

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 Special Resolution(s) as set out in the said Postal Ballot Notice, through remote e-voting:

Item No.	Agenda Item
1	To increase the borrowing limits of the Company under Section 180 (1) (c) of the Companies Act, 2013
2	To increase the existing limits for creating Mortgage/Hypothecation/ Charge on all or any of the movable and/ or immovable properties/assets of the Company under Section 180(1)(a) of the Companies Act, 2013

The e-voting period will commence from **Tuesday, 20.02.2024, at 9.00 AM (IST)** and shall end on **Wednesday, 20.03.2024, 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 business hours on **Friday, 16.02.2024 (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 the 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 commences at 9:00 A.M. (IST) on (Tuesday) 20.02.2024 and ends at 5:00 P.M. (IST) on (Wednesday) 20.03.2024.

SPECIAL BUSINESS

Item No. 1- To increase the borrowing limits of the Company under Section 180 (1) (c) of the Companies Act, 2013

To consider and pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the special resolution passed by the Members of the Company at the 30th Annual General Meeting, held on 22nd September 2014, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company, to borrow any sum or sums of monies from time to time, in any form, at their discretion, whether secured or unsecured, for the purpose of the business of the Company, from Banks, Financial Institutions, Bodies Corporate and/or other Persons, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital of the Company, free reserves and securities premium, provided, however, the total amount so borrowed (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of Rs. 600 Crore (Rupees Six Hundred Crore Only) plus the paid-up capital, free reserves and securities premium of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to execute all such deeds, documents, instruments and writings, as may be necessary and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the foregoing resolution including delegation of all or any of the above powers to any Committee(s) of Directors or any Director(s)/ Official(s) of the Company.

RESOLVED FURTHER THAT a true copy of the foregoing resolution certified to be true by any of the Directors or the Chief Financial Officer or the Company Secretary be furnished to the concerned authority(ies) and they be requested to act accordingly.”

Item No. 2- To increase the existing limits for creating Mortgage/Hypothecation/ Charge on all or any of the movable and/ or immovable properties/assets of the Company under Section 180(1)(a) of the Companies Act, 2013

To consider and pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the earlier special resolution passed by the Members of the Company at the 30th Annual General Meeting, held on 22nd September 2014, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the

Board of Directors of the Company to sell, lease or otherwise dispose of the properties/assets of the Company and/or whole or substantially the whole of the undertaking of the Company, wheresoever situated, in such form or manner as the Board may deem fit, including but not limited to mortgage, hypothecate, pledge, and/or create charge on all movable and/or immovable properties/assets, wheresoever situated, both present and future, of the Company in such manner as the Board may deem fit, in favor of the Banks, Financial Institutions, Bodies Corporate and/or other Persons, to secure the borrowing(s) availed/ to be availed by the Company by way of loan(s) or by way of securities or in any other form up to a sum of Rs. 750 Crore (Rupees Seven Hundred Fifty Crore).

RESOLVED FURTHER THAT the Board be and is hereby authorized to execute all such deeds, documents, instruments and writings, as may be necessary for creating the aforesaid mortgages/hypothecations and/or charges and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the foregoing resolution including delegation of all or any of the above powers to any Committee(s) of Directors or any Director(s)/ Official(s) of the Company.

RESOLVED FURTHER THAT a true copy of the foregoing resolution certified to be true by any of the Directors or the Chief Financial Officer or the Company Secretary be furnished to the concerned authority(ies) and they be requested to act accordingly.”

By Order of the Board

For SML ISUZU LIMITED

(PARVESH MADAN)

Company Secretary

ACS-31266

Date: 09.02.2024

Notes:

1. A Statement pursuant to Section 102(1) of 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 **16.02.2024** (“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 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, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, on the website of Company's RTA M/s MCS Share Transfer Agent Limited at www.mcsregistrars.com 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 **10.02.2024** 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 admin@mcsregistrars.com or send at - M/s MCS Share Transfer Agent Limited at F-65, 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 Sections 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 resolution 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 commences at 9:00 A.M. (IST) on (Tuesday) 20.02.2024 and ends at 5:00 P.M. (IST) on (Wednesday) 20.03.2024.** Members desiring to exercise their vote should cast their vote during this period only, to be eligible for being considered.
 9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. **(Wednesday) 20.03.2024.**
 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 **(Friday) 22.03.2024**, 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 (Tuesday) 20.02.2024
End of e-voting- 5:00 P.M. (IST) on (Wednesday) 20.03.2024.

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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<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 and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links 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 links for the respective ESP i.e. 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"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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. 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 website.

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 toll free no.: 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 127869 then user ID is 127869001***
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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' is 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 to 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) to (investors@smlisuzu.com). If you are an Individual shareholders 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 shareholder/members may send a request to 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 – 127869**) 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 resolution, 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 Resolution/ 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 Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / 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 download 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 +91 22 24994545 or Toll free 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

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company shall not borrow money in excess of the Company's paid-up share capital, free reserves and securities premium, (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), except with the consent of the Members accorded by way of a Special Resolution.

Earlier the Members of the Company, at the 30th Annual General Meeting of the Company, held on 22nd September 2014, had accorded their consent to the Board of Directors for borrowing upto an overall amount of Rs. 500 crore (Rupees Five Hundred Crore Only), apart from temporary loans obtained from the Company's Bankers in the ordinary course of business.

Keeping in view the future fund requirements of the Company, it is proposed to enhance the existing borrowing limits, accordingly, the approval of the Members is being sought by way of a special resolution, to increase the borrowing limits (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) from Rs. 500 crores (Rupees Five Hundred Crore Only) to Rs. 600 crore (Rupees Six Hundred Crore Only) plus the paid-up capital, free reserves and securities premium of the Company.

The Board of Directors of the Company recommend the Resolution as set out at Item No. 1 of the accompanying Notice for approval of the Members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in anyway, concerned or interested in the said resolution.

ITEM NO: 2

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of the Company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertaking(s), unless approval of the Members of the Company has been obtained by way of a special resolution. The mortgage/hypothecation/creation of charge by the Company on its properties/assets, as and when undertaken, for the borrowings availed or to be availed, may be considered to be the disposal of all or any part of its properties/assets/undertaking(s), and would attract the provisions of the Section 180(1)(a) of the Companies Act, 2013.

Earlier the Members of the Company, at the 30th Annual General Meeting of the Company, held on 22nd September 2014, had accorded their consent to the Board of Directors to create charge/mortgage on the properties/assets of the Company up to an amount of Rs. 500 crore (Rupees Five Hundred Crore Only).

Keeping in view the future fund requirements and proposed increase in the borrowing limits of the Company, as explained in Item No. 1, it is proposed to enhance the existing limits for creating Mortgage / Hypothecation / Charge on all or any of the movable and/ or immovable properties / assets / undertaking(s) of the Company from Rs. 500 Crore (Rupees Five Hundred Crore Only) to Rs. 750 Crore (Rupees Seven Hundred Fifty Crore Only).

The Board of Directors of the Company recommend the Resolution as set out at Item No. 2 of the accompanying notice for approval of the Members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in anyway, concerned or interested in the said resolution.

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**

(PARVESH MADAN)
Company Secretary
ACS-31266
Dated: 09.02.2024