

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 33rd 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 **22nd September, 2017 (Friday) at 1.00 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 2017 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. Masaki Nakajima (DIN 06605180), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Masahiro Narikiyo (DIN 07125220), 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 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 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. Kazuo Goda 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 thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kazuo Goda (DIN 07572151), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 5th August, 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. **Appointment of Mr. Takahiro Imai, 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 thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Takahiro Imai (DIN 07796387), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 26th May, 2017 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."

8. **Appointment of Mr. Takahiro Imai as Whole-time Director designated as Director- R&D (Isuzu Products & Projects)**

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 thereunder (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. Takahiro Imai (DIN 07796387), as Whole-time Director of the Company, designated as Director - R&D (Isuzu Products & Projects), for a period of 2 (two) years with effect from 26th May, 2017 on the terms and conditions as mentioned below :

A) SALARY

Rs. 3,80,000/- per month

Salary to be increased within the range of Rs. 3,80,000/- per month to Rs. 6,00,000/- per month during the period of appointment, in such increments, effective 1st April each year, as may be decided by the Board.

B) 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.

C) RETIRAL BENEFITS

Contribution to provident fund as per the 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. Takahiro Imai, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Takahiro Imai, the above remuneration as the minimum remuneration for a period not exceeding two 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."

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 16th September, 2017 to 22nd September, 2017 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend for the FY ended 31st March, 2017.
8. The dividend, as recommended by the Board, if approved at the Annual General Meeting, would be paid / dispatched on or before 10th October, 2017, to those shareholders:
 - (a) whose names appear as Beneficial Owners as at the end of the business hours on 15th September, 2017 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 15th September, 2017.
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, 2017 together with Report of Directors and Auditors' Report are also available on the website of the Company www.smlisuzu.com.
12. The Company has transferred unclaimed dividends for and upto the financial year ended 31st March, 2009 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 Company in respect thereof. The Company has uploaded the information of unclaimed / unpaid dividend lying with the Company as on 5th August, 2016 (date of last Annual General Meeting) on the website of the Company (www.smlisuzu.com).
13. 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 7 seven 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 has already initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2009-10 or earlier financial years has not been claimed by the members for 7 (seven) 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 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.
14. 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.

15. 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 SH13, which is available on the website of the Company (www.smlisuzu.com). Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
16. 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 11th September, 2017 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.
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, 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.
18. 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.
19. 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 15th September, 2017. The instructions for e-voting are as under:
- A. In case a Member receives an e-mail from NSDL [for members whose e-mail 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.nsdl.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 - 106836) 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)]:
- Initial password along with physical copy of the Notice of AGM is being sent separately in the permitted mode.
 - 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.nsdl.com. You can also send your queries / grievances relating to e-voting to:-
- Name and Designation: Rajiv Ranjan, Asstt. Manager
 - Address: Trade World, A wing, 4th& 5th Floors,
Kamala Mills Compound, Lower Parel, Mumbai-400013
 - Email Id : rajivr@nsdl.co.in
 - Phone Number(s) : 022-24994738
 - 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 **18th September, 2017 (9:00 AM) and ends on 21st September, 2017 (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 15th September, 2017, 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, 15th September, 2017.
- 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 15th September, 2017, 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. 22nd September, 2017 subject to receipt of the requisite number of votes in favour of the resolutions.
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

By Order of the Board
for SML ISUZU LIMITED

(PARVESH MADAN)
Company Secretary
ACS-31266

Dated: 10th August, 2017

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

Item No. 6

Mr. Kazuo Goda was appointed by the Board, on the recommendation of Nomination & Remuneration Committee, as an Additional Director with effect from 5th August, 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. Goda is a Graduate from Kyoto Sangyo University, Japan. He joined Isuzu Motors, Japan in April 1990 and is currently associated with Isuzu Motors as a General Manager, International Sales (Dept. No.3). He has over 25 years of rich experience in various fields including International Business Development and International Sales.

The Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Act proposing the candidature of Mr. Kazuo Goda for the office of Director of the Company, liable to retire by rotation.

Mr. Goda 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 Secretarial Standards on General Meetings has been annexed hereto and marked as **Annexure A**.

It is the considered view of the Board that Mr. Goda'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. Goda, 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 & 8

Mr. Takahiro Imai was appointed by the Board, on the recommendation of Nomination & Remuneration Committee, as an Additional Director with effect from 26th May, 2017. He holds office upto the date of the ensuing Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 ("the Act").

Mr. Imai is a graduate in Engineering from Kyushu University, Japan. He joined Isuzu Motors Limited, Japan in the Year 1997 and his last position in Isuzu Motors was Manager-CV Chassis Engineering Dept. No. 2. He has experience of around 19 years with Isuzu in the area of Automobile Engineering. Before appointment as Director, Mr. Imai worked with SML Isuzu Limited as Executive – R&D since May 2016.

The Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Act proposing the candidature of Mr. Takahiro Imai for the office of Director of the Company, liable to retire by rotation.

Mr. Imai 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.

Further, on the recommendation of Nomination & Remuneration Committee, the Board at its meeting held on 10th May, 2017, also appointed Mr. Takahiro Imai as Whole-time Director of the Company designated as Director - R&D (*Isuzu Products & Projects*) for a period of 2 (two) years with effect from 26th May, 2017 subject to approval of the shareholders in the Annual General Meeting.

The period of office of Mr. Takahiro Imai shall be liable to determination by retirement of directors by rotation. If Mr. Imai is re-appointed as a director, immediately on retirement by rotation he shall continue to hold office of Whole-time Director, designated as Director - R&D (*Isuzu Products & Projects*), and such re-appointment as director shall not be deemed to constitute a break in his appointment as a Whole-time Director, designated as Director - R&D (*Isuzu Products & Projects*).

The Notice read with Explanatory Statement should be considered as written Memorandum setting out the terms of appointment of Mr. Takahiro Imai as required under Section 190 of the Companies Act, 2013.

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. 8 has been annexed hereto and marked as **Annexure B**.

It is the considered view of the Board that Mr. Imai's knowledge and experience will be of immense value to the Company. Accordingly, the Board recommends passing of the Resolutions at Item No. 7 of the Notice as an Ordinary Resolution and Item No. 8 of the Notice as a Special Resolution.

Except for Mr. Takahiro Imai, 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. 7 & 8.

The relevant documents related to these items 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.

Annexure A

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	Masaki Nakajima	Masahiro Narikiyo	Kazuo Goda	Takahiro Imai
Date of Birth (Age)	13.11.1962 (54 yrs)	15.05.1960 (56 years)	03.06.1967 (50 years)	16.10.1973 (43 years)
DIN No.	06605180	07125220	07572151	07796387
Original Date of Appointment	07.05.2013	27.03.2015	05.08.2016	26.05.2017
Qualification	Bachelor Degree from Waseda University, Japan	Bachelor of Commercial Science Kobe University, Japan	Bachelor Degree from Kyoto Sangyo University, Japan	Graduate in Engineering, Kyushu University, Japan
Experience (including expertise in specific functional area)	<p>Mr. Nakajima is a Non Executive Director on SML Board. He joined Sumitomo Corporation in 1985 and since then has held several positions in Automotive Departments and Corporate Planning & Coordination Department, and is currently General Manager, Automotive Division.</p> <p>Mr. Nakajima has around 32 years experience in the areas of Automotive Business.</p>	<p>Mr. Narikiyo is a Non Executive Director on SML Board. He joined Sumitomo Corporation in 1984 and since then has held several positions in Construction Equipment Division and is currently the Chairman & Managing Director of Sumitomo Corporation India Private Limited.</p> <p>Mr. Narikiyo has around 33 years of experience in the Transportation and Construction & Mining Equipment business.</p>	<p>Mr. Goda was appointed on 5th August, 2016 as an Additional Director on SML Board.</p> <p>He joined Isuzu Motors Ltd. in 1990 and since then has held several positions in various departments including International Business Development Dept. and International Sales Dept. and is currently General Manager, International Sales (Dept. No. 3).</p> <p>Mr. Goda has over 25 years of rich experience in International Business Development and International Sales.</p>	<p>Mr. Imai was appointed as an Additional Director and Whole-time Director designated as Director-R&D (<i>Isuzu Products & Projects</i>) w.e.f. 26th May, 2017.</p> <p>He joined Isuzu Motors Limited, Japan in Year 1997 and his last position in Isuzu Motors was Manager-CV Chassis Engineering Dept. No. 2. Before appointment as Director, Mr. Imai worked with SML Isuzu Limited as Executive – R&D since May 2016.</p> <p>He has experience of around 19 years with Isuzu in the area of Automobile Engineering.</p>
Terms and Conditions of appointment/re-appointment including detail of remuneration sought to be paid	All three appointments/ re-appointments are on rotational basis and no remuneration (including sitting fee) is payable.			Terms and conditions of the appointment and detail of remuneration sought to be paid is indicated in Resolution No. 7 & 8.
Details of remuneration last drawn (FY 2016-17)	Nil	Nil	Nil	Nil
Board Membership of other companies [excluding SML ISUZU Limited] as on March 31, 2017*	Nil	1. Sumitomo Corporation India Private Limited 2. J.J. Impex (Delhi) Private Limited	Nil	Nil
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, 2017	SML Isuzu Limited • Nomination & Remuneration Committee [M]	Sumitomo Corporation India Private Limited • CSR Committee [C]	Nil	Nil
No. of Board Meetings attended during FY 2016-17	4	4	3 (Joined w.e.f. 05.08.2016)	Nil (Joined w.e.f. 26.05.2017)
No. of shares held in the Company as on March 31, 2017	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 the Key Managerial Personnel of the Company			

* 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.

