

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, 5th Floor, Plot no. C/1, G Block Bandra- Kurla Complex Bandra (E), Mumbai – 400 051
Scrip Code: 505192	Scrip Code: SMLISUZU

Ref: Regulation 30 of the SEBI (LODR) Regulations, 2015**Subject: Postal Ballot Notice**

Dear Sir/Madam,

Pursuant to the Regulation 30 of the SEBI (LODR) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement for seeking approval of the Members of SML ISUZU LIMITED (“the Company”) on the following Special Business by way of Ordinary Resolution(s) as set out in the said Postal Ballot Notice through remote e-voting:

Item No.	Agenda Item
1	Appointment of Mr. Ryusuke Miyake (DIN: 10569281) as Non-Executive (Non-Independent) Director of the Company liable to retire by rotation
2	Appointment of Mr. Takahiro Jitoshō (DIN: 10551351) as Non-Executive (Non-Independent) Director of the Company liable to retire by rotation

The e-voting period will commence from **Wednesday, 24.04.2024 at 9.00 AM (IST)** and shall end on **Thursday, 23.05.2024 at 5.00 PM (IST)**. The e-voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter.

In compliance with the requisite circulars issued by Ministry of Corporate Affairs, the Notice of the Postal Ballot is being sent by electronic mode only, to those members whose names appeared in the Register of Members/List of Beneficial Owners, as at close of the business hours on **Friday, 19.04.2024 (the ‘cut-off date’)**, whose e-mail addresses are registered with the Company’s RTA/Depositories. The said Postal Ballot Notice is also available on the website of the Company at www.smlisuzu.com.

You are requested to take the same on your records.

Thanking you,

For SML ISUZU LIMITED

(PARVESH MADAN)

Company Secretary & Compliance Officer

pmadan@smlisuzu.com

ACS-31266

SML ISUZU Limited

Regd. Office & Works:

Village : Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahar) Punjab - 144533

T +91 1881 270255 F +91 1881 270223

Corporate Office : 204-205, Sector 34-A, Chandigarh - 160135

T +91 172 2647700-10 F +91 172 2615111 W www.smlisuzu.com CIN L50101PB1983PLC005516

Trucks & Buses

SML ISUZU LIMITED

Registered Office: Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr)
Punjab-144533; **Phone:** (91)-1881-270255, **Fax:** (91) 1881-270223
CIN: L50101PB1983PLC005516 **Website Address-** www.smlisuzu.com

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of **SML ISUZU LIMITED (“the Company”)** by means of Postal Ballot, only by way of remote e-voting process (“e-voting”), pursuant to Section 108, Section 110 and other applicable provisions of the Companies Act, 2013 (the “Act”), the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated 08.04.2020 and 17/2020 dated 13.04.2020 read with other relevant circulars including General Circular No. 09/2023 dated 25.09.2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice, is annexed hereto.

The Company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility to its Members.

In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its Members to cast their votes electronically. Members are requested to read carefully the instructions provided in the Notes covered in this Postal Ballot Notice so as to cast their vote.

The e-voting period will commence at 9:00 A.M. (IST) on (Wednesday) 24.04.2024 and end at 5:00 P.M. (IST) on (Thursday) 23.05.2024.

SPECIAL BUSINESS

Item No. 1- Appointment of Mr. Ryusuke Miyake (DIN: 10569281) as Non-Executive (Non-Independent) Director of the Company liable to retire by rotation

To consider and pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ryusuke Miyake (DIN: 10569281), who was appointed by the Board of Directors of the Company as Additional Director of the Company with effect from 01.04.2024 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 2- Appointment of Mr. Takahiro Jitosh (DIN: 10551351) as Non-Executive (Non-Independent) Director of the Company liable to retire by rotation

To consider and pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Takahiro Jitosh (DIN: 10551351), who was appointed by the Board of Directors of the Company as Additional Director of the Company with effect from 01.04.2024 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board
FOR SML ISUZU LIMITED**

sd/-

**(PARVESH MADAN)
Company Secretary
ACS-31266
Date: 15.04.2024**

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice, is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent **only** by electronic mode to those Members whose names appear on the Register of Members/List of Beneficial Owners as on **19.04.2024** (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company/Depositories. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes **are not** being sent to the Members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.smlisuzu.com, websites of the Stock Exchanges, that is, Bombay Stock Exchange of India Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Depository- NSDL at www.evoting.nsdl.com
4. In accordance with the MCA Circulars, the Company has issued a public notice on 07.04.2024 in Financial Express, The Indian Express and Punjabi Tribune requesting the Members to register their e-mail address for this Postal Ballot.

Members who have still not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) by submitting Form ISR-1 (available on the website of the Company at www.smlisuzu.com) duly filled and signed along with requisite supporting documents to Company's RTA at helpdeskdelhi@mcsregistrars.com or send at

- M/s MCS Share Transfer Agent Limited at F-65, 1st, Floor, Okhla Industrial Area, Phase-1, New Delhi –110020, if the shares are held in physical form.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes the Member after the Cut-Off Date should treat this notice for information purpose only.
6. Voting rights of a Member/Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to Section 108, Section 110 and other applicable provisions of the Act and the Rules made there under, the MCA Circulars and Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11.07.2023, as amended (“SEBI Master Circular”), and SS-2 and any amendments thereto, the Company is providing the e-voting facility to the Members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
8. **The e-voting period will commence at 9:00 A.M. (IST) on (Wednesday) 24.04.2024 and end at 5:00 P.M. (IST) on (Thursday)**

- 23.05.2024.** Members desiring to exercise their vote should cast their vote during this period only, to be eligible for being considered.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. **(Thursday) 23.05.2024.**
 10. The Board of Directors has appointed Mr. Kanwaljit Singh, a Practicing Company Secretary, (Membership No: 5901; CP No. 5870), as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
 11. The Scrutinizer will submit his report, after the scrutiny, to the Chairman or Managing Director of the Company or any person authorized by

- him. The result of e-voting shall be announced on or before **(Saturday) 25.05.2024**, and will be displayed on the Company's website www.smlisuzu.com and will also be communicated to Stock Exchanges, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited ("CDSL") (together the "Depositories") and MCS Share Transfer Agent Limited. The Company will also display the results at its Registered Office & Corporate Office.
12. All documents referred to in this Postal Ballot Notice will be available electronically until the last date of voting. Members seeking to inspect such documents can send an email to investors@smlisuzu.com.

PROCEDURE FOR 'E-VOTING' E-VOTING FACILITY

1. The Company is providing e-voting facility of National Securities Depository Limited (NSDL) to its Members to exercise their right to vote on the proposed resolutions by electronic means.
2. The e-voting facility will be available during the following period:

Commencement of e-voting- 9:00 A.M. (IST) on (Wednesday) 24.04.2024.
End of e-voting- 5:00 P.M. (IST) on (Thursday) 23.05.2024.

The manner of voting by –

- A.** Individual shareholders holding shares of the Company in demat mode,
- B.** Shareholders other than individuals holding shares of the Company in demat mode,
- C.** Shareholders holding shares of the Company in physical mode, and
- D.** Shareholders who have not registered their e-mail address, is explained in the instructions given herein below.

INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





STEP 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

As per SEBI master circular, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories/Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the

Type of shareholders	Login Method
	<p>home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is www.cdslindia.com OR click on New System Myeasi at https://web.cdslindia.com/myeasitoken/Home/Login After successful login of Easi/Easiest the user will also be able to see the E Voting Menu. The Menu will have link of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at www.cdslindia.com. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided link for

Type of shareholders	Login Method
	NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1.You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. After login, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote.

Important note: Members who are unable to retrieve User ID/ Password are advised to use forget User ID and forget password option available at above mentioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

4. Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
5. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 128390 then user ID is 128390001***

6. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' must have been communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

7. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
9. Now, you will have to click on “Login” button.
10. After you click on the “Login” button, Home page of e-Voting will open.

C) Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

- i) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), and AADHAR (self-attested scanned copy of Aadhar Card) by email at investors@smlisuzu.com.
- ii) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) at (investors@smlisuzu.com). If you are an Individual shareholder, holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
- iii) Alternatively, Members may send a request at evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated 09.12.2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Step 2: Cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” (**E-Voting Even Number – 128390**) of SML ISUZU LIMITED for this Postal Ballot. Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional/ Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolutions/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at kanwalcs@gmail.com with a copy marked to evoting@nsdl.com. They can also upload their Board Resolutions / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolutions / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Help/FAQ's Section of www.evoting.nsdl.com or send a request to evoting@nsdl.com. You can also send your queries / grievances relating to e-voting to: Ms. Pallavi Mhatre, Senior Manager at pallavid@nsdl.com or call at 022-24994545 or Helpdesk No: 022 - 4886 7000 and 022 - 2499 7000 or write at Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

ITEM NO: 1

The Board of Directors of the Company, based on the recommendation of its Nomination & Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, had approved the appointment of Mr. Ryusuke Miyake (DIN: 10569281) as Additional Director of the Company with effect from 01.04.2024.

In accordance with the applicable provisions of the Act and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), a listed entity shall ensure that approval of the Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Miyake would require the approval of the Members of the Company by 30.06.2024.

Mr. Miyake is not dis-qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent in writing to act as a Director.

The Company has also received notice under Section 160 of the Act from a Member proposing the candidature of Mr. Miyake for the office of Director of the Company.

It is the considered view of the Board that Mr. Miyake’s knowledge and experience will be of immense value to the Company. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 1 to the Notice.

Details of Mr. Miyake are provided in the “Annexure” to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Save and except Mr. Miyake, none of the other Directors / Key Managerial Personnel of the Company / relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO: 2

The Board of Directors of the Company, based on the recommendation of its Nomination & Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, had approved the appointment of Mr. Takahiro Jitoshō (DIN: 10551351) as Additional Director of the Company with effect from 01.04.2024.

In accordance with the applicable provisions of the Act and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that the approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Jitoshu would require the approval of the Members of the Company by 30.06.2024.

Mr. Jitoshu is not dis-qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent in writing to act as a Director.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Jitoshu for the office of Director of the Company.

It is the considered view of the Board that Mr. Jitoshu's knowledge and experience will be of immense value to the Company. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 2 to the Notice.

Details of Mr. Jitoshu are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Save and except Mr. Jitoshu, none of the other Directors / Key Managerial Personnel of the Company / relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the resolution.

By Order of the Board

SML ISUZU LIMITED

Sd/-

(PARVESH MADAN)

Company Secretary

ACS-31266

Dated: 15.04.2024

Annexure

Name of the Director	Ryusuke Miyake	Takahiro Jitoshō
Date of Birth (Age)	20.02.1967 (57 Years)	21.03.1978 (46 Years)
DIN No.	10569281	10551351
Original Date of Appointment	01.04.2024	01.04.2024
Qualification(s)	Graduated from the School of Political Science and Economics, Waseda University (Japan)	Graduated from the Department of Economics, School of Economics, Nagoya University (Japan)
Experience (including expertise in specific functional area)	<p>Mr. Miyake was appointed as Additional Director (Non-Executive) on the Board of the Company w.e.f 01.04.2024.</p> <p>He joined Sumitomo Corporation, Japan in April, 1990 and since then has held several positions in various departments/companies including Motor Vehicles Department-Tokyo, Liaison Office-Luanda & Damascus, Market Department-Automotive Division Europe, Market Department - Middle East & Africa, Automotive Sales & Marketing Department-Tokyo, Transportation & Construction System Division-Bangkok, Mobility Business Division-Tokyo, Toyota Ukraine, Toyota Canarias etc.</p> <p>Presently, he is Corporate Officer at Automotive Sales & Marketing SBU, Sumitomo Corporation (Japan).</p> <p>Mr. Miyake has 34 years of rich & global experience in various Departments/Companies.</p>	<p>Mr. Jitoshō was appointed as Additional Director (Non-Executive) on the Board of the Company w.e.f 01.04.2024.</p> <p>He joined Sumitomo Corporation, Japan in April, 2000 and since then has held several positions in various departments/companies including Steel Sheet & Strip International Trade Department-Tokyo, Sumisho Steel Corporation, Sumiputeh Steel Centre-Kuala Lumpur, Steel Sheet and Tubular Products for Automotive Industries Department-Tokyo, Flat Rolled & Wire Steel Department-Sumitomo Deutschland, Automotive Steel Sheet Products Business Department-Tokyo, Sumitomo Corporation Global Metals Co. Ltd., Corporate Planning & Coordination Department-Tokyo & Tubular Product Division-Tokyo etc.</p> <p>Presently, he is Chairman and Managing Director at Sumitomo Corporation India Private Limited, New Delhi w.e.f 31.03.2024.</p> <p>Mr. Jitoshō has 24 years of rich & global experience in various Departments/Companies.</p>

Name of the Director	Ryusuke Miyake	Takahiro Jitoshō
Terms and Conditions of appointment/ re-appointment including details of remuneration sought to be paid	Appointment on the basis of liable to retire by rotation and no remuneration (including any sitting fee) is payable.	
Details of remuneration last drawn (FY 2023-24)	NA	NA
Board Membership of other companies [excluding SML ISUZU Limited] as on 31.03.2024	<ul style="list-style-type: none"> • SC-Abeam Automotive Consulting • Toyota Libya F.Z.C (Chairman) • Summit Motors Vladivostok • Sucorpnivaria, S.L.U 	<ul style="list-style-type: none"> • Sumitomo Corporation India Private Limited w.e.f 31.03.2024 (Chairman and Managing Director)
Chairman [C]/Member[M] of the Committee of the Board of Directors of the companies in which he/she is a director as on 31.03.2024	<ul style="list-style-type: none"> • SML Isuzu Limited Nomination & Remuneration Committee [M] (w.e.f 01.04.2024) 	<ul style="list-style-type: none"> • SML Isuzu Limited Corporate Social Responsibility Committee [M] (w.e.f 01.04.2024)
No. of Board Meetings attended during FY 2023-2024	NA	NA
No. of shares held in the Company as on 31.03.2024	Nil	Nil
Relationship with other Directors and KMPs	None of the Directors of the Company are inter-se related to each other or with the Key Managerial Personnel of the Company.	

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**
Sd/-
(PARVESH MADAN)
Company Secretary
ACS-31266
Dated: 15.04.2024