

Details of Resolutions passed in the 30th Annual General Meeting of SML ISUZU Ltd.

Date of the AGM	September 22, 2014
Total number of shareholders on record date	12001
No. of shareholders present in the meeting either in person or through proxy:	
<ul style="list-style-type: none"> • Promoters and promoter group • Public 	1 41
No. of shareholders attended the meeting through video conferencing:	N.A.
<ul style="list-style-type: none"> • Promoters and promoter group • Public 	

Agenda-wise

Item no.	Agenda	Resolution required (Ordinary/Special)	Mode of voting Poll / E-Voting)	Remarks
ORDINARY BUSINESS				
1	To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March 2014 including the audited Balance Sheet as at 31st March 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.	Ordinary	E-Voting & Poll at AGM	Passed with Requisite Majority
2	To declare dividend on equity shares	Ordinary	E-Voting & Poll at AGM	Passed with Requisite Majority
3	To appoint a Director in place of Mr. K. Okihira (DIN 05115075), who retires by rotation and being eligible, offers himself for re- appointment	Ordinary	E-Voting & Poll at AGM	Passed with Requisite Majority
4	To appoint a Director in place of Mr. Pankaj Bajaj (DIN 00337925), who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	E-Voting & Poll at AGM	Passed with Requisite Majority




5	Re-appointment of M/s B S R & Company as Auditors	Ordinary	E-Voting & Poll at AGM	Passed with Requisite Majority
SPECIAL BUSINESS				
6	Amendment in Article 86 & 117 of Articles of Association	Special	E-Voting & Poll at AGM	Passed with Requisite Majority
7	Appointment of Mr. Hiroshi Omino as Director liable to retire by rotation	Ordinary	E-Voting & Poll at AGM	Passed with Requisite Majority
8	Appointment of Mr. Kyoichiro Takashima as Director liable to retire by rotation	Ordinary	E-Voting & Poll at AGM	Passed with Requisite Majority
9.	Appointment of Mr. S.K. Tuteja as an Independent Director	Ordinary	E-Voting & Poll at AGM	Passed with Requisite Majority
10	Appointment of Mr. P.K. Nanda as an Independent Director	Ordinary	E-Voting & Poll at AGM	Passed with Requisite Majority
11	Appointment of Mr. A.K. Thakur as an Independent Director	Ordinary	E-Voting & Poll at AGM	Passed with Requisite Majority
12	Appointment of Mr. Sudhir Nayar as an Independent Director	Ordinary	E-Voting & Poll at AGM	Passed with Requisite Majority
13	Appointment of Dr. (Mrs.) Vasantha S. Bharucha as an Independent Director	Ordinary	E-Voting & Poll at AGM	Passed with Requisite Majority
14	Appointment of Mr. Eiichi Seto as Managing Director & Chief Executive Officer	Special	E-Voting & Poll at AGM	Passed with Requisite Majority
15	Appointment of Mr. Gopal Bansal as Director	Ordinary	E-Voting & Poll at AGM	Passed with Requisite Majority
16	Appointment of Mr. Gopal Bansal as Whole-time Director designated as Whole-time Director & Chief Financial Officer	Special	E-Voting & Poll at AGM	Passed with Requisite Majority




17	Appointment of Mr. Kei Katayama as Director, liable to retire by rotation	Ordinary	E-Voting & Poll at AGM	Passed with Requisite Majority
18	Appointment of Mr. Kei Katayama as Whole-time Director designated as Director - R&D	Special	E-Voting & Poll at AGM	Passed with Requisite Majority
19	Authority to the Board of Directors for borrowing money upto Rs. 500 crores	Special	E-Voting & Poll at AGM	Passed with Requisite Majority
20	Authority to the Board of Directors to create mortgage / charge on all or any of the immovable properties of the Company to secure the term loans / working capital facilities upto a sum of Rs 500 crores	Special	E-Voting & Poll at AGM	Passed with Requisite Majority




Details of Voting Results as per Clause 35A

Resolution No. 1 – To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March 2014 including the audited Balance Sheet as at 31st March 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

Resolution required : Ordinary
Mode of Voting : E-Voting

Promoter/Public	No. of shares held (1)	No. of votes E-Voted (2)	% of Votes E-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on E-Voting (6)=[(4)/(2)]*100	% of Votes against on votes E-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	6362306	100.00	6362306	0	100.00	0
Public – Institutional holders	3062889	3048538	99.53	3048538	0	100.00	0
Public - Others	5046451	2180712	43.21	2180612	100	100.00	0.00
Total A	14471646	11591556	80.10	11591456	100	100.00	0.00

Mode of Voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on Polled (6)=[(4)/(2)]*100	% of Votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	NA	NA	NA	NA	NA	NA
Public – Institutional holders	3062889	NA	NA	NA	NA	NA	NA
Public - Others	5046451	50	0.00	0	50	0	100.00
Total B	14471646	50	0.00	0	50	0	100.00

Result	14471646	11591606	80.10	11591456	150	100.00	0.00
---------------	-----------------	-----------------	--------------	-----------------	------------	---------------	-------------



Resolution No. 2 – To declare dividend on equity shares
Resolution required : Ordinary
Mode of Voting : E-Voting

Promoter/Public	No. of shares held (1)	No. of votes E-Voted (2)	% of Votes E-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on E-Voting (6)=[(4)/(2)]*100	% of Votes against on votes E-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	6362306	100.00	6362306	0	100.00	0
Public – Institutional holders	3062889	3048538	99.53	3048538	0	100.00	0
Public - Others	5046451	2180712	43.21	2180712	0	100.00	0
Total A	14471646	11591556	80.10	11591556	0	100.00	0

