

SML ISUZU LIMITED
(Formerly, Swaraj Mazda Limited)



Corporate Office :
204-205, Sector 34-A,
Chandigarh-160 135
Tel. : (91) 172 - 2647700-10
Fax : (91) 172 - 2615111

SML/SEC/2015
25th September, 2015

The General Manager- Corp. Relationship Deptt. Bombay Stock Exchange Ltd. First Floor, New Trading Ring Rotunda Building, P J Towers Dalal Street, Fort, Mumbai 400 001	Fax No. 022-22722037-39-41-61, 2721072 022-22723121, 022-22723719 Phone : 022-22721121-22, 2721233, 22722375 Email-ID-Corp.relations@bseindia.com
The Secretary National Stock Exchange of India Ltd. Capital Marketing-Listing Exchange Plaza, 5 th Floor Plot No.C/1, G Block Bandra – Kurla Complex Bandra (East), Mumbai 400 051	Fax No. 022-26598237-38 Phone: 26598235-36, 26598100 Email-ID-cmlist@nseindia.com

Sub: Disclosure of Voting results – 31st Annual General Meeting of SML ISUZU LIMITED (CIN : L50101PB1983PLC005516) held on September 24, 2015 as per the requirements of Clause 35A of the Listing Agreement

Dear Sirs

As per the requirements of Clause 35A of the Equity Listing Agreement, given below are the results of the voting done at the 31st Annual General Meeting of SML ISUZU LIMITED held on 24th September 2015 (Thursday) at 1:30 PM at Registered office – Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab, as per the format prescribed under the said clause.

Thanking you,

Yours faithfully

For SML ISUZU LIMITED

(PARVESH MADAN)

Company Secretary & Compliance Officer

ACS-31266

pmadan@smlisuzu.com

cc: National Securities Depository Limited, Mumbai

Details of Resolutions passed at 31st Annual General Meeting of SML ISUZU LIMITED

Date of the AGM	September 24, 2015 (Thursday)
Total number of shareholders on record date (i.e 17 th September, 2015)	22740
No. of shareholders present in the meeting either in person or through proxy:	
- Promoters and promoter group - Public	1 48
No. of shareholders attended the meeting through video conferencing:	NA
- Promoters and promoter group - Public	

Agenda-wise

Item no.	Agenda	Resolution required (Ordinary/ Special)	Mode of voting (E-Voting/ Ballot Paper)	Remarks
ORDINARY BUSINESS				
1	To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March 2015 and the reports of the Board of Directors and Auditors thereon.	Ordinary	E-Voting & Ballot Paper at AGM	Passed with Requisite Majority
2	To declare dividend on equity shares (Rs. 6.0 per share)	Ordinary	E-Voting & Ballot Paper at AGM	Passed with Requisite Majority
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	Ordinary	E-Voting & Ballot Paper at AGM	Passed with Requisite Majority
4	To appoint a Director in place of Mr. Kyoichiro Takashima (DIN 06604412), who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	E-Voting & Ballot Paper at AGM	Passed with Requisite Majority



Item no.	Agenda	Resolution required (Ordinary/ Special)	Mode of voting (E-Voting/ Ballot Paper)	Remarks
5	Appointment of M/s B S R & Associates LLP as Statutory Auditors	Ordinary	E-Voting & Ballot Paper at AGM	Passed with Requisite Majority
SPECIAL BUSINESS				
6.	Appointment of Mr. Masahiro Narikiyo (DIN 07125220) as Director liable to retire by rotation	Ordinary	E-Voting & Ballot Paper at AGM	Passed with Requisite Majority
7.	Appointment of Mr. Kimitoshi Kurokawa (DIN 07242673) as Director liable to retire by rotation	Ordinary	E-Voting & Ballot Paper at AGM	Passed with Requisite Majority



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(Agenda wise)

- 1 To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March 2015 and the reports of the Board of Directors and Auditors thereon.

Promoter/Public	No. of shares Held	No. of Polled (E-voting & Ballot)	%age of Votes Polled on Outstanding shares	No. of votes in favour	No. of votes-against	%age of Votes in favour on votes Polled	%age of Votes against on votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	6362306	6362306	100.00	6362306		100.000	0.000
Public-Institutional Holders	1858693	1566233	84.27	1566233		100.000	0.000
Public-others	6250647	2173559	34.77	2173359	200	99.991	0.009
Total	14471646	10102098	69.81	10101898	200	99.998	0.002

The Resolution was passed with requisite majority.

- 2 To declare dividend on Equity shares

Promoter/Public	No. of shares Held	No. of Polled (E-voting & Ballot)	%age of Votes Polled on Outstanding shares	No. of votes in favour	No. of votes-against	%age of Votes in favour on votes Polled	%age of Votes against on votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	6362306	6362306	100.00	6362306		100.000	0.000
Public-Institutional Holders	1858693	1566233	84.27	1566233		100.000	0.000
Public-others	6250647	2173559	34.77	2173359	200	99.991	0.009
Total	14471646	10102098	69.81	10101898	200	99.998	0.002

The Resolution was passed with requisite majority.



