

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 32nd Annual General Meeting of the Company will be held at its Registered Office & Works at Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab-144 533 on **5th August, 2016 (Friday)** at 3.30 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 2016 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. Pankaj Bajaj (DIN 00337925), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Kei Katayama (DIN 06942162), who retires by rotation and being eligible, offers himself for re-appointment.

5. To ratify appointment of B S R & Associates LLP as Statutory Auditors

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

"RESOLVED that pursuant to Section 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 recommendation of the Audit Committee and the Board of Directors and pursuant to the approval of the Members at the Thirty-First Annual General Meeting, the 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, be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix the remuneration payable to them."

SPECIAL BUSINESS

6. Appointment of Mr. Takeru Kikkawa 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. Takeru Kikkawa (DIN 03107280), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 10th May, 2016 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 along with the deposit of the requisite amount under 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. Commission to Independent Directors

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 Section 197 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the Articles of Association of the Company, a sum not exceeding one percent of the Net profits of the Company per annum, computed in the manner laid down in Section 198 and other applicable provisions, if any, of the Companies Act, 2013, be paid and distributed among the Independent Directors of the Company, for each financial year commencing from 1st April, 2016, in such amounts or proportion and in such manner as may be decided by the Board of Directors."

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 authorizing their representative 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. 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.

6. The Register of Members and Transfer Books of the Company will be closed from 30th July, 2016 to 5th August, 2016 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend for the FY ended 31st March, 2016.
7. The dividend, as recommended by the Board, if approved at the Annual General Meeting, would be paid / dispatched on 16th August, 2016, to those shareholders:
 - (a) whose names appear as Beneficial Owners as at the end of the business hours on 29th July, 2016 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 29th July, 2016.
8. 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.
9. 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.
10. Notice of Annual General Meeting, Audited Financial Statements for the year ended 31st March, 2016 together with Report of Directors and Auditors' Report are also available on the website of the Company www.smlisuzu.com.
11. Pursuant to the provisions of Section 205A of the Companies Act, 1956 (corresponding Section 124 of the Companies Act 2013), the Company has transferred unclaimed dividends for and upto the financial year ended 31st March, 2008 to the Investor Education and Protection Fund (IEPF). Members who have not encashed the dividend warrant(s) so far for any subsequent financial years 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 IEPF or the Company in respect thereof. The Company has uploaded the information of unclaimed / unpaid dividend lying with the Company as on 24th September, 2015 (date of last Annual General Meeting) on the website of the Company (www.smlisuzu.com).
12. 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 can submit their PAN to the Company / Registrar.
13. 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 in the prescribed Form SH13, duly filled in, to Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
14. Payment of Dividend through ECS:
 - a) The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories for the payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from members holding shares in electronic mode for modification / change in such bank details.

Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such bank account details are therefore requested to advise their Depository Participants about such change, with complete details of bank account.
 - b) Members holding shares in physical form and wishing to avail the facility of electronic credit of dividend directly to their respective bank accounts through the Electronic Clearing Service (ECS) / National Electronic Clearing Service (NECS) are requested to intimate the particulars of their bank account, 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 latest by 22nd July, 2016 to Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited. Members located in places where ECS / NECS facility is not available may submit their bank details to M/s MCS Share Transfer Agent Limited to incorporate this information on the dividend warrants and thus prevent fraudulent encashment.
15. 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, however, 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.
16. Members are requested to:
 - i. Intimate to the Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited, changes, if any, in their registered addresses, nomination, power of attorney etc. at an early date, in case of shares held in physical form.
 - ii. Intimate directly to the respective Depository Participant, changes, if any, in their registered addresses, nomination, power of attorney etc. at an early date, in case of shares held in dematerialised form. The Company will not take cognizance of any such requests directly from shareholders.
 - 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. 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 the 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 a general meeting.

The "cut-off" date for determining the eligibility for voting either through electronic voting system or ballot paper is fixed as 29th July, 2016.

