

**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/2014  
24th September, 2014

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 <b>Email-ID-Corp.relations@bseindia.com</b>
The Secretary National Stock Exchange of India Ltd. Capital Marketing-Listing Exchange Plaza, 5 <sup>th</sup> Floor Plot No.C/1, G Block Bandra – Kurla Complex Bandra (East), Mumbai 400 051	Fax No. 022-26598237-38 Phone: 26598235-36, 26598100 <b>Email-ID-cmlist@nseindia.com</b>

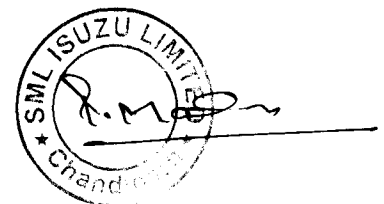
**Sub : Proceedings of the Annual General Meeting**

Dear Sirs,

We wish to inform that 30<sup>th</sup> Annual General Meeting of the Members of the Company was held on Monday, 22nd September 2014 at 1.00 PM at Registered Office of the Company at Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab 144 533 with the requisite quorum.

Pursuant to clause 31(d) of the Listing Agreement, following are the proceedings of the Meeting –

1. 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 were received, considered and adopted.
2. A Dividend of Rs. 3.00 per equity share of Rs. 10 each (i.e. 30%) for the financial year ended 31<sup>st</sup> March 2014, as recommended by the Board of Directors, was declared.
3. Mr. K. Okihiro (DIN 05115075) has been re-appointed as the Director of the Company, liable to by rotation.
4. Mr. Pankaj Bajaj (DIN 00337925) has been re-appointed as the Director of the Company, liable to retire by rotation.



5. M/s B S R & Company, Chartered Accountants (ICAI Firm Registration No. 128032W), has been re-appointed as the Auditors of the Company from conclusion of this Annual General Meeting to the conclusion of 35th Annual General Meeting to be held in the year 2019, subject to ratification at every Annual General Meeting and the Board of Directors has been authorised to fix their remuneration.
6. The approval has been granted, through a Special Resolution, to amend the existing Article 86 and Article 117 of Articles of Association of the Company.
7. Mr. Hiroshi Omino (DIN 06755944) has been appointed as a Director of the Company, liable to retire by rotation.
8. Mr. Kyoichiro Takashima (DIN 06604412) has been appointed as a Director of the Company, liable to retire by rotation.
9. Mr. S .K. Tuteja (DIN 00594076) has been appointed as an Independent Director of the Company for a term of five consecutive years commencing from 22nd September, 2014.
10. Mr. P.K. Nanda (DIN 00751931) has been appointed as an Independent Director of the Company for a term of five consecutive years commencing from 22nd September, 2014.
11. Mr. A.K. Thakur (DIN 00031778) has been appointed as an Independent Director of the Company for a term of five consecutive years commencing from 22nd September, 2014.
12. Mr. Sudhir Nayar (DIN 00200415) has been appointed as an Independent Director of the Company for a term of five consecutive years commencing from 22nd September, 2014.
13. Dr. (Mrs.) Vasantha S. Bharucha (DIN 02163753) has been appointed as an Independent Director of the Company for a term of five consecutive years commencing from 22nd September, 2014.
14. Mr. Eiichi Seto (DIN 02704734) has been appointed, through a special resolution, as Managing Director & Chief Executive Officer of the Company, for a period of five years with effect from 26th December, 2013. The Members of the Company have also approved the terms & conditions of his appointment, including remuneration.
15. Mr. Gopal Bansal (DIN 06836592) has been appointed as a Director of the Company.
16. Mr. Gopal Bansal (DIN 06836592) has been appointed, through a special resolution, as Whole-time Director of the Company, designated as Whole-time Director & Chief Financial Officer, for a period of five years with effect from 11th February, 2014. The Members of the Company have also approved the terms & conditions of his appointment, including remuneration.



SML ISUZU LIMITED  
P. M. N.

17. Mr. Kei Katayama (DIN 06942162) has been appointed as a Director of the Company, liable to retire by rotation.
18. Mr. Kei Katayama (DIN 06942162) has been appointed, through a special resolution, as Whole-time Director of the Company, designated as Director - R&D, for a period of three years with effect from 8th August 2014. The Members of the Company have also approved the terms & conditions of his appointment, including remuneration.
19. The Board of Directors has been authorised, pursuant to Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013, through a special resolution, to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 500 Crores (Rupees Five hundred crores) and to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit.
- Further, the Board of Directors (including any Committee thereof) has been authorized to take such steps and do such acts, deeds, matters and things as they deem fit and proper and give/send such notices/directions as may be necessary for the purpose of giving effect to the above.
20. The Board of Directors has been authorised, pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, through a Special Resolution, to create mortgage and/or charge on all or any of the immovable properties of the Company, both present and future, situated in the State of Punjab or any other place, and the whole of the undertaking of the Company, to or in favour of Banks / Institutions / Public Financial Institution(s)/ Bodies Corporate, as may be decided by the Board of Directors, to secure the terms loans and/or the working capital facilities granted / to be granted to the Company upto a sum of Rs. 500 Crores (Rupees Five hundred crores) by the Bank(s) / Institutions / Public Financial Institution(s) / Bodies Corporate.
- Further, the Board of Directors (including any Committee thereof) has been authorized to take such steps and do such acts, deeds, matters and things as they deem fit and proper and give/send such notices/directions as may be necessary for the purpose of giving effect to the above.

You are requested to take note of it.

Thanking you,

Yours faithfully

For SML ISUZU LIMITED



(PARVESH MADAN)

Company Secretary

[pmadan@smlisuzu.com](mailto:pmadan@smlisuzu.com)