Annexure B**Statement as required under Schedule V of the Companies Act, 2013**

(with reference to Resolution at Item No. 8)

I. General Information:**(i) Nature of Industry:**

The Company is in the business of manufacture of Commercial vehicles.

(ii) Date or expected date of commencement of commercial production:

The Company was incorporated on 26th July 1983 and commenced its commercial operations in the year 1986.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

(iv) Financial performance based on given indicators - as per audited Financial results for the year ended 31st March, 2017:

Particulars	(Rupees in Crores)
Net Revenue	1373.11
Net Profit in accordance with Section 197 of the Companies Act, 2013	93.11
Profit After Tax	62.81
Net Worth	402.52

(v) Foreign investments or collaborators, if any:

Sumitomo Corporation, Japan, the Promoters, holds 43.96% shareholding of the Company. Isuzu Motors Limited, Japan holds 15% shareholding of the Company with whom the Company also has technical assistance agreement. The Company has not made any foreign investments.

II. Information about the appointee:**(i) Background details:**

Mr. Imai was appointed as an Additional Director and Whole-time Director designated as Director-R&D (*Isuzu Products & Projects*) w.e.f. 26th May, 2017. He joined Isuzu Motors Limited, Japan in the Year 1997 and his last position in Isuzu Motors was Manager-CV Chassis Engineering Dept. No. 2. He has experience of around 19 years with Isuzu in the area of Automobile Engineering. Before appointment as Director, Mr. Imai worked with SML Isuzu Limited as Executive-R&D since May 2016.

(ii) Past remuneration during the financial year ended 31st March, 2017:

Name of the Director	Amount (Rs. in lakhs)
Mr. Takahiro Imai- as Executive- R&D (appointed w.e.f. 23.05.2016)	Rs. 33.0

(iii) Recognition or awards: Nil**(iv) Job Profile and suitability:**

Mr. Takahiro Imai being Director-R&D (*Isuzu Products & Projects*) would be responsible for Research & Development functions of the Company for Isuzu Products & Projects. He has around 19 years of rich experience in Automobile Engineering.

(v) Remuneration proposed, Notice period and Severance fees, etc.:

As per the details given in the Resolution No. 8 of the Notice.

(vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of Mr. Takahiro Imai, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him is commensurate with the remuneration package(s) paid to similar senior level counterpart(s) in other companies.

(vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Besides the remuneration proposed to be paid to him, Mr. Takahiro Imai does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

III. Other Information:

(i) Reasons of loss or inadequate profits:

Not Applicable, as the Company has posted a net profit after tax of Rs. 62.81 crores for the year ended 31st March 2017.

(ii) Steps taken or proposed to be taken for improvement

Not Applicable as the Company has adequate profits

(iii) Expected increase in productivity and profits in measurable terms:

Not Applicable as the Company has adequate profits

IV. Disclosures:

The information and disclosures of the remuneration package of all the Directors has been provided in the Corporate Governance Report, forming part of the Annual Report, under the heading "Remuneration to Directors" for the year ended 31st March, 2017.

Mr. Takahiro Imai satisfies all the conditions set out in Part-I of Schedule V to the Act (approval of requisite authority will be taken, if required). Further, he satisfy the conditions set out under Section 196(3) of the Act for being eligible for his appointment and he is not disqualified from being appointed as Director in terms of Section 164 of the Act.

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 August, 2017

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.*:
<i>* applicable for investors holding shares in electronic form</i>

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 33rd Annual General Meeting of the Company, to be held on Friday, 22nd September, 2017 at 1.00 P.M. at the Registered office at Village Asron, Distt. Shahid Bhagat Singh Nagar, Nawanshahr, Punjab - 144533 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		Optional**	
Ordinary Business		For	Against
1	Adoption of Financial Statements, the reports of the Board of Directors and Auditors for the year ended 31st March, 2017		
2	Declaration of Dividend on Equity Shares		
3	Re-appointment of Mr. Masaki Nakajima (DIN 06605180) as Director, who retires by rotation		
4	Re-appointment of Mr. Masahiro Narikiyo (DIN 07125220) 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. Kazuo Goda (DIN 07572151) as Director liable to retire by rotation- as an Ordinary Resolution		
7	Appointment of Mr. Takahiro Imai (DIN 07796387), as Director liable to retire by rotation- as an Ordinary Resolution		
8	Appointment of Mr. Takahiro Imai (DIN 07796387) as Whole-time Director designated as Director-R&D (Isuzu Products & Projects) - as Special Resolution		

