Clause to be read as:

"The liability of members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

RESOLVED FURTHER THAT the existing Clause VI and Clause VII of the Memorandum of Association of the Company be and are hereby renumbered as Clause V and Clause VI respectively.

RESOLVED FURTHER THAT the words 'Companies Act, 1956' in the existing Memorandum of Association shall be substituted with the words 'Companies Act, 2013', wherever required and reference to various sections of the Companies Act, 1956 in the existing Memorandum of Association, be replaced with the corresponding sections of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**15. Adoption of new Articles of Association 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 5, 14 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 subject to the necessary approval(s) required under other applicable laws and regulations, if any, the consent of the Members be and is hereby accorded to approve and adopt the draft regulations contained in the Articles of Association of the Company submitted to this meeting in substitution, and in entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

## NOTES:

1. An Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The instrument appointing a Proxy, duly completed and signed, must be deposited with the Company at its Registered Office not later than 48 hours before the scheduled time for holding the Meeting.

Every member entitled to vote at the Meeting or on any resolution to be moved there at shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company.

3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the Meeting.
4. Members/Proxies/Authorised Representatives are requested to produce the Attendance slip duly signed, dated and stamped for admission to the Meeting Hall.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Company's Registrar and Share Transfer Agent for its Share Registry Work (Physical and Electronic) are M/s MCS Share Transfer Agent Limited having their office at F-65, Okhla Industrial Area, Phase-1, New Delhi - 110020.
7. The Register of Members and Transfer Books of the Company will be closed from 3rd August, 2018 to 9th August, 2018 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend for the FY ended 31st March, 2018.
8. The dividend, as recommended by the Board, if approved at the Annual General Meeting, would be paid / dispatched on or before 24th August, 2018, to those shareholders:
  - (a) whose names appear as Beneficial Owners as at the end of the business hours on 2nd August, 2018 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic mode; and
  - (b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / its Registrar and Share Transfer Agents on or before 2nd August, 2018.
9. The Register of Directors & Key Managerial Personnel and Register of contracts or arrangements in which Directors are interested shall be available at the Annual General Meeting and accessible during the continuance of the Meeting to any person having the right to attend the Meeting.
10. 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 of the Company at least 5 days before the date of the Meeting so that information required may be compiled and made available at the Meeting.
11. Notice of Annual General Meeting, Audited Financial Statements for the year ended 31st March, 2018 together with Report of Directors and Auditors' Report are also available on the website of the Company [www.smlisuzu.com](http://www.smlisuzu.com).
12. Transfer of unpaid dividend and shares to Investor Education and Protection Fund (IEPF)
  - (a) The Company has transferred unclaimed dividends for and upto the financial year ended 31st March, 2010 to the Investor Education and Protection Fund (IEPF). Members who have not encashed the dividend warrant(s) from financial year 2010-11 onwards, are requested to make their claims to the Company. 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 22nd September, 2017 (date of last Annual General Meeting) on the website of the Company ([www.smlisuzu.com](http://www.smlisuzu.com)).
  - (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, all the 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.

The Company, after giving required Notice(s), has transferred all shares in respect of which dividend for the financial years 2008-09 and 2009-10 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](http://www.smlisuzu.com).

Further, the Company has also initiated necessary action for transfer of shares in respect of which dividend declared for the financial year 2010-11 has not been claimed by the members for seven (7) consecutive years or more. Intimations have been sent to the concerned shareholders through individual notices and also advertised in the Newspapers requesting them to en-cash their unclaimed dividends (by 12th September, 2018) failing which the corresponding shares shall be transferred to IEPF without further notice. The list of concerned Shareholders and the corresponding shares are available on the Company's website [www.smlisuzu.com](http://www.smlisuzu.com).

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](http://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. Member can file only one consolidated claim in a financial year as per the IEPF Rules.
13. **SEBI, vide its notification dated 8th June, 2018, has prescribed that 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.**

14. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination to Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited, in the prescribed Form SH-13, which is available on the website of the Company ([www.smlisuzu.com](http://www.smlisuzu.com)). Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form should submit their PAN to the Company / Registrar.
16. Members are requested to:
  - i. Intimate their latest bank account details viz. name and address of the branch of the bank with 9 digit MICR code of the branch & 11 digit IFSC code, type of account and account number, to the respective depository participant in case shares are held in demat mode and to the Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited, in case shares are held in physical mode for payment of dividend through ECS / to incorporate this information on the dividend warrants and thus prevent fraudulent encashment of the warrants.
  - ii. Intimate changes, if any, pertaining to their registered addresses, e-mail address, telephone/mobile numbers, nomination, power of attorney etc. to their respective depository participant in case shares are held in demat mode and to the Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited, in case shares are held in physical mode.
  - iii. Quote their folio numbers/Client ID/ DP ID in all correspondence.
  - iv. Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
17. For receiving all shareholder communications faster in future, including annual reports, the shareholders are requested to kindly register / update their e-mail address with their respective Depository Participant, where shares are held in electronic mode. If, shares are held in physical form, shareholders are advised to register their e-mail address with Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited or the same may be registered at the Company's website [www.smlisuzu.com](http://www.smlisuzu.com).

