

Dy. General Manager- Corporate Relationship Department BSE Limited	The Secretary, National Stock Exchange of India Ltd.
Scrip Code: 505192	Scrip Code: SMLISUZU

Dear Sir,

Outcome of Board Meeting – Regulation 30 of SEBI (LODR), 2015

This is to inform you that the Board of Directors of the Company at the Meeting held today 14th August, 2019 (Wednesday) at New Delhi have approved:

1. Unaudited Financial Results for the First Quarter ended 30th June, 2019

Approved the Unaudited Financial Results for the First Quarter ended 30th June, 2019. Copies of the un-audited Financial Results along with Limited Review Report from the Company's Statutory Auditors are enclosed herewith.

2. Re-appointment of Independent Directors

- (a) Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors have recommended re-appointment of **Mr S.K. Tuteja (DIN-00594076)** as an Independent Director (Non-Executive) of the Company for a second term with effect from 22nd September 2019 **for five years**, subject to approval of the Shareholders at the ensuing Annual General Meeting of the Company.
- (b) Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors have recommended re-appointment of **Mr. Sudhir Nayar (DIN-00200415)** as an Independent Director (Non-Executive) of the Company for a second term with effect from 22nd September 2019 **for five years**, subject to approval of the Shareholders at the ensuing Annual General Meeting of the Company.
- (c) Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors have recommended re-appointment of **Dr. Mrs. Vasantha S. Bharucha (DIN-02163753)** as an Independent Director (Non-Executive) of the Company for a second term with effect from 22nd September 2019 **for three years**, subject to approval of the Shareholders at the ensuing Annual General Meeting of the Company.

Mr. S.K. Tuteja, Mr. Sudhir Nayar and Dr. Mrs. Vasantha S. Bharucha are not related to the Promoter or Promoter Group and fulfill the criteria of independence as required under the provisions of the Companies Act, 2013 and the Rules framed thereunder and the Listing Regulations.

SML ISUZU Limited

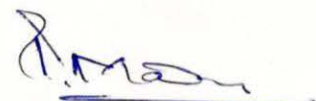
Corporate Office : 204-205, Sector 34-A, Chandigarh -160135

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Regd. Office & Works:

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

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Further, this is to confirm they are not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India (SEBI) or any other such authority.

It is also informed that Mr. P.K. Nanda (DIN 00121756) & Mr. A.K.Thakur (DIN 00031778), Independent Directors of the Company, whose current term is completing on 21st September, 2019, have conveyed that they do not wish to seek re-appointment as an Independent Director of the Company for the second term. Accordingly, their tenure as Director of the Company shall come to an end on 21st September, 2019.

3. Appointment of Mr. Chandra Shekhar Verma as an Independent Director

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors have recommended appointment of Mr. Chandra Shekhar Verma (**DIN 00121756**) as an "Additional Director (Non-Executive Independent Director)" on the Board of Directors of the Company with effect from 22nd September, 2019 for a term of **five years**, subject to approval of the Shareholders at the ensuing Annual General Meeting of the Company.

Mr. Chandra Shekhar Verma is not related to the Promoter, Promoter Group or Director of the Company and fulfill the criteria of independence as required under the provisions of the Companies Act, 2013 and the Rules framed thereunder and the Listing Regulations.

Further, this is to confirm that he is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India (SEBI) or any other such authority. Profile of Mr. Chandra Shekhar Verma is enclosed as **Annexure I**.

Annual General Meeting and Book Closure

The 35th Annual General Meeting of the Members of the Company will be held on Monday, 30th September, 2019

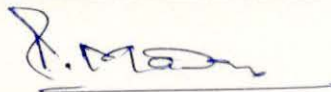
The Register of Members and Share Transfer books of the Company will be closed from 21st September, 2019 to 30th September, 2019 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.

The Board meeting commenced at 11.00 A.M. and concluded at 5:20 P.M

You are requested to kindly take note of the above information on your records.