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL [for members whose email IDs are registered with the Company/ Depository Participant(s)]:
- i. Open the e-mail and open attached PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password. (You will not receive this PDF file if you are already registered with NSDL for e-voting).
 - ii. Open the internet browser by typing the URL: <https://www.evoting.nsd.com>.
 - iii. Click on Shareholder - Login
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. Password change menu will appear on your screen. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vii. Once the e-voting home page opens, click on e-Voting> Active Voting Cycles.
 - viii. Select "EVEN" (E-Voting Event Number - 104145) of SML Isuzu Limited. Now you are ready for e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. 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. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to kanwalcs@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a member receives a physical copy of the Notice of AGM [For the members whose email IDs are not registered with the Company/Depository Participant(s)]:
- i. Initial password along with physical copy of the Notice of AGM is being sent separately in the permitted mode.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. 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.nsd.com. You can also send your queries / grievances relating to e-voting to:-
- a. Name and Designation: Rajiv Ranjan, Asstt. Manager
 - b. Address: Trade World, A wing, 4th & 5th Floors,
Kamala Mills Compound, Lower Parel, Mumbai-400013
 - c. Email Id : rajivr@nsdl.co.in
 - d. Phone Number(s) : 022-24994738
 - e. Toll free No: 1800-222-990
- III. 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).
- IV. The e-voting period commences on **1st August, 2016 (9:00 AM) and ends on 4th August, 2016 (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 29th July, 2016, 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.
- V. 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.
- VI. 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.
- VII. 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, 29th July, 2016.
- 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 29th July, 2016, may obtain the Login ID and password by sending a request at evoting@nsdl.co.in or RTA at 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 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. 5th August, 2016 subject to receipt of the requisite number of votes in favour of the resolutions.
18. 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 to the Notice.
19. 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 Asron,
Distt. Shahid Bhagat Singh Nagar
(Nawanshahr), Punjab-144 533
Email:investors@smlisuzu.com
CIN : L50101PB1983PLC005516
Website : www.smlisuzu.com

By Order of the Board
for SML ISUZU LIMITED

(PARVESH MADAN)
Company Secretary
ACS-31266

Dated: 10th May, 2016

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

Item No. 6

Mr. Takeru Kikkawa was appointed by the Board as an Additional Director with effect from 10th May, 2016. He holds office upto the date of the ensuing Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 ("the Act").

Mr. Kikkawa is a graduate from Keio University, Japan. He joined Sumitomo Corporation, Japan in April, 1983 and since then has held several positions in various departments including Motor Vehicles Department and Automotive Manufacturing Business Department and is currently associated with Sumitomo Corporation as General Manager, Automotive Manufacturing Business Department 1. He has around 33 years experience in automotive business.

Mr. Kikkawa 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.

It is the considered view of the Board that Mr. Kikkawa'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 by the Members.

Except for Mr. Kikkawa, 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 this Resolution.

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

The members of the Company at the 28th AGM held on 18th July, 2012 had authorized the Board of Directors for payment of commission, not exceeding one percent of the net profits of the Company, computed in accordance with provisions of the Companies Act, 1956, each year to the Independent Directors of the Company till fiscal 2015-16.

Having regard to the valuable contributions of Independent Directors to the Company and larger responsibilities entrusted on them under the Companies Act, 2013 and SEBI Listing Regulations, it is the considered view of the Board to continue to pay commission to the Independent Directors.

Accordingly, approval of the members is sought for payment of commission to the Independent Directors, upto a sum not exceeding one percent of the net profits of the Company per annum, computed in the manner laid down in Section 198 and other applicable provisions, if any of the Companies Act, 2013 for each financial year commencing from 1st April, 2016. The payment of commission would be in addition to the sitting fees payable for attending meetings of the Board and Committees.

The Board recommends Ordinary resolution set out in Item no. 7 of the Notice for approval by the Members.

None of the Directors (except Independent Directors), Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

Details of each of the existing Independent Director, as prescribed in Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are annexed to the Notice and form part of the Notice.

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.