Mode of Voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on Polled (6)=[(4)/(2)]*100	% of Votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	NA	NA	NA	NA	NA	NA
Public – Institutional holders	3062889	NA	NA	NA	NA	NA	NA
Public - Others	5046451	50	0.00	0	50	0	100.00
Total B	14471646	50	0.00	0	50	0	100.00
Result	14471646	11591606	80.10	11591556	50	100.00	0.00



Resolution No. 3 – To appoint a Director in place of Mr. K. Okihira (DIN 05115075), who retires by rotation and being eligible, offers himself for re-appointment

Resolution required : Ordinary

Mode of Voting : E-Voting

Promoter/Public	No. of shares held (1)	No. of votes E-Voted (2)	% of Votes E-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on E-Voting (6)=[(4)/(2)]*100	% of Votes against on votes E-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	6362306	100.00	6362306	0	100.00	0
Public – Institutional holders	3062889	3048538	99.53	3016723	31815	98.96	1.04
Public - Others	5046451	2180712	43.21	2180612	100	99.99	0.01
Total A	14471646	11591556	80.10	11559641	31915	99.72	0.28

Mode of Voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on Polled (6)=[(4)/(2)]*100	% of Votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	NA	NA	NA	NA	NA	NA
Public – Institutional holders	3062889	NA	NA	NA	NA	NA	NA
Public - Others	5046451	50	0.00	50	0	100.00	0
Total B	14471646	50	0.00	50	0	100.00	0
Result	14471646	11591606	80.10	11559691	31915	99.72	0.28



Resolution No. 4 – To appoint a Director in place of Mr. Pankaj Bajaj (DIN 00337925), who retires by rotation and being eligible, offers himself for re-appointment

Resolution required : Ordinary
Mode of Voting : E-Voting

Promoter/Public	No. of shares held (1)	No. of votes E-Voted (2)	% of Votes on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on E-Voting (6)=[(4)/(2)]*100	% of Votes against on votes E-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	6362306	100.00	6362306	0	100.00	0
Public – Institutional holders	3062889	3048538	99.53	3048538	0	100.00	0
Public - Others	5046451	2180712	43.21	2180612	100	100.00	0.00
Total A	14471646	11591556	80.10	11591456	100	100.00	0.00

Mode of Voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on Polled (6)=[(4)/(2)]*100	% of Votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	NA	NA	NA	NA	NA	NA
Public – Institutional holders	3062889	NA	NA	NA	NA	NA	NA
Public - Others	5046451	50	0.00	0	50	0	100.00
Total B	14471646	50	0.00	0	50	0	100.00
Result	14471646	11591606	80.10	11591456	150	100.00	0.00



Resolution No. 5 – Re-appointment of M/s B S R & Company as Auditors

Resolution required : Ordinary
Mode of Voting : E-Voting

Promoter/Public	No. of shares held (1)	No. of votes E-Voted (2)	% of Votes E-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on E-Voting (6)=[(4)/(2)]*100	% of Votes against on votes E-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	6362306	100.00	6362306	0	100.00	0
Public – Institutional holders	3062889	3048538	99.53	3048538	0	100.00	0
Public - Others	5046451	2180712	43.21	2180612	100	100.00	0.00
Total A	14471646	11591556	80.10	11591456	100	100.00	0.00

Mode of Voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on Polled (6)=[(4)/(2)]*100	% of Votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	NA	NA	NA	NA	NA	NA
Public – Institutional holders	3062889	NA	NA	NA	NA	NA	NA
Public - Others	5046451	50	0.00	50	0	100.00	0
Total B	14471646	50	0.00	50	0	100.00	0
Result	14471646	11591606	80.10	11591506	100	100.00	0.00



Resolution No. 6 – Amendment in Article 86 & 117 of Articles of Association

Resolution required : Special
Mode of Voting : E-Voting

Promoter/Public	No. of shares held (1)	No. of votes E-Voted (2)	% of Votes E-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on E-Voting (6)=[(4)/(2)]*100	% of Votes against on votes E-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	6362306	100.00	6362306	0	100.00	0
Public – Institutional holders	3062889	3048538	99.53	3048538	0	100.00	0
Public - Others	5046451	2180711	43.21	2180611	100	100.00	0.00
Total A	14471646	11591555	80.10	11591455	100	100.00	0.00

Mode of Voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on Polled (6)=[(4)/(2)]*100	% of Votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	NA	NA	NA	NA	NA	NA
Public – Institutional holders	3062889	NA	NA	NA	NA	NA	NA
Public - Others	5046451	50	0.00	0	50	0	100.00
Total B	14471646	50	0.00	0	50	0	100.00
Result	14471646	11591605	80.10	11591455	150	100.00	0.00



Resolution No. 7 – Appointment of Mr. Hiroshi Omino as Director liable to retire by rotation

Resolution required : Ordinary
Mode of Voting : E-Voting

Promoter/Public	No. of shares held (1)	No. of votes E-Voted (2)	% of Votes E-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on E-Voting (6)=[(4)/(2)]*100	% of Votes against on votes E-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	6362306	100.00	6362306	0	100.00	0
Public – Institutional holders	3062889	3048538	99.53	3048538	0	100.00	0
Public - Others	5046451	2180712	43.21	2180611	101	100.00	0.00
Total A	14471646	11591556	80.10	11591455	101	100.00	0.00

