

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2020
[Pursuant to Section 92(3) of the Companies Act, 2013 and
Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

FORM NO. MGT-9

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L50101PB1983PLC005516
ii)	Registration Date	26.07.1983
iii)	Name of the Company	SML ISUZU LIMITED
iv)	Category/Sub-Category of the Company	Public Limited Company (Limited by Shares)
v)	Address of the Registered Office and Contact details	Village Asron, District Shahid Bhagat Singh Nagar (Nawanshahr), Punjab-144 533 Tel: 01881-270255 Fax: (91) 1881-270223 Website: www.smlisuzu.com Email: investors@smlisuzu.com
vi)	Whether Listed Company	Yes
vii)	Name, Address and Contact details of Registrar and Share Transfer Agents	M/s MCS Share Transfer Agent Limited Sri Venkatesh Bhawan F-65, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 Tel: +91 11 41406149 Fax:+91 11 41709881 Email:helpdeskdelhi@mcsregistrars.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sr.No.	Name and Description of main Products / Services	NIC Code of the Product/ Service	% to total turnover of the Company
1	Trucks	29102	27%
2	Bus	29109	64%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sumitomo Corporation, Japan, a Body Corporate, is the Promoter of the Company and holds 43.96% shareholding of the Company. In terms of the provisions of Section 2(76) the Companies Act, the Company is an Associate Company of Sumitomo Corporation.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2019)				No. of shares held at the end of the year (as on 31.03.2020)				% change during the year
		Demat	Physical	Total	%age of Total Shares	Demat	Physical	Total	%age of Total Shares	
(A)	Promoter									
(1)	Indian	-	-	-	-	-	-	-	-	-
(a)	Individuals/HUF	-	-	-	-	-	-	-	-	-
(b)	Central Govt.	-	-	-	-	-	-	-	-	-
(c)	State Govt(s)	-	-	-	-	-	-	-	-	-
(d)	Bodies Corp.	-	-	-	-	-	-	-	-	-
(e)	Banks/FI	-	-	-	-	-	-	-	-	-
(f)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(1)	-	-	-	-	-	-	-	-	-
(2)	Foreign									
(a)	