Additional Information required to be given as per SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is given below :

Name of the Director	Pankaj Bajaj	Kei Katayama	Takeru Kikkawa	S.K. Tuteja
Date of Birth (Age)	07.12.1971 (44 years)	15.05.1955 (61 years)	28.10.1960 (55 years)	15.06.1945 (71 years)
DIN No.	00337925	06942162	03107280	00594076
Original Date of Appointment	29.07.2006	08.08.2014	10.05.2016	20.06.1998
Qualifications	LLB, Executive Management Program, FCA, ACS, ACMA	Graduate in Science and Engineering, Waseda University, Japan	Graduate from Keio University, Japan	IAS (Retd.), M.Com, FCS
Experience (including expertise in specific functional area)	<p>Mr. Bajaj is a Non-executive Director on SML Board. He started his career in 1995 with Deloitte Haskins & Sells. He joined Sumitomo Corporation India Private Limited in 1997 as Company Secretary. He currently holds the post of Director and Company Secretary. He handles Risk Management, Legal & Regulatory, Taxation and other diversified corporate department responsibilities for the Company which operates across a spectrum of sectors including Automobiles, Infrastructure, Chemicals and Metals.</p> <p>Mr. Bajaj has around 21 years of rich experience in areas such as corporate planning, investment, legal and secretarial matters, corporate finance, risk management, taxation and internal controls.</p>	<p>Mr. Katayama is a Whole-time Director (R&D) on SML Board. He joined Isuzu Motors Limited in 1979 and held managerial position for several years in CV product planning and engineering department. In 2005, he was transferred to Isuzu (China) Holding Co. Ltd., Shanghai Branch. In 2011, he was re-appointed as Manager in Global CV Product Planning and Engineering Department and was promoted to Chief Engineer in 2012.</p> <p>Mr. Katayama has around 37 years of rich experience in CV product planning and engineering.</p>	<p>Mr. Kikkawa was appointed on 10th May, 2016 as Additional Director on SML Board.</p> <p>He joined Sumitomo Corporation, Japan in April, 1983 and since then has held several positions in various departments including Motor Vehicles Department and Automotive Manufacturing Business Department and is currently General Manager, Automotive Manufacturing Business Department 1.</p> <p>Mr. Kikkawa has around 33 years of rich experience in automotive business.</p>	<p>Mr. Tuteja joined the Indian Administrative Services (IAS) in 1968 and retired from the Indian Administrative Services in 2005 as Secretary, Food and Public Distribution, Government of India. Mr. Tuteja's service career with the Government of Punjab and at the Centre covered key assignments in various government departments. Earlier, he was the Chairman of the Punjab State Electricity Board, the Chairman of the Central Warehousing Corporation and the Chairman of the Pay Commission of the Government of Punjab.</p> <p>Mr. Tuteja has over 46 years of rich experience in diverse fields which include district administration, education, industry, trade, commerce, finance and company matters. He joined our Board on June 20, 1998 and was appointed as a Non-Executive Independent Chairman of the Company on June 29, 2005.</p>
Terms and Conditions of appointment/re-appointment including detail of remuneration sought to be paid	Re-appointment on rotation basis and no remuneration (including sitting fee) is payable.	Re-appointment on existing terms and conditions (approved by the Members in the AGM held on 22nd September, 2014 vide Resolution No. 18)	Appointment on rotation basis and no remuneration (including sitting fee) is payable.	Appointed for a period of five consecutive years commencing from 22nd September, 2014. The detail of commission sought to be paid to Independent Directors is indicated in Resolution No. 7.
Details of remuneration last drawn (paid during FY 2015-16)*	Nil	Rs. 64.58 lacs	Nil	Rs. 6.0 lacs
Board Membership of other companies [excluding SML ISUZU Limited] as on March 31, 2016**	1. Sumitomo Corporation India Pvt. Limited	Nil	Nil	<ol style="list-style-type: none"> 1. A2Z Infra Engineering Ltd 2. Trident Limited 3. Daawat Foods Limited 4. Shree Renuka Sugars Ltd. 5. Havells India Limited 6. Intas Pharmaceuticals Ltd. 7. PTC India Financial Services Ltd. 8. T Bhimjyani Warehousing Cold Chain Private Limited 9. Pegasus Assets Reconstruction (P) Ltd. 10. Devenio Optimus Advisors (P) Ltd. 11. Norwest Estates Private Ltd. 12. Red Carpet Living (P) Ltd. 13. Red Carpet Retail (P) Ltd. 14. TFS Business Advisors India Private Limited 15. QRG Medicare Limited 16. Adani Agri Logistics Limited