Mode of Voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on Polled (6)=[(4)/(2)]*100	% of Votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	NA	NA	NA	NA	NA	NA
Public – Institutional holders	3062889	NA	NA	NA	NA	NA	NA
Public - Others	5046451	50	0.00	0	50	0	100.00
Total B	14471646	50	0.00	0	50	0	100.00
Result	14471646	11591606	80.10	11591455	151	100.00	0.00



Resolution No. 8 – Appointment of Mr. Kyoichiro Takashima as Director liable to retire by rotation

Resolution required : Ordinary

Mode of Voting : E-Voting

Promoter/Public	No. of shares held (1)	No. of votes E-Voted (2)	% of Votes E-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on E-Voting (6)=[(4)/(2)]*100	% of Votes against on votes E-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	6362306	100.00	6362306	0	100.00	0
Public – Institutional holders	3062889	3048538	99.53	3048538	0	100.00	0
Public - Others	5046451	2180712	43.21	2180612	100	100.00	0.00
Total A	14471646	11591556	80.10	11591456	100	100.00	0.00

Mode of Voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on Polled (6)=[(4)/(2)]*100	% of Votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	NA	NA	NA	NA	NA	NA
Public – Institutional holders	3062889	NA	NA	NA	NA	NA	NA
Public - Others	5046451	50	0.00	0	50	0	100.00
Total B	14471646	50	0.00	0	50	0	100.00
Result	14471646	11591606	80.10	11591456	150	100.00	0.00



Resolution No. 9 – Appointment of Mr. S.K. Tuteja as an Independent Director

**Resolution required : Ordinary
Mode of Voting : E-Voting**

Promoter/Public	No. of shares held (1)	No. of votes E-Voted (2)	% of Votes E-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on E-Voting (6)=[(4)/(2)]*100	% of Votes against on votes E-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	6362306	100.00	6362306	0	100.00	0
Public – Institutional holders	3062889	3048538	99.53	3048538	0	100.00	0
Public - Others	5046451	2180712	43.21	2180612	100	100.00	0.00
Total A	14471646	11591556	80.10	11591456	100	100.00	0.00

Mode of Voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on Polled (6)=[(4)/(2)]*100	% of Votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	NA	NA	NA	NA	NA	NA
Public – Institutional holders	3062889	NA	NA	NA	NA	NA	NA
Public - Others	5046451	50	0.00	50	0	100.00	0
Total B	14471646	50	0.00	50	0	100.00	0
Result	14471646	11591606	80.10	11591506	100	100.00	0.00



Resolution No. 10 – Appointment of Mr. P.K. Nanda as an Independent Director

Resolution required : Ordinary
Mode of Voting : E-Voting

Promoter/Public	No. of shares held (1)	No. of votes E-Voted (2)	% of Votes E-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on E-Voting (6)=[(4)/(2)]*100	% of Votes against on votes E-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	6362306	100.00	6362306	0	100.00	0
Public – Institutional holders	3062889	3048538	99.53	3048538	0	100.00	0
Public - Others	5046451	2180712	43.21	2180612	100	100.00	0.00
Total A	14471646	11591556	80.10	11591456	100	100.00	0.00

Mode of Voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on Polled (6)=[(4)/(2)]*100	% of Votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	NA	NA	NA	NA	NA	NA
Public – Institutional holders	3062889	NA	NA	NA	NA	NA	NA
Public - Others	5046451	0	0	0	0	0	0
Total B	14471646	0	0	0	0	0	0
Result	14471646	11591556	80.10	11591456	100	100.00	0.00



Resolution No. 11 – Appointment of Mr. A.K. Thakur as an Independent Director

Resolution required : Ordinary
Mode of Voting : E-Voting

Promoter/Public	No. of shares held (1)	No. of votes E-Voted (2)	% of Votes E-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on E-Voting (6)=[(4)/(2)]*100	% of Votes against on votes E-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	6362306	100.00	6362306	0	100.00	0
Public – Institutional holders	3062889	3048538	99.53	3048538	0	100.00	0
Public - Others	5046451	2180712	43.21	2180612	100	100.00	0.00
Total A	14471646	11591556	80.10	11591456	100	100.00	0.00

Mode of Voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on Polled (6)=[(4)/(2)]*100	% of Votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	NA	NA	NA	NA	NA	NA
Public – Institutional holders	3062889	NA	NA	NA	NA	NA	NA
Public - Others	5046451	0	0	0	0	0	0
Total B	14471646	0	0	0	0	0	0
Result	14471646	11591556	80.10	11591456	100	100.00	0.00



Resolution No. 12 – Appointment of Mr. Sudhir Nayyar as an Independent Director

Resolution required : Ordinary
Mode of Voting : E-Voting

Promoter/Public	No. of shares held (1)	No. of votes E-Voted (2)	% of Votes E-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on E-Voting (6)=[(4)/(2)]*100	% of Votes against on votes E-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	6362306	100.00	6362306	0	100.00	0
Public – Institutional holders	3062889	3048538	99.53	3048538	0	100.00	0
Public - Others	5046451	2180712	43.21	2180611	101	100.00	0.00
Total A	14471646	11591556	80.10	11591455	101	100.00	0.00

Mode of Voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on Polled (6)=[(4)/(2)]*100	% of Votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	NA	NA	NA	NA	NA	NA
Public – Institutional holders	3062889	NA	NA	NA	NA	NA	NA
Public - Others	5046451	50	0.00	50	0	100.00	0
Total B	14471646	50	0.00	50	0	100.00	0
Result	14471646	11591606	80.10	11591505	101	100.00	0.00