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- 3 To appoint a Director in place of Mr. Masaki Nakajima (DIN 06605180), who retires by rotation and being eligible, offers himself for retirement

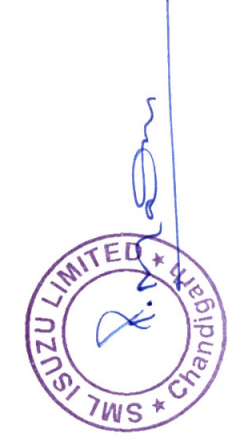
Promoter/Public	No. of shares Held	No. of Votes Polled (E-voting & Ballot)	%age of Votes Polled on Outstanding shares	No. of votes in favour	No. of votes-against	%age of Votes in favour on votes Polled	%age of Votes against on votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	6362306	6362306	100.00	6362306		100.000	0.000
Public-Institutional Holders	1858693	1566233	84.27	1561881	4352	99.722	0.278
Public-others	6250647	2173459	34.77	2173304	155	99.993	0.007
Total	14471646	10101998	69.81	10097491	4507	99.955	0.045

The Resolution was passed with requisite majority.

- 4 To appoint a Director in place of Mr. Kyoichiro Takashima (DIN 06604412), who retires by rotation and being eligible, offers himself for retirement

Promoter/Public	No. of shares Held	No. of Votes Polled (E-voting & Ballot)	%age of Votes Polled on Outstanding shares	No. of votes in favour	No. of votes-against	%age of Votes in favour on votes Polled	%age of Votes against on votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	6362306	6362306	100.00	6362306		100.000	0.000
Public-Institutional Holders	1858693	1566233	84.27	1566233		100.000	0.000
Public-others	6250647	2173434	34.77	2173284	150	99.993	0.007
Total	14471646	10101973	69.81	10101823	150	99.999	0.001

The Resolution was passed with requisite majority.



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5 Appointment of B S R & Associates LLP as Statutory Auditors

Promoter/Public	No. of shares Held	No. of Votes Polled (E-voting & Ballot)	%age of Votes Polled on Outstanding shares	No. of votes in favour	No. of votes-against	%age of Votes in favour on votes Polled	%age of Votes against on votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	6362306	6362306	100.00	6362306		100.000	0.000
Public-Institutional Holders	1858693	1566233	84.27	1566233		100.000	0.000
Public-others	6250647	2173559	34.77	2173409	150	99.993	0.007
Total	14471646	10102098	69.81	10101948	150	99.999	0.001

The Resolution was passed with requisite majority.

6 Appointment of Mr. Masahiro Narikiyo (DIN 07125220) as Director Liable to retire by rotation

Promoter/Public	No. of shares Held	No. of Votes Polled (E-voting & Ballot)	%age of Votes Polled on Outstanding shares	No. of votes in favour	No. of votes-against	%age of Votes in favour on votes Polled	%age of Votes against on votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	6362306	6362306	100.00	6362306		100.000	0.000
Public-Institutional Holders	1858693	1566233	84.27	1566233		100.000	0.000
Public-others	6250647	2173459	34.77	2173304	155	99.993	0.007
Total	14471646	10101998	69.81	10101843	155	99.998	0.002

The Resolution was passed with requisite majority.



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7 Appointment of Mr. Kimitoshi Kurokawa (DIN 07242673) as Director Liable to retire by rotation

Promoter/Public	No. of shares Held	No. of Votes Polled (E-voting & Ballot)	%age of Votes Polled on Outstanding shares	No. of votes in favour	No. of votes-against	%age of Votes in favour on votes Polled	%age of Votes against on votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	6362306	6362306	100.00	6362306		100.000	0.000
Public-Institutional Holders	1858693	1566233	84.27	1566233		100.000	0.000
Public-others	6250647	2173459	34.77	2173304	155	99.993	0.007
Total	14471646	10101998	69.81	10101843	155	99.998	0.002

The Resolution was passed with requisite majority.

For SML ISUZU LIMITED

(Signature)

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



Consolidated Report of Scrutinizer

[Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
SML Isuzu Limited
Village Asron,
District Nawanshahr,
Punjab.

31st Annual General Meeting of the Equity Shareholders of SML Isuzu Limited held (CIN No. L50101PB1983PLC005516) on Thursday, 24th September, 2015 at 1.30 P.M. at its Registered Office & Works at Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab.