Name of the Director	Pankaj Bajaj	Kei Katayama	Takeru Kikkawa	S.K. Tuteja
Chairman [C]/Member[M] of the Committee of the Board of Directors of the companies in which he/she is a director as on March 31, 2016	<p>SML Isuzu Limited</p> <ul style="list-style-type: none"> • Risk Management Committee [M] <p>Sumitomo Corporation India Pvt Limited</p> <ul style="list-style-type: none"> • CSR Committee [M] 	Nil	Nil	<p>SML ISUZU Limited</p> <ul style="list-style-type: none"> • Stakeholders Relationship Committee [C] • Nomination & Remuneration Committee [M] • CSR Committee [C] <p>A2Z Infra Engineering Ltd</p> <ul style="list-style-type: none"> • Audit Committee [C] • Nomination & Remuneration Committee [M] • CSR Committee [M] • Finance Committee [C] <p>Trident Limited</p> <ul style="list-style-type: none"> • Audit Committee [C] • Nomination & Remuneration Committee [M] • CSR Committee [M] • Risk Management Committee [C] • Restructuring Committee [C] • Strategy Committee [M] <p>Daawat Foods Ltd.</p> <ul style="list-style-type: none"> • Audit Committee [C] • Nomination & Remuneration Committee [C] <p>QRG Medicare Limited</p> <ul style="list-style-type: none"> • Audit Committee [C] • Nomination & Remuneration Committee [M] <p>Intas Pharmaceuticals Ltd.</p> <ul style="list-style-type: none"> • Audit Committee [M] • Nomination & Remuneration Committee [C] • CSR Committee [C] <p>PTC India Financial Services Ltd.</p> <ul style="list-style-type: none"> • Audit Committee [M] • Nomination & Remuneration Committee [C] • Corporate Social Responsibility [M] • Risk Management Committee [M] • Investment Committee [M] <p>Shree Renuka Sugars Ltd.</p> <ul style="list-style-type: none"> • Stakeholders Relationship Committee [M] • Nomination & Remuneration Committee [C] • CSR Committee [C] <p>Havells India Limited</p> <ul style="list-style-type: none"> • Nomination & Remuneration Committee [C] • CSR Committee [C]
No. of Board Meetings attended during FY 2015-16	5	5	NA (joined w.e.f. 10th May, 2016)	5
No. of shares held in the Company as on March 31, 2016	Nil	Nil	Nil	Nil
Relationship with Other Directors and KMP	None of the Directors of the Company are inter-se related to each other or with any Key Managerial Personnel of the Company			