Resolution No. 13 – Appointment of Dr. (Mrs.) Vasantha S. Bharucha as an Independent Director

Resolution required : Ordinary
Mode of Voting : E-Voting

Promoter/Public	No. of shares held (1)	No. of votes E-Voted (2)	% of Votes E-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on E-Voting (6)=[(4)/(2)]*100	% of Votes against on votes E-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	6362306	100.00	6362306	0	100.00	0
Public – Institutional holders	3062889	3048538	99.53	3048538	0	100.00	0
Public - Others	5046451	2180712	43.21	2180612	100	100.00	0.00
Total A	14471646	11591556	80.10	11591456	100	100.00	0.00

Mode of Voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on Polled (6)=[(4)/(2)]*100	% of Votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	NA	NA	NA	NA	NA	NA
Public – Institutional holders	3062889	NA	NA	NA	NA	NA	NA
Public - Others	5046451	50	0.00	50	0	100.00	0
Total B	14471646	50	0.00	50	0	100.00	0
Result	14471646	11591606	80.10	11591506	100	100.00	0



Resolution No. 14 – Appointment of Mr. Eiichi Seto as Managing Director & Chief Executive Officer

Resolution required : Special
Mode of Voting : E-Voting

Promoter/Public	No. of shares held (1)	No. of votes E-Voted (2)	% of Votes E-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on E-Voting (6)=[(4)/(2)]*100	% of Votes against on votes E-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	6362306	100.00	6362306	0	100.00	0
Public – Institutional holders	3062889	3048538	99.53	3048538	0	100.00	0
Public - Others	5046451	2180712	43.21	2180612	100	100.00	0.00
Total A	14471646	11591556	80.10	11591456	100	100.00	0.00

Mode of Voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on Polled (6)=[(4)/(2)]*100	% of Votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	NA	NA	NA	NA	NA	NA
Public – Institutional holders	3062889	NA	NA	NA	NA	NA	NA
Public - Others	5046451	50	0.00	50	0	100.00	0
Total B	14471646	50	0.00	50	0	100.00	0
Result	14471646	11591606	80.10	11591506	100	100.00	0



Resolution No. 15 – Appointment of Mr. Gopal Bansal as Director

Resolution required : Ordinary
Mode of Voting : E-Voting

Promoter/Public	No. of shares held (1)	No. of votes E-Voted (2)	% of Votes E-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on E-Voting (6)=[(4)/(2)]*100	% of Votes against on votes E-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	6362306	100.00	6362306	0	100.00	0
Public – Institutional holders	3062889	3048538	99.53	3048538	0	100.00	0
Public - Others	5046451	2180712	43.21	2180611	101	100.00	0.00
Total A	14471646	11591556	80.10	11591455	101	100.00	0.00

Mode of Voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on Polled (6)=[(4)/(2)]*100	% of Votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	NA	NA	NA	NA	NA	NA
Public – Institutional holders	3062889	NA	NA	NA	NA	NA	NA
Public - Others	5046451	50	0.00	50	0	100.00	0
Total B	14471646	50	0.00	50	0	100.00	0
Result	14471646	11591606	80.10	11591505	101	100.00	0.00



Resolution No. 16 – Appointment of Mr. Gopal Bansal as Whole-time Director designated as Whole-time Director & Chief Financial Officer

Resolution required : Special

Mode of Voting : E-Voting

Promoter/Public	No. of shares held (1)	No. of votes E-Voted (2)	% of Votes E-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on E-Voting (6)=[(4)/(2)]*100	% of Votes against on votes E-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	6362306	100.00	6362306	0	100.00	0
Public – Institutional holders	3062889	3048538	99.53	3048538	0	100.00	0
Public - Others	5046451	2180712	43.21	2180609	103	100.00	0.00
Total A	14471646	11591556	80.10	11591453	103	100.00	0.00

Mode of Voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on Polled (6)=[(4)/(2)]*100	% of Votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	NA	NA	NA	NA	NA	NA
Public – Institutional holders	3062889	NA	NA	NA	NA	NA	NA
Public - Others	5046451	50	0.00	50	0	100.00	0
Total B	14471646	50	0.00	50	0	100.00	0
Result	14471646	11591606	80.10	11591503	103	100.00	0.00




Resolution No. 17 – Appointment of Mr. Kei Katayama as Director, liable to retire by rotation

Resolution required : Ordinary

Mode of Voting : E-Voting

Promoter/Public	No. of shares held (1)	No. of votes E-Voted (2)	% of Votes E-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on E-Voting (6)=[(4)/(2)]*100	% of Votes against on votes E-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	6362306	100.00	6362306	0	100.00	0
Public – Institutional holders	3062889	3048538	99.53	3048538	0	100.00	0
Public - Others	5046451	2180412	43.21	2180311	101	100.00	0.00
Total A	14471646	11591256	80.10	11591155	101	100.00	0.00

Mode of Voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on Polled (6)=[(4)/(2)]*100	% of Votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	NA	NA	NA	NA	NA	NA
Public – Institutional holders	3062889	NA	NA	NA	NA	NA	NA
Public - Others	5046451	50	0.00	50	0	100.00	0
Total B	14471646	50	0.00	50	0	100.00	0
Result	14471646	11591306	80.10	11591205	101	100.00	0.00



Resolution No. 18 – Appointment of Mr. Kei Katayama as Whole-time Director designated as Director - R&D