Yours faithfully

For SML ISUZU LIMITED



(PARVESH MADAN)

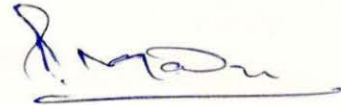
Company Secretary & Compliance Officer

pmadan@smlisuzu.com

ACS-31266

Annexure I**Profile of Mr. Chandra Shekhar Verma**

Mr. Chandra Shekhar Verma, a Fellow Member of The Institute of Company Secretaries of India and The Institute of Cost & Works Accountants of India, is a Commerce post-graduate with a Master's degree in Business Administration and Bachelor's degree in Law (LLB). He has vast experience of about 34 years mainly in public sector such as, Indian Railway Finance Corporation, Bharat Heavy Electricals Limited (BHEL), ITI Limited etc. His last assignment was as Chairman and Managing Director of Steel Authority of India Limited (SAIL).



SML ISUZU LIMITED

Regd. Office : Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr) - 144 533, Punjab

CIN : L50101PB1983PLC005516, Website: www.smlisuzu.com, Email id : investors@smlisuzu.com, T : 91 1881 270255, F: 91 1881 270223

STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30 JUNE 2019

(Rupees in Crores, except share data, per share data and unless otherwise stated)

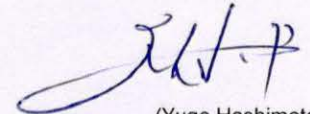
S.No.		Quarter Ended		Year ended	
		30.06.2019	31.03.2019	30.06.2018	31.03.2019
		Unaudited	Audited (Refer note 4)	Unaudited	Audited
1	INCOME				
	a) Revenue from operations	471.43	429.60	452.63	1,409.22
	b) Other income	0.66	1.44	0.80	4.49
	Total Income (1)	472.09	431.04	453.43	1,413.71
2	EXPENSES				
	a) Cost of materials consumed	264.93	364.19	278.86	1,058.22
	b) Purchase of stock-in-trade	14.67	19.54	15.10	66.01
	c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	85.73	(70.40)	49.36	(62.88)
	d) Employee benefits expense	43.31	44.37	41.67	166.70
	e) Finance cost	4.67	4.47	4.10	16.10
	f) Depreciation and amortisation expense	9.96	9.54	9.36	38.44
	g) Other expenses	26.30	31.03	28.06	106.79
	Total Expenses (2)	449.57	402.74	426.51	1,389.38
3	Profit before exceptional items and tax (1-2)	22.52	28.30	26.92	24.33
4	Exceptional items	-	-	-	-
5	Profit before tax (3-4)	22.52	28.30	26.92	24.33
6	Tax expense				
	- Current tax	4.73	5.73	5.86	5.38
	- Deferred tax	1.13	0.57	0.95	(0.62)
7	Profit for the period (5-6)	16.66	22.00	20.11	19.57
8	Other Comprehensive Income				
	A. (i) Items that will not be reclassified to Profit or loss				
	- Remeasurements of defined benefit plans	(0.73)	(3.36)	0.24	(2.64)
	(ii) Income tax related to items that will not be reclassified to profit or loss	0.26	1.18	(0.08)	0.93
	B. (i) Items that will be reclassified to Profit or loss				
	- Effective portion of gains / (losses) on hedging instruments in cash flow hedges	0.44	(0.93)	2.14	0.45
	(ii) Income tax related to items that will be reclassified to profit or loss	(0.15)	0.32	(0.75)	(0.16)
9	Total Comprehensive Income for the period (7+8) (comprising Profit and Other Comprehensive Income for the period)	16.48	19.21	21.66	18.15
10	Basic and diluted earnings per share (Rupees)	11.51	15.21	13.90	13.53
11	Paid-up equity share capital (face value Rs. 10 per share)	14.48	14.48	14.48	14.48
12	Other equity	-	-	-	399.11
	See accompanying notes to the unaudited financial results				



Notes :