Name of the Director	P.K.Nanda	A.K.Thakur	Sudhir Nayar	Dr.(Mrs.) Vasantha S. Bharucha
Date of Birth (Age)	28.09.1932 (83 years)	01.06.1941 (75 years)	29.01.1951 (65 years)	07.10.1944 (71 years)
DIN No.	00751931	00031778	00200415	02163753
Original Date of Appointment	29.07.2006	31.01.2006	06.08.2013	22.09.2014
Qualifications	B.Com, FCA	B.Com, FCA	B.Tech, MBA	M.A. (Economics), Ph. D. (Economics)
Experience (including expertise in specific functional area)	<p>Mr. Nanda has held several top managerial positions with companies both in India and abroad: executive positions in Remington Rand, Philips India, ITC, and then at Metal Box India, where he was appointed Chairman and Managing Director. He was then transferred to UK as a Director of the Group Board and Chairman of its International Operations. He was non-executive Chairman of Bata India Limited and then on the Board of Bata International Organisation.</p> <p>He was also the 'founder president' of Confederation of Indian Industry (CII) and has also served as a member of Government appointed committees, RBI working groups and of Confederation of British Industry, etc. He has also been a guest lecturer at the International Management Institute, Geneva, Wellington Staff College. He has been a consultant to several major multinational companies in Europe and USA and continues as a business consultant.</p> <p>Mr. Nanda has over 55 years of rich experience in the areas such as finance, corporate affairs, international trade and commerce, business strategy, etc</p>	<p>Mr Thakur served in Finance & Audit Division of a leading commercial organisation in Kolkata for about 11 years till May 1978. He joined Unit Trust of India in May 1978 and retired as an Executive Director in May 2001 after 23 years of service.</p> <p>On retirement from Unit Trust of India he joined a reputed Chartered Accountants Firm as a Partner and continued there till August 2010.</p> <p>Mr Thakur has around 50 years of rich experience in area such as accounts, audit, finance, investment and corporate affairs and has experience of more than 30 years of being a Board Member in large number of reputed commercial organisations either as a nominee of Unit Trust of India or in his independent capacity.</p>	<p>Mr. Nayar has worked in sales and marketing function for over 30 years in FMCG companies starting with the Tata Oil Mills Company Limited (TOMCO) and then with Hindustan Unilever Limited (HUL) in various capacities wherein his last sales job was as General Manager looking after the sales operations in Eastern India. Thereafter he worked in HUL as General Manager Corporate Affairs before superannuating from the company.</p> <p>For the last several years he has been taking and continues to take regular full semester courses in marketing/sales in management institutes such as FMS Delhi, IMT Ghaziabad and Management School of Ambedkar University.</p>	<p>Dr. (Mrs.) Vasantha Bharucha is an economist of repute and holds Doctorate in Economics from University of Mumbai. Dr. Bharucha served as Economic Adviser in the Ministry of Commerce & Industry, Government of India during policy liberalization. She was the Resident Director of India's Trade Promotion office in the US (based in New York) and was also an Executive Director of the National Centre for Trade Information using technology for trade. She was an Independent Director on the Central Board of State Bank of India (SBI) for three years during 2008-2011 and was also a Director on the Board of Delhi Circle of SBI. Besides, she was on the Board of Diamond Power Infrastructure Ltd.</p> <p>She has rich experience in industry, trade and finance in the engineering and consumer goods sectors and has published a number of reports and strategy papers on Economic subjects.</p> <p>She has been consultant and adviser to International organizations like WTO, UNCTAD, ITC and the UNDP. Presently, Dr. Bharucha is a strategy consultant to various corporates.</p>
Terms and Conditions of appointment/re-appointment including detail of remuneration sought to be paid	Appointed for a period of five consecutive years commencing from 22nd September, 2014. The detail of commission sought to be paid to Independent Directors is indicated in Resolution No. 7.			
Details of remuneration last drawn (paid during FY 2015-16)*	Rs. 6.0 lacs	Rs. 6.0 lacs	Rs. 6.0 lacs	Rs. 3.0 lacs
Board Membership of other companies [excluding SML ISUZU Limited] as on March 31, 2016**	1. JMG Corporation Limited	1. Peerless Securities Limited 2. Rama Phosphate Limited 3. Rama Industries Limited	1. Punjab National Bank	1. Triveni Turbines Ltd. 2. Dolphin Offshore Enterprises (India) Ltd.

Name of the Director	P.K.Nanda	A.K.Thakur	Sudhir Nayar	Dr.(Mrs.) Vasantha S. Bharucha
Chairman [C]/Member[M] of the Committee of the Board of Directors of the companies in which he/she is a director as on March 31, 2016	SML ISUZU Limited <ul style="list-style-type: none"> • Audit Committee [C] • Nomination & Remuneration Committee [C] • Risk Management Committee [C] JMG Corporation Limited <ul style="list-style-type: none"> • Audit Committee [M] 	SML ISUZU Limited <ul style="list-style-type: none"> • Audit Committee [M] • Risk Management Committee [M] Rama Industries Limited <ul style="list-style-type: none"> • Audit Committee [M] • Nomination & Remuneration Committee [M] • CSR Committee [M] Rama Phosphate Ltd. <ul style="list-style-type: none"> • Audit Committee [M] Peerless Securities Ltd. <ul style="list-style-type: none"> • Audit Committee [M] 	SML ISUZU Limited <ul style="list-style-type: none"> • Audit Committee [M] • Risk Management Committee [M] Punjab National Bank <ul style="list-style-type: none"> • Stakeholders Relationship Committee [C] • Share Transfer Committee [M] • Management Committee [M] • Committee of the Board to monitor the progress of recovery [M] • Power of Attorney Committee [M] 	SML ISUZU Limited <ul style="list-style-type: none"> • CSR Committee [M] Triveni Turbines Ltd. <ul style="list-style-type: none"> • Audit Committee [M] • CSR Committee [C] Dolphin Offshore Enterprises (India) Ltd. <ul style="list-style-type: none"> • Audit Committee [M] • Nomination & Remuneration Committee [M]
No. of Board Meetings attended during FY 2015-16	5	5	5	5
No. of shares held in the Company as on March 31, 2016	Nil	Nil	Nil	Nil
Relationship with Other Directors and KMP	None of the Directors of the Company are inter-se related to each other or with any Key Managerial Personnel of the Company			