**18. Voting through electronic means :**

- i. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to its Members to exercise their right to vote by electronic means (remote e-voting) in respect of the resolutions contained in this Notice. For this, the Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorized Agency to provide e-voting facilities.

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

The "cut-off" date for determining the eligibility for voting either through electronic voting system or ballot paper is fixed as 2nd August, 2018.

The instructions for e-voting are as under:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 is mentioned below:**

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*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.*
4. 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. is 12***** then your user ID is IN300****12*****.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300**** and Client ID
b) For Members who hold shares in demat account with CDSL. then your user ID is 12*****.	16 Digit Beneficiary ID For example if your Beneficiary 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 101456 then user ID is 101456001****

5. Your password details 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 from 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, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - i) 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](http://www.evoting.nsdl.com).
  - ii) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - iii) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

How to cast your vote electronically 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 - 108484) of SML Isuzu Limited.
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. Institutional 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [kanwalcs@gmail.com](mailto:kanwalcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 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](http://www.evoting.nsdl.com) to reset the password.
- III. 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](http://www.evoting.nsdl.com). You can also send your queries / grievances relating to e-voting to:-
  - a. Name and Designation: Ms. Pallavi Mhatre, Assistant 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.co.in](mailto:pallavid@nsdl.co.in)
  - d. Phone Number(s) : +91 22 24994545
  - e. Toll free No: 1800-222-990
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on **5th August, 2018 (9:00 AM) and ends on 8th August, 2018 (5:00 PM)**. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, the 2nd August, 2018, 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.
- VI. The facility for voting through ballot paper will also be made available at the Meeting and shareholders attending the Meeting who have not already cast their vote by remote e-voting will be able to exercise their right at the Meeting.
- VII. The shareholders who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote at the Meeting.
- VIII. 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, 2nd August, 2018.

- VIII. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- IX. Any person, who acquires shares of the Company and become shareholder of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e 2nd August, 2018, may obtain the Login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA at [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.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.
- X. Mr. Kanwaljit Singh Thanewal, a practicing Company Secretary (Membership No. F-5901) has been appointed by the Board of Directors of the Company as the Scrutinizer to scrutinize the remote e-voting process and voting at Annual General Meeting in a fair and transparent manner.
- XI. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the Votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company, and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by the Board who shall countersign the same.
- XII. 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](http://www.smlisuzu.com) and on the website of NSDL.
- XIII. The resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. 9th August, 2018 subject to receipt of the requisite number of votes in favour of the resolutions.
19. The requirement to place the matter relating to appointment of Auditor for ratification by members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors. However, approval of the Members is being sought to authorize Board of Directors to fix the remuneration payable to the statutory auditors for the remaining tenure.
20. 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**.
21. The route map of the venue of the Meeting is attached to this Notice. The prominent landmark for the venue is that it is opposite to Gurudwara Tibbi Sahib (approx. 2 km from Ropar New Bus Stand).

**Regd. Office & Works :**

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

By Order of the Board  
for SML ISUZU LIMITED

(PARVESH MADAN)  
Company Secretary  
ACS-31266

Dated: 30th June, 2018

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**Item No. 6**

Mr. Gota Iwanami was appointed by the Board, on the recommendation of its Nomination & Remuneration Committee, as an Additional Director with effect from 23rd March, 2018. He holds office upto the date of the ensuing Annual General Meeting of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act").

Mr. Iwanami is a Graduate from Keio University, Japan. He joined Sumitomo Corporation, Japan in April 1988 and is currently General Manager, Automotive Sales & Marketing Business Division. He has over 30 years of rich global experience in the Automotive Business.

The Company has received a Notice in writing from a Member in the prescribed manner, under Section 160 of the Act, as amended, proposing the candidature of Mr. Gota Iwanami for the office of Director of the Company, liable to retire by rotation.

Mr. Iwanami 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 applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings has been annexed hereto and marked as **Annexure A**.

It is the considered view of the Board that Mr. Iwanami's knowledge and experience will be of immense value to the Company. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for the approval of the Members.

Except for Mr. Iwanami, 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. 6.

The relevant documents related to this item are available for inspection on all working days from 11:00 AM to 3:00 PM at the Registered Office of the Company and copies thereof are available for inspection at the Corporate Office of the Company and will also be available during the Meeting.

**Item No. 7**

Mr. Masaki Morohoshi was appointed by the Board, on the recommendation of its Nomination & Remuneration Committee, as an Additional Director

with effect from 23rd March, 2018. He holds office upto the date of the ensuing Annual General Meeting of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act").