Dear Sir,

1. I, Kanwaljit Singh, Practicing Company Secretary, at S.C.O. 64-65, 1st Floor, Sector 17 A, Madhya Marg, Chandigarh was appointed as Scrutinizer by the Board of Directors of **SML Isuzu Limited** (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) and voting by use of ballot at the Annual General Meeting pursuant to section 108 of the Companies Act, 2013 read with rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended, in respect of the below mentioned resolutions proposed at the 31st Annual General Meeting (AGM) of the Equity Shareholders of SML Isuzu Limited held on 24th September, 2015 at 1:30 P.M. at Registered Office & Works at Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab.
2. The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and voting by using ballot by the shareholders on the resolutions proposed in the Notice of the 31st Annual General Meeting of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized, on the resolutions, based on the reports generated



For SML ISUZU LIMITED

Gopal Bansal
(GOPAL BANSAL)
Whole-time Director &
Chief Financial Officer

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from the electronic voting system provided by National Securities Depository Limited (NSDL) and the report for voting by use of ballot at the meeting.

3. The Company had arranged the services of NSDL for extending the facility of remote e-voting to the Members of the Company from **20th September, 2015 (from 9.00 A.M.) to 23rd September, 2015 (upto 5.00 P.M.)**. The cut-off date for determining the shareholders for voting was **17th September, 2015**. The remote e-voting results were unblocked by me on 24th September, 2015 in the presence of two witnesses.
4. At the 31st AGM of the Company held on 24th September, 2015, the Chairman announced a Poll through Ballot Paper to facilitate the Members present in the Meeting who have not exercised remote e-voting facility earlier, for exercising their right for voting available at AGM venue. After time fixed for closing of the poll by the Chairman, a ballot box kept for polling was locked in my presence with due identification. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records made by Company and Registrar & Share Transfer Agent and the authorization were lodged by the company. I did not find any poll paper invalid.
5. I have rendered Scrutinizer's Report separately on the remote e-voting and on use of ballots at the Meeting and I hereby submit Consolidated Report of Scrutinizer pursuant to Rule 20(4)(xii) on all the resolutions contained in the Notice of the aforesaid AGM.

The consolidated results of voting (e-voting and voting at AGM) are as under:

Item No.	Resolutions	Votes in Favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Members Voted	No. of Votes Cast by them	% of total number of valid Votes Cast	No. of Members Voted	No. of Votes Cast by them	% of total number of valid Votes Cast	Total No. of Members whose Votes were declared invalid	Total No. of Votes Cast by them
1	Adoption of Financial Statements, the reports of the Board of Directors and Auditors for the year ended 31st March, 2015. (As an Ordinary Resolution)	73	10101898	99.998%	2	200	0.002%	Nil	Nil
2	Declaration of Dividend on Equity Shares. (As an Ordinary Resolution)	73	10101898	99.998%	2	200	0.002%	Nil	Nil



For SML ISUZU LIMITED

(Signature)
(GOPAL BANSAL)
Whole-time Director &
Chief Financial Officer

Item No.	Resolutions	Votes in Favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Members Voted	No. of Votes Cast by them	% of total number of valid Votes Cast	No. of Members Voted	No. of Votes Cast by them	% of total number of valid Votes Cast	Total No. of Members whose Votes were declared invalid	Total No. of Votes Cast by them
3	Re-appointment of Mr. Masaki Nakajima (DIN 06605180) as Director, who retires by rotation. (As an Ordinary Resolution)	70	10097491	99.955%	4	4507	0.045%	Nil	Nil
4	Re-appointment of Mr. Kyoichiro Takashima (DIN 06604412) as Director, who retires by rotation. (As an Ordinary Resolution)	70	10101823	99.999%	1	150	0.001%	Nil	Nil
5	Appointment of B S R & Associates LLP as Statutory Auditors and fix their remuneration. (As an Ordinary Resolution)	74	10101948	99.999%	1	150	0.001%	Nil	Nil
6	Appointment of Mr. Masahiro Narikiyo (DIN 07125220) as Director liable to retire by rotation (As an Ordinary Resolution)	72	10101843	99.998%	2	155	0.002%	Nil	Nil
7	Appointment of Mr. Kimitoshi Kurokawa (DIN 07242673) as Director liable to retire by rotation (As an Ordinary Resolution)	72	10101843	99.998%	2	155	0.002%	Nil	Nil

Based on the votes cast on aforesaid resolutions by remote e-voting and poll, all the resolutions were passed with requisite majority.



For SML ISUZU LIMITED

Gopal Bansal
(GOPAL BANSAL)
Whole-time Director &
Chief Financial Officer

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6. I hereby confirm that the electronic data, registers and all other relevant records related to remote e-voting and poll is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman consider, approves and signs the minutes of the AGM.

Thanking you,

Yours Sincerely,



Kanwaljit Singh
Company Secretary in Practice
CP No. 5870
FCS No. 5901
Date: 25-09-2015
Place : Chandigarh

Counter sign

For SML ISUZU LIMITED

Gopal Bansal

(GOPAL BANSAL)
Whole-time Director &
Chief Financial Officer