*The remuneration of Independent Directors exclude sitting fees and reimbursement of expenses.

**This does not include position in foreign companies, position as an advisory board member and positions in companies under Section 8 of the Companies Act, 2013 but included private limited companies.

Regd. Office & Works :

Village Ason,
Distt. Shahid Bhagat Singh Nagar
(Nawanshahr), Punjab-144 533
Email:investors@smlisuzu.com
CIN : L50101PB1983PLC005516
Website : www.smlisuzu.com
Dated: 10th May, 2016

By Order of the Board
for SML ISUZU LIMITED

(PARVESH MADAN)
Company Secretary
ACS-31266

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of Companies (Management and Administration) Rules, 2014]

SML ISUZU LIMITED

(CIN: L50101PB1983PLC005516)

Registered Office & Works: Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab - 144 533

Tel. 01881-270255 **Fax :** (91) 1881-270223

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

Name of the Member (s):

Registered Address:

Email id:

Folio / DP ID-Client ID No.*:

* Applicable for investors holding shares in electronic form

I/We, being the member(s) holding _____ equity shares of the above named Company hereby appoint:

- (1) Name _____ Address _____
E-mail id _____ Signature _____ or failing him/her;
- (2) Name _____ Address _____
E-mail id _____ Signature _____ or failing him/her;
- (3) Name _____ Address _____
E-mail id _____ Signature _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Friday, 5th August, 2016 at 3.30 P.M. at the Registered office at Village Asron, Distt. Shahid Bhagat Singh Nagar, Nawanshahr, Punjab - 144 533 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		Optional**	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements, the reports of the Board of Directors and Auditors for the year ended 31st March, 2016		
2	Declaration of Dividend on Equity Shares		
3	Re-appointment of Mr. Pankaj Bajaj (DIN 00337925) as Director, who retires by rotation		
4	Re-appointment of Mr. Kei Katayama (DIN 06942162) as Director, who retires by rotation		
5	Ratification of appointment of B S R & Associates LLP as statutory auditors and fix their remuneration		
Special Business			
6	Appointment of Mr. Takeru Kikkawa (DIN 03107280) as Director liable to retire by rotation (as Ordinary Resolution)		
7	Commission to Independent Directors (as Ordinary Resolution)		