Mr. Morohoshi is a graduate from Waseda University, Japan. He joined Sumitomo Corporation, Japan in April 1987 and his last position in Sumitomo was General Manager, Automotive Steel Sheet Products Business Department 1. Currently he is Chairman & Managing Director of Sumitomo Corporation India Pvt. Ltd. He has over 30 years of rich global experience in the Automotive Business.

The Company has received a Notice in writing from a Member in the prescribed manner, under Section 160 of the Act, as amended, proposing the candidature of Mr. Masaki Morohoshi for the office of Director of the Company, liable to retire by rotation.

Mr. Morohoshi 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 applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings has been annexed hereto and marked as **Annexure A**.

It is the considered view of the Board that Mr. Morohoshi'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. Morohoshi, 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.

The relevant documents related to this item are available for inspection on all working days from 11:00 AM to 3:00 PM at the Registered Office of the Company and copies thereof are available for inspection at the Corporate Office of the Company and will also be available during the Meeting.

#### **Item No. 8 & 9**

Members of the Company, at the Annual General Meeting, held on 22nd September, 2014, had approved the appointment of Mr. P.K. Nanda and Mr. A.K. Thakur as Independent Directors, for a period of five years with effect from 22nd September, 2014.

The Securities and Exchange Board of India ('SEBI') has amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which mandates that, effective 1st April, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless approval of Members has been obtained through a special resolution. Presently, Company's two Non-Executive Directors namely - Mr. P.K. Nanda & Mr. A.K. Thakur, have already attained age of 75 years. Accordingly, approval of Members, by way of special resolutions, is being sought to continue them as Directors on the Board of the Company.

Keeping in view the vast experience & knowledge of Mr. P.K. Nanda and Mr. A.K. Thakur and their continued ability to make valuable contributions to the growth of the Company, the Board strongly feels that their continued association would be of immense benefit to the Company and recommends the Special Resolutions set out at Item No. 8 & 9 of the Notice for the approval of the Members.

Disclosure under applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings has been annexed hereto and marked as **Annexure A**.

Except for Mr. Nanda and Mr. Thakur, 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 Resolutions set out at Item No. 8 & 9.

The relevant documents related to this item are available for inspection on all working days from 11:00 AM to 3:00 PM at the Registered Office of the Company and copies thereof are available for inspection at the Corporate Office of the Company and will also be available during the Meeting.

#### **Item No. 10 & 11**

Members of the Company, at the Annual General Meeting, held on 22nd September, 2014, had approved the appointment of Mr. Eiichi Seto as Managing Director & CEO and Mr. Gopal Bansal as Whole-time Director & CFO, for a period of five years effective 26th December, 2013 and 11th February, 2014 respectively, including remuneration payable to them. Members had also approved payment of Minimum Remuneration to Mr. Seto and Mr. Bansal, in case there are no profits or profits are inadequate, in terms of the provisions of the Companies Act 2013, for a period of three years from the date of appointment. It is pertinent to mention here that period of three years approved for payment of minimum remuneration was in terms of the applicable provisions of the Companies Act. Accordingly, the resolutions set out at Item No 10 & 11 of the Notice are proposed to cover the remaining tenure of Mr. Seto and Mr. Bansal for payment of Minimum Remuneration in case there are no profits or profits are inadequate.

Members may kindly note that for FY 2017-18, the Company has inadequate profits to cover the managerial remuneration. Reasons for inadequate profits have been explained in Statement as required under Schedule V (Annexure B), which forms part of the Notice.

Schedule V of the Companies Act, 2013, permits payment of Minimum Remuneration, upto the ceiling limits specified in the said Schedule, to a managerial person during a financial year, in case of no profits / inadequate profits with approval of the Members of the Company.

Considering the valuable contributions made by Mr. Eiichi Seto and Mr. Gopal Bansal, over the past years for the growth of the Company, the Board on the recommendation of its Nomination and Remuneration Committee, has unanimously approved the payment of Minimum Remuneration (as specified in the respective resolutions) for Mr. Eiichi Seto and Mr. Gopal Bansal in case there are no profits or profits are inadequate during the period commencing from 1st April, 2017 till their remaining tenure.

The Board of Directors strongly recommends the Special Resolutions set out at Item No. 10 & 11 of the Notice for the approval of the Members.

Disclosure under applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings has been annexed hereto and marked as **Annexure A**.

Statement as required under Schedule V of the Companies Act, 2013 with reference to Resolution at Item No. 10 & 11 has been annexed hereto and marked as **Annexure B**.

Except for Mr. Eiichi Seto and Mr. Gopal Bansal, 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 Resolutions as set out at Item No. 10 & 11 respectively.