Signed this _____ day of _____ 2017

Signature of Shareholder _____

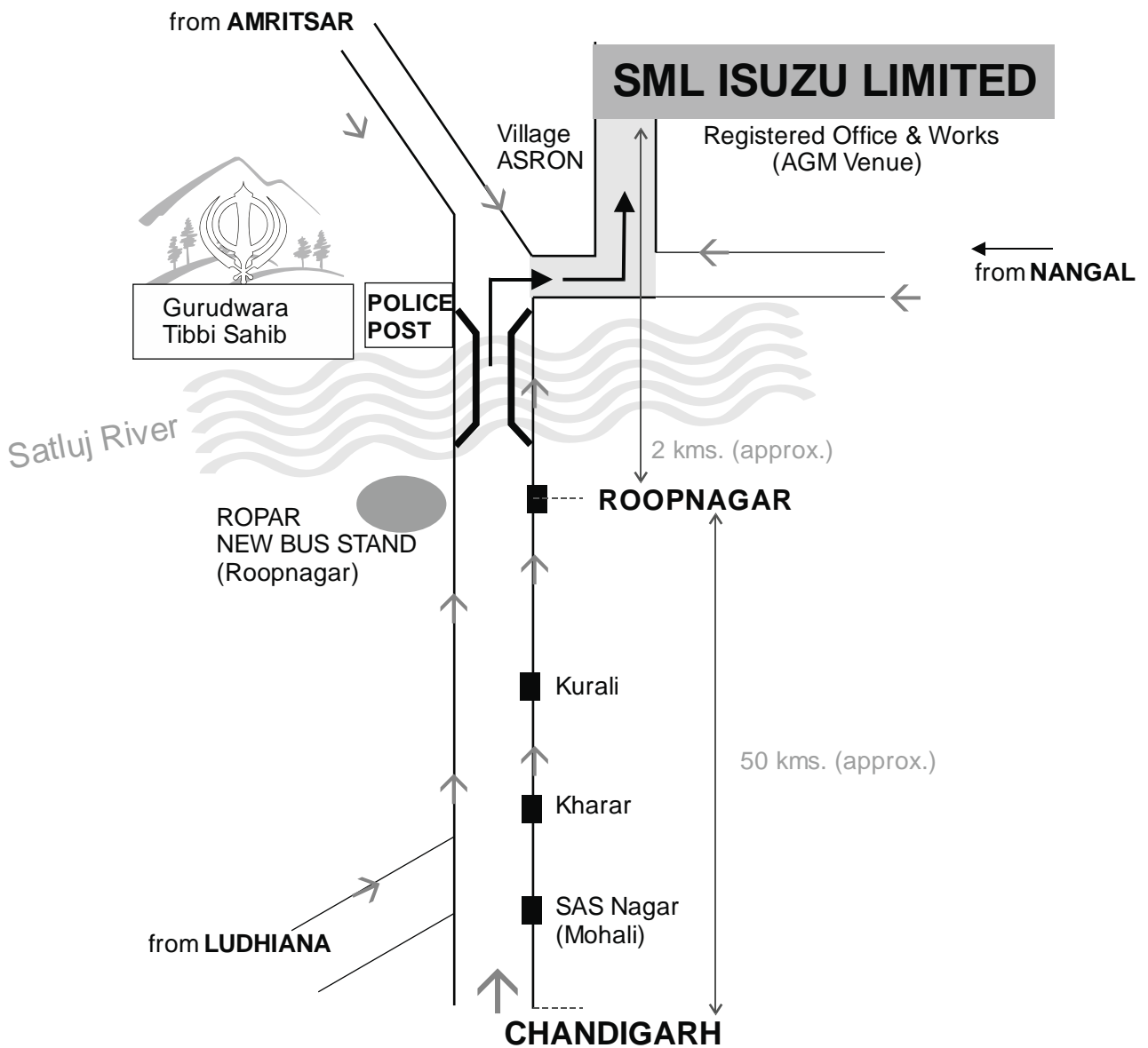
Signature of Proxyholder(s) _____

Affix Revenue Stamp

Notes:

1. 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.
2. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. 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.
4. For the Resolutions, Notes and Explanatory Statement, please refer to the Notice of the 33rd Annual General Meeting.
5. **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.
6. 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 Ason, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab - 144 533

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

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

33rd Annual General Meeting - 22nd September, 2017 (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 33RD ANNUAL GENERAL MEETING of the Company on 22nd September, 2017 (Friday) at 1:00 P.M. at its Registered Office at Village Ason, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab-144 533.

*To be used for shares held in electronic form

SIGNATURE OF THE SHAREHOLDER/PROXY