Signed this _____ day of _____ 2016

Signature of Shareholder _____

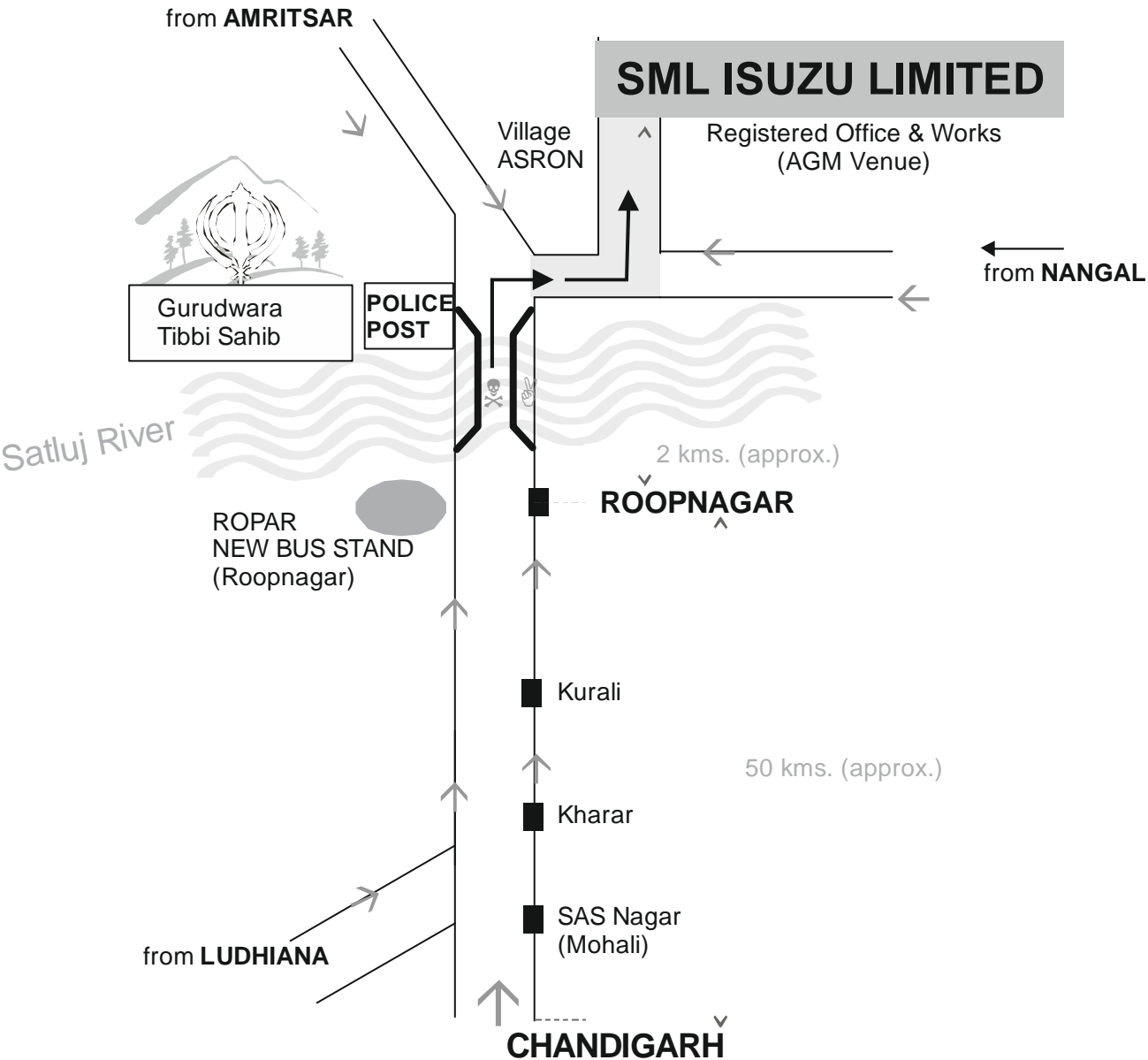
Signature of Proxyholder(s) _____

Affix
Revenue
Stamp

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- A 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.
- For the Resolutions, Notes and Explanatory Statement, please refer to the Notice of the 32nd Annual General Meeting.
- **It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in the above box before submission.

ROUTE MAP FOR AGM VENUE



CHANDIGARH to SML ISUZU LTD., VILLAGE ASRON : 52 kms. (approx.)

ATTENDANCE SLIP

SML ISUZU LIMITED

(CIN: L50101PB1983PLC005516)

Registered Office & Works: Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab - 144 533

Tel. 01881-270255 **Fax :** (91) 1881-270223

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

32nd Annual General Meeting - 5th August, 2016 (Friday)

Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall.

Name of the Shareholder/ Proxy _____

Address _____

Folio No. _____

DP ID* _____

Client ID* _____

No. of Shares held _____

I/We hereby record my/our presence at the 32nd ANNUAL GENERAL MEETING of the Company on 5th August, 2016 (Friday) at 3.30 P.M. at its Registered Office at Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab - 144 533.

*To be used for shares held in electronic form



SIGNATURE OF THE SHAREHOLDER/PROXY