**Resolution required : Special
Mode of Voting : E-Voting**

Promoter/Public	No. of shares held (1)	No. of votes E-Voted (2)	% of Votes E-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on E-Voting (6)=[(4)/(2)]*100	% of Votes against on votes E-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	6362306	100.00	6362306	0	100.00	0
Public – Institutional holders	3062889	3048538	99.53	3048538	0	100.00	0
Public - Others	5046451	2180712	43.21	2180611	101	100.00	0.00
Total A	14471646	11591556	80.10	11591455	101	100.00	0.00

Mode of Voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on Polled (6)=[(4)/(2)]*100	% of Votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	NA	NA	NA	NA	NA	NA
Public – Institutional holders	3062889	NA	NA	NA	NA	NA	NA
Public - Others	5046451	50	0.00	50	0	100.00	0
Total B	14471646	50	0.00	50	0	100.00	0
Result	14471646	11591606	80.10	11591505	101	100.00	0.00



Resolution No. 19 – Authority to the Board of Directors for borrowing money upto Rs. 500 crores

Resolution required : Special
Mode of Voting : E-Voting

Promoter/Public	No. of shares held (1)	No. of votes E-Voted (2)	% of Votes E-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on E-Voting (6)=[(4)/(2)]*100	% of Votes against on votes E-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	6362306	100.00	6362306	0	100.00	0
Public – Institutional holders	3062889	3048538	99.53	3048538	0	100.00	0
Public - Others	5046451	2180712	43.21	2180611	101	100.00	0.00
Total A	14471646	11591556	80.10	11591455	101	100.00	0.00

Mode of Voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on Polled (6)=[(4)/(2)]*100	% of Votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	NA	NA	NA	NA	NA	NA
Public – Institutional holders	3062889	NA	NA	NA	NA	NA	NA
Public - Others	5046451	0	0	0	0	0	0
Total B	14471646	0	0	0	0	0	0
Result	14471646	11591556	80.10	11591455	101	100.00	0.00



Resolution No. 20 – Authority to the Board of Directors to create mortgage / charge on all or any of the immovable properties of the Company to secure the term loans / working capital facilities upto a sum of Rs 500 crores

Resolution required : Special
Mode of Voting : E-Voting

Promoter/Public	No. of shares held (1)	No. of votes E-Voted (2)	% of Votes E-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on E-Voting (6)=[(4)/(2)]*100	% of Votes against on votes E-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	6362306	100.00	6362306	0	100.00	0
Public – Institutional holders	3062889	3048538	99.53	3048538	0	100.00	0
Public - Others	5046451	2180712	43.21	2180611	101	100.00	0.00
Total A	14471646	11591556	80.10	11591455	101	100.00	0.00

Mode of Voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on Polled (6)=[(4)/(2)]*100	% of Votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6362306	NA	NA	NA	NA	NA	NA
Public – Institutional holders	3062889	NA	NA	NA	NA	NA	NA
Public - Others	5046451	0	0	0	0	0	0
Total B	14471646	0	0	0	0	0	0
Result	14471646	11591556	80.10	11591455	101	100.00	0.00



KANWALJIT SINGH
B. Com., A.C.S

S. C. O. 64-65, 1st Floor,
Sector 17-A, Madhya Marg,
Chandigarh - 160 017
Ph.: (O) 2701906,
Mobile : 99153 43212
E-mail : kanwalcs@gmail.com

The Chairman,
SML Isuzu Limited

Sub: Passing of Resolutions through E-voting and the Poll conducted at **30th Annual General Meeting of the Equity Shareholders of SML ISUZU Limited** held on Monday, the 22nd September, 2014 at 1.00 P.M. at its Registered Office at Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab.

Dear Sirs,

The Board of Directors of the Company at its meeting held on 8th August 2014 had appointed me as Scrutinizer for the purpose of the Voting by electronic means and by poll taken on the below mentioned resolutions, at the 30th Annual General Meeting of the Equity Shareholders of SML ISUZU Limited, held on Monday, the 22nd September, 2014 at 1.00 P.M. at its Registered Office at Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab.

The company had arranged the services of NSDL for extending the facility of E Voting to the members of the company from 15th September, 2014 (9.00 am) to 17th September, 2014 (upto 6.00 pm). The E voting results were unblocked by me on 19th September 2014 in the presence of two witnesses. For further details kindly refer to my Scrutinizers Report dated 19th September 2014 attached herewith.

At the 30th AGM of the company held on 22nd September 2014, the Chairman of the company had called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. For further details kindly refer to my Scrutinizers report dated 22nd September attached herewith.



The results of e-voting together with that of the Poll is as under:

Item no	Resolutions	Particulars of business	Votes in favour of the resolution	Votes against the resolution	Invalid votes
1.	Adoption of Financial Statements, the reports of the Board of Directors and Auditors for the year ended 31st March, 2014.	Evoting	11591456	100	0
		Poll	0	50	0
		Total	11591456	150	0
2.	Declaration of Dividend on Equity Shares.	Evoting	11591556	0	0
		Poll	0	50	
		Total	11591556	50	0
3.	Re-appointment of Mr. K. Okihiro as Director, who retires by rotation.	Evoting	11559641	31915	0
		Poll	50	0	0
		Total	11559691	31915	0
4.	Re-appointment of Mr. Pankaj Bajaj as Director, who retires by rotation.	Evoting	11591456	100	0
		Poll	0	50	0
		Total	11591456	150	0
5.	Re-appointment of M/s B S R & Company as Auditors.	Evoting	11591456	100	0
		Poll	50	0	0
		Total	11591506	100	0