- 1 The Company is primarily engaged in the business of manufacturing of commercial vehicles and related components which constitutes a single business segment and accordingly, disclosure requirements of Ind AS 108, 'Operating Segments' are not required to be given. As defined in Ind AS 108, the Chief Operating Decision Maker (CODM), i.e. the Board of Directors, evaluates the performance of the Company and allocates resources based on the analysis of the various performance indicators of the Company as a single unit.
- 2 The above unaudited results were reviewed by the Audit Committee on 13 August 2019 and approved by the Board of Directors in their meeting held on 14 August 2019. The unaudited results for the current quarter, have been subjected to limited review by the Statutory Auditors of the Company. The unmodified review report of the Statutory Auditors is being filed with the BSE and National Stock Exchange. For more details on the unaudited results, visit 'disclosure' section of our website at www.smlisuzu.com and 'Financial Results' in 'Corporates' section of www.nseindia.com and www.bseindia.com.
- 3 With effect from 1 April 2019, the Company has adopted IND AS 116 'Leases' ('the Standard') and applied the Standard to its leases, retrospectively using the modified retrospective approach. Accordingly, the Company has not restated the comparative information. This has resulted in recognition of a 'Right of use' asset and a corresponding lease liability of Rs. 8.54 crores as at 1 April 2019 in the financial results. In the financial results for the quarter ended 30 June 2019, the nature of expense in respect of operating leases has changed from rent in previous periods to depreciation for the 'Right of use' asset and finance cost for the interest expense on the corresponding lease liability.
- 4 The figures for the quarter ended 31 March 2019, as reported in these unaudited financial results, are the balancing figures between audited figures in respect of the full financial year ended 31 March 2019 and the published year to date figures upto the end of third quarter of the previous financial year i.e. 31 December 2018. Also, the figures upto the end of the third quarter had only been reviewed and not subjected to audit.
- 5 The Company had received allegations in respect of certain operational and financial matters from an employee and a former employee. The Company decided to internally investigate these allegations. While the work performed internally did not indicate any material financial impropriety, the Company considered it appropriate to get an external independent investigation done by experts who possess the necessary skills to carry out such work. Accordingly, the Company engaged an external firm to perform an investigation particularly to evaluate the appropriateness of certain transactions. As on date, this investigation is still ongoing and the Company expects it to be completed in entirety by 30 September 2019. Based on an assessment of the said allegations and of the findings that have resulted from the investigation performed by the said external firm thus far, the Board of Directors, Audit Committee and Management of the Company are of the view that while there may have been some control deficiencies, there is no evidence available till date that indicates the likelihood of any material adjustment to the financial results for the quarter ended 30 June 2019. This assessment includes detailed discussions with the said external firm and a review of the work done by them till date. The Company continues to work with its internal audit function to ensure further strengthening of its internal controls and processes.

**For and on behalf of
the Board of Directors**



(Yugo Hashimoto)
Managing Director & CEO
DIN: 08165797

Place: New Delhi
Date: 14 August 2019

B S R & Associates LLP

Chartered Accountants

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DLF Cyber City, Phase - II
Gurugram - 122 002, India

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Independent Auditor's Report on the Statement of Unaudited Financial Results of SML Isuzu Limited for the quarter ended 30 June 2019 pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015

To

Board of Directors of SML Isuzu Limited

- 1 We have reviewed the accompanying Statement of Unaudited Financial Results of SML Isuzu Limited ("the Company") for the quarter ended 30 June 2019 ("the Statement").
- 2 This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to issue a report on the Statement based on our review.
- 3 We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
- 4 Attention is drawn to the fact that the figures for the 3 months ended 31 March 2019 as reported in these financial results are the balancing figures between audited figures in respect of the full previous financial year and the published year to date figures up to the third quarter of the previous financial year. The figures up to the end of the third quarter of previous financial year had only been reviewed and not subjected to audit.
- 5 We draw attention to Note 5 of these financial results which describes that there is an ongoing investigation being carried out by an external firm in relation to allegations received by the Company. As further explained in the said note, based on an assessment of these allegations and of the findings that have resulted from the investigation performed by the said external firm thus far, the Board of Directors, Audit Committee and Management of the Company are of the view that there is no evidence available till date that indicates the likelihood of any material adjustment to these financial results. Our opinion is not modified in respect of this matter.

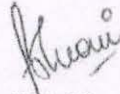
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- 6 Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For B S R & Associates LLP

Chartered Accountants

ICAI Firm Registration No.: 116231W/W-100024



Ashwin Bakshi

Partner

Membership No.: 506777

UDIN:- 19506777AAAAAN6693

Place: Gurugram

Date: 14 August 2019