

SML/SEC/2018
10th August, 2018

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| Dy. General Manager- Corporate Relationship Department BSE Limited P J Towers, Dalal Street, Fort Mumbai 400 001 | The Secretary National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor Plot No. C/1, G Block Bandra – Kurla Complex Bandra (East), Mumbai 400 051 |
| Scrip Code: 505192 | Scrip Code: SMLISUZU |

Subject : Proceedings of 34th Annual General Meeting

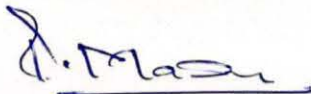
Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed proceedings of 34th Annual General Meeting of the Company held on Thursday, 9th August, 2018 PM at its Registered Office at Village Asron, District Shahid Bhagat Singh Nagar (Nawanshahr), Punjab 144 533.

This is for your information and record please.

Thanking you,

Yours faithfully
For **SML ISUZU LIMITED**



(PARVESH MADAN)
Company Secretary
ACS-31266
pmadan@smlisuzu.com

SML ISUZU Limited

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Regd. Office & Works:

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PROCEEDINGS OF THE 34th ANNUAL GENERAL MEETING OF SML ISUZU LIMITED HELD ON THURSDAY, 9th AUGUST, 2018 AT 3.00 PM AT ITS REGISTERED OFFICE AT VILLAGE ASRON, DISTT. SHAHID BHAGAT SINGH NAGAR (NAWANSHAHR), PUNJAB

The Chairman welcomed the Shareholders, Directors and others at the 34th Annual General Meeting (AGM).

The Chairman conveyed that Mr. Takahiro Imai was pre-occupied with other commitments and therefore could not attend the meeting. All other Directors, representative of Statutory Auditors, the Secretarial Auditor and the Scrutinizer were present at the meeting.

The quorum being present Chairman declared the meeting open. Thereafter, the Chairman delivered his speech.

The Company Secretary read the Statutory Auditors Report, the Secretarial Audit Report and the Agenda Items.

The Chairman informed the members that remote e-voting facility was provided by the Company to all the members and the members who have not exercised their right to vote through e-voting may exercise the same at the meeting through Ballot paper.

The Chairman then explained the objectives and implications of the Resolutions proposed and before ordering the Poll, he invited the Members for their queries and observations.

Thereafter, the following resolutions were put to vote at the meeting (through Ballot Paper):

1. Adoption of Audited Financial Statements of the Company for the year ended 31st March 2018 along with the reports of the Board of Directors and Auditors thereon. (as an Ordinary Resolution)
2. Declaration of dividend of Rs. 1.50 per equity share of Rs. 10 each for the financial year ended 31st March 2018. (as an Ordinary Resolution)
3. Re-appointment of Mr. Takeru Kikkawa (DIN 03107280) as Director, who retires by rotation. (as an Ordinary Resolution)
4. Re-appointment of Mr. Pankaj Bajaj (DIN 00337925) as Director, who retires by rotation. (as an Ordinary Resolution)
5. Fix remuneration of Statutory Auditors B S R & Associates LLP (Registration No. 116231W/W-100024). (as an Ordinary Resolution)



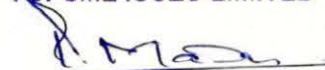
6. Appointment of Mr. Gota Iwanami (DIN 08094102) as Director liable to retire by rotation (as an Ordinary Resolution)
7. Appointment of Mr. Masaki Morohoshi (DIN 07302404) as Director liable to retire by rotation (as an Ordinary Resolution)
8. Continuation of appointment of Mr. P.K. Nanda (DIN 00751931) as an Independent Director (as a Special resolution)
9. Continuation of appointment of Mr. A.K. Thakur (DIN 00031778) as an Independent Director (as a Special resolution)
10. Approval for payment of minimum remuneration to Mr. Eiichi Seto (DIN 02704734), Managing Director & CEO, in case of no profits / inadequate profits (as a Special resolution)
11. Approval for payment of minimum remuneration to Mr. Gopal Bansal (DIN 06836592), Whole-time Director & CFO, in case of no profits/ inadequate profits (as a Special resolution)
12. Appointment of Mr. Yugo Hashimoto (DIN 08165797) as Director (as an Ordinary Resolution)
13. Appointment of Mr. Yugo Hashimoto (DIN 08165797) as Managing Director & Chief Executive Officer (as a Special resolution)
14. Alteration of Memorandum of Association of the Company (as a Special resolution)
15. Adoption of new Articles of Association of the Company (as a Special resolution)

One member opted for the voting through Ballot Paper.

Thereafter, the Chairman informed the Members that Mr. Kanwaljit Singh Thanewal, a practicing Company Secretary (Membership No F-5901), was appointed as scrutinizer to scrutinize the remote e-voting and voting at AGM and the consolidated results of remote e-voting and voting at AGM would be intimated to the Stock Exchanges within 48 hours of the conclusion of the meeting and will also be posted on the website and Notice Board of the Company.

MD & CEO then thanked the members present and declared the meeting closed at 4.00 PM.

For SML ISUZU LIMITED



(PARVESH MADAN)
Company Secretary &
Compliance Officer
ACS-31266

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