6.	Amendment in Article 86 & 117 of Articles of Association	Evoting	11591455	100	0
		Poll	0	50	0
		Total	11591455	150	0
7.	Appointment of Mr. Hiroshi Omno as Director liable to retire by rotation.	Evoting	11591455	101	0
		Poll	0	50	0
		Total	11591455	151	0
8.	Appointment of Mr. Kyoichiro Takashima as Director liable to retire by rotation.	Evoting	11591456	100	0
		Poll	0	50	0
		Total	11591456	150	0
9.	Appointment of Mr. S.K. Tuteja as an Independent Director.	Evoting	11591456	100	0
		Poll	50	0	0
		Total	11591506	100	0
10.	Appointment of Mr. P. K. Nanda as an Independent Director.	Evoting	11591456	100	0
		Poll	0	0	50
		Total	11591456	100	50



11.	Appointment of Mr. A. K. Thakur as an Independent Director.	Evoting	11591456	100	0
		Poll	0	0	50
		Total	11591456	100	50
12.	Appointment of Mr. Sudhir Nayar as an Independent Director.	Evoting	11591455	101	0
		Poll	50	0	0
		Total	11591505	101	0
13.	Appointment of Dr. (Mrs.) Vasantha S. Bharucha as an Independent Director.	Evoting	11591456	100	0
		Poll	50	0	0
		Total	11591506	100	0
14.	Appointment of Mr. Eiichi Seto as Managing Director & CEO	Evoting	11591456	100	0
		Poll	50		0
		Total	11591506	100	0
15.	Appointment of Mr. Gopal Bansal as Director.	Evoting	11591455	101	0
		Poll	50	0	0
		Total	11591505	101	0
16.	Appointment of Mr. Gopal Bansal as Whole-time Director designated as Whole-time Director & Chief Financial Officer	Evoting	11591453	103	
		Poll	50	0	0
		Total	11591503	103	0



17.	Appointment of Mr. Kei Katayama as Director, liable to retire by rotation.	Evoting	11591155	101	0
		Poll	50	0	0
		Total	11591205	101	0
18.	Appointment of Mr. Kei Katayama as Whole-time Director designated as Director - R&D	Evoting	11591455	101	0
		Poll	50	0	0
		Total	11591505	101	0
19.	Authority to the Board of Directors for borrowing money upto Rs. 500 crores	Evoting	11591455	101	0
		Poll	0	0	50
		Total	11591455	101	50
20.	Authority to the Board of Directors to create mortgage / charge on all or any of the immovable properties of the Company to secure the term loans / working capital facilities upto a sum of Rs 500 crores	Evoting	11591455	101	0
		Poll	0	0	50
		Total	11591455	101	50

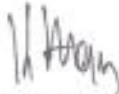
Based on the foregoing all resolutions voted upon under e-voting and poll may be considered as carried by requisite majority.



I hereby confirm that I have maintained the Registers, in respect of votes through e-Voting and Poll by the equity shareholders of the company. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



Kanwaljit Singh
Company Secretary in Practice
CP No. 5870
FCS No. 5901



Date: 22.09.2014
Place: Chandigarh

KANWALJIT SINGH
B. Com., A.C.S

S.C.O. 64-65, 1st Floor,
Sector 17-A, Madhya Marg,
Chandigarh - 160 017
Ph.: (O) 2701906,
Mobile : 99153 43212
E-mail : kanwalcs@gmail.com

19.09.2014

The Chairman,
SML Isuzu Limited
Village Asron,
Distt. Shahid Bhagat Singh Nagar (Formerly Nawanshahr)
Punjab-144 533

SUBJECT: Scrutinizer Report on E- Voting

Dear Sir,

1. The company appointed the undersigned as a scrutinizer for E- Voting pursuant to provision of Section 108 read with the Rules thereon as notified under the Companies Act, 2013 to give report on e-voting by the members in respect of the resolutions as set out in the Notice for Annual General Meeting dated 8th August 2014, convened to be held on 22nd September, 2014.
2. I submit the report as under:
 - a) Company published the notice for E Voting by the members in the English newspaper Hindustan Times & Indian Express and Punjabi newspaper Punjabi Tribune all dated 6th September 2014 as per rules on E Voting in the Companies Act, 2013.
 - b.) The E -voting for the resolutions was opened on 15th September, 2014 at 9.00 A.M and was closed on 17th September 2014 at 6.00 P.M. (open for 3 days)
 - c.) The E -votes were un-locked as per the code provided by NSDL on 19th September, 2014 in the presence of two independent witnesses who are not in the employment of the company, their names being Mr. Ajay Arora and Ms. Arshdeep Kaur.
 - d) The detail of E- voting has been maintained in electronic form and based on the votes casted, the result is as under:



Resolution No. 1

ORDINARY BUSINESS

Adoption of Financial Statements, the reports of the Board of Directors and Auditors for the year ended 31st March, 2014.

Particulars	Number of members Casted vote	Number of votes casted by them	% age
Votes in favour	54	11591456	99.999
Votes Against	1	100	0
Invalid votes	0	0	0
TOTAL	55	11591556	100.00

Resolution No. 2

ORDINARY BUSINESS

Declaration of Dividend on Equity Shares.

Particulars	Number of members Casted vote	Number of votes casted by them	% age
Votes in favour	55	11591556	100.00
Votes Against	0	0	0
Invalid votes	0	0	0
TOTAL	55	11591556	100.00

Resolution No. 3

ORDINARY BUSINESS

Re-appointment of Mr. K. Okihiro as Director, who retires by rotation.

Particulars	Number of members Casted vote	Number of votes casted by them	% age
Votes in favour	53	11559641	99.72
Votes Against	2	31915	0.28
Invalid votes	0	0	0
TOTAL	55	11591556	100.00



Resolution No. 4**ORDINARY BUSINESS**

Re-appointment of Mr. Pankaj Bajaj as Director, who retires by rotation.

Particulars	Number of members Casted vote	Number of votes casted by them	% age
Votes in favour	54	11591456	99.999
Votes Against	1	100	0
Invalid votes	0	0	0
TOTAL	55	11591556	100.00

Resolution No. 5**ORDINARY BUSINESS**

Re-appointment of M/s B S R & Company as Auditors.

Particulars	Number of members Casted vote	Number of votes casted by them	% age
Votes in favour	54	11591456	99.999
Votes Against	1	100	0
Invalid votes	0	0	0
TOTAL	55	11591556	100.00

Resolution No. 6**SPECIAL BUSINESS**

Amendment in Article 86 & 117 of Articles of Association (as Special Resolution).

Particulars	Number of members Casted vote	Number of votes casted by them	% age
Votes in favour	53	11591455	99.999
Votes Against	1	100	0
Invalid votes	0	0	0
TOTAL	54	11591555	100.00



Resolution No. 7**SPECIAL BUSINESS**

Appointment of Mr. Hiroshi Omino as Director liable to retire by rotation.

Particulars	Number of members Casted vote	Number of votes casted by them	% age
Votes in favour	53	11591455	99.999
Votes Against	2	101	0
Invalid votes	0	0	0
TOTAL	55	11591556	100.00

Resolution No. 8**SPECIAL BUSINESS**

Appointment of Mr. Kyoichiro Takashima as Director liable to retire by rotation.

Particulars	Number of members Casted vote	Number of votes casted by them	% age
Votes in favour	54	11591456	99.999
Votes Against	1	100	0
Invalid votes	0	0	0
TOTAL	55	11591556	100.00

Resolution No. 9**SPECIAL BUSINESS**

Appointment of Mr. S.K. Tuteja as an Independent Director.

Particulars	Number of members Casted vote	Number of votes casted by them	% age
Votes in favour	54	11591456	99.999
Votes Against	1	100	0
Invalid votes	0	0	0
TOTAL	55	11591556	100.00



Resolution No. 10
SPECIAL BUSINESS

Appointment of Mr. P. K. Nanda as an Independent Director

Particulars	Number of members Casted vote	Number of votes casted by them	% age
Votes in favour	54	11591456	99.999
Votes Against	1	100	0
Invalid votes	0	0	0
TOTAL	55	11591556	100.00

Resolution No. 11
SPECIAL BUSINESS

Appointment of Mr. A. K. Thakur as an Independent Director .

Particulars	Number of members Casted vote	Number of votes casted by them	% age
Votes in favour	54	11591456	99.999
Votes Against	1	100	0
Invalid votes	0	0	0
TOTAL	55	11591556	100.00

Resolution No. 12
SPECIAL BUSINESS

Appointment of Mr. Sudhir Nayar as an Independent Director.

Particulars	Number of members Casted vote	Number of votes casted by them	% age
Votes in favour	53	11591455	99.999
Votes Against	2	101	0
Invalid votes	0	0	0
TOTAL	55	11591556	100.00



Resolution No. 13**SPECIAL BUSINESS**

Appointment of Dr. (Mrs.) Vasantha S. Bharucha as an Independent Director.

Particulars	Number of members Casted vote	Number of votes casted by them	% age
Votes in favour	54	11591456	99.999
Votes Against	1	100	0
Invalid votes	0	0	0
TOTAL	55	11591556	100.00

Resolution No. 14**SPECIAL BUSINESS**

Appointment of Mr. Eichi Seto as Managing Director & CEO (as Special Resolution).

Particulars	Number of members Casted vote	Number of votes casted by them	% age
Votes in favour	54	11591456	99.999
Votes Against	1	100	0
Invalid votes	0	0	0
TOTAL	55	11591556	100.00

Resolution No. 15**SPECIAL BUSINESS**

Appointment of Mr. Gopal Bansal as Director.

Particulars	Number of members Casted vote	Number of votes casted by them	% age
Votes in favour	53	11591455	99.999
Votes Against	2	101	0
Invalid votes	0	0	0
TOTAL	55	11591556	100.00



Resolution No. 16**SPECIAL BUSINESS**

Appointment of Mr. Gopal Bansal as Whole-time Director designated as Whole-time Director & Chief Financial Officer (as Special Resolution).

Particulars	Number of members Casted vote	Number of votes casted by them	% age
Votes in favour	52	11591453	99.999
Votes Against	3	103	0
Invalid votes	0	0	0
TOTAL	55	11591556	100.00

Resolution No. 17**SPECIAL BUSINESS**

Appointment of Mr. Kei Katayama as Director, liable to retire by rotation.

Particulars	Number of members Casted vote	Number of votes casted by them	% age
Votes in favour	52	11591155	99.999
Votes Against	2	101	0
Invalid votes	0	0	0
TOTAL	54	11591256	100.00

Resolution No. 18**SPECIAL BUSINESS**

Appointment of Mr. Kei Katayama as Whole-time Director designated as Director - R&D (as Special Resolution).

Particulars	Number of members Casted vote	Number of votes casted by them	% age
Votes in favour	53	11591455	99.999
Votes Against	2	101	0
Invalid votes	0	0	0
TOTAL	55	11591556	100.00



Resolution No. 19**SPECIAL BUSINESS**

Authority to the Board of Directors for borrowing money upto Rs. 500 crores (as Special Resolution).

Particulars	Number of members Casted vote	Number of votes casted by them	% age
Votes in favour	53	11591455	99.999
Votes Against	2	101	0
Invalid votes	0	0	0
TOTAL	55	11591556	100.00

Resolution No. 20**SPECIAL BUSINESS**

Authority to the Board of Directors to create mortgage / charge on all or any of the immovable properties of the Company to secure the term loans / working capital facilities upto a sum of Rs 500 crores (as Special Resolution).

Particulars	Number of members Casted vote	Number of votes casted by them	% age
Votes in favour	53	11591455	99.999
Votes Against	2	101	0
Invalid votes	0	0	0
TOTAL	55	11591556	100.00

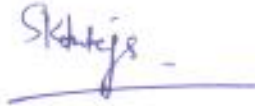
3. I have handed over Compact Disc related to E voting for safe custody to the Company secretary authorised to supervise the E voting.

4. Results may be declared as per report submitted.

Thanking You,
Yours faithfully,


(CS Kanwaljit Singh)
Scrutinizer
F5901




(S.K. TUTEJA)

KANWALJIT SINGH
B. Com., A.C.S

S.C.O. 64-65, 1st Floor,
Sector 17-A, Madhya Marg,
Chandigarh - 160 017
Ph.: (O) 2701906,
Mobile : 99153 43212
E-mail : kanwalcs@gmail.com

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

The Chairman,
SML Isuzu Limited

30th Annual General Meeting of the Equity Shareholders of SML ISUZU Limited held on Monday, the **22nd September, 2014** at 1.00 P.M. at its Registered Office at Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab.

Dear Sir,

I Kanwaljit Singh, Practicing Company Secretary, having my office at SCO 64-65, 1st Floor, Sector 17-A, Madhya Marg, Chandigarh 160017, appointed as Scrutinizer for the purpose of poll taken on the below mentioned resolutions, at the 30th Annual General Meeting of the Equity Shareholders of SML ISUZU Limited, held on Monday, the 22nd September, 2014 at 1.00 P.M. at its Registered Office at Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab, hereby submit my report as under:

1. After the time fixed for closing of the Poll by the Chairman, Ballot Box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked Ballot Box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The Poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of poll is as under:

(1) As on Ordinary Resolution-Item no 1

Adoption of Financial Statements, the reports of the Board of Directors and Auditors for the year ended 31st March, 2014.

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
1	50	100

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(2) As on Ordinary Resolution-Item no 2

Declaration of Dividend on Equity Shares

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
1	50	100

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil



(3) As on Ordinary Resolution-Item no 3

Re-appointment of Mr. K. Okihiro as Director, who retires by rotation.

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
1	50	100

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

4) As on Ordinary Resolution-Item no 4

Re-appointment of Mr. Pankaj Bajaj as Director, who retires by rotation.

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
1	50	100

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil



(5) As on Ordinary Resolution-Item no 5
Re-appointment of M/s B S R & Company as Auditors

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
1	50	100

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(6) As on Special Resolution-Item no 6
Amendment in Article 86 & 117 of Articles of Association

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
1	50	100

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil



(7) As on Ordinary Resolution-Item no 7

Appointment of Mr. Hiroshi Omino as Director liable to retire by rotation

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
1	50	100

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

8) As on Ordinary Resolution-Item no 8

Appointment of Mr. Kyoichiro Takashima as Director liable to retire by rotation

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
1	50	100

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil



(9) As on Ordinary Resolution-Item no 9

Appointment of Mr. S.K. Tuteja as an Independent Director.

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
1	50	100

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(10) As on Ordinary Resolution-Item no 10

Appointment of Mr. P. K. Nanda as an Independent Director.

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
1	50	100



(11) As on Ordinary Resolution-Item no 11
Mr. A. K. Thakur as an Independent Director

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
1	50	100

(12) As on Ordinary Resolution-Item no 12
Appointment of Mr. Sudhir Nayar as an Independent Director

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
1	50	100

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil



(13) As on Ordinary Resolution-Item no 13

Appointment of Dr. (Mrs.) Vasantha S. Bharucha as an Independent Director

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
1	50	100

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(14) As on Special Resolution-Item no 14

Appointment of Mr. Eiichi Seto as Managing Director & CEO

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
1	50	100

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(15) As on Ordinary Resolution-Item no 15

Appointment of Mr. Gopal Bansal as Director

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
1	50	100

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(16) As on Special Resolution-Item no 16

Appointment of Mr. Gopal Bansal as Whole-time Director designated as Whole-time Director & Chief Financial Officer

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
1	50	100

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(17) As on Ordinary Resolution-Item no 17

Appointment of Mr. Kei Katayama as Director, liable to retire by rotation

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
1	50	100

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(18) As on Special Resolution-Item no 18

Appointment of Mr. Kei Katayama as Whole-time Director designated as Director - R&D

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
1	50	100

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil



(19) As on Special Resolution-Item no 19

Authority to the Board of Directors for borrowing money upto Rs. 500 crores

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
1	50	100

(20) As on Special Resolution-Item no 20

Authority to the Board of Directors to create mortgage / charge on all or any of the immovable properties of the Company to secure the term loans / working capital facilities upto a sum of Rs 500 crores

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
1	50	100

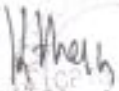


5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,


Kanwaljit Singh
Company Secretary in Practice
CP No. 5870
FCS No. 5901

Date: 22.09.2014
Place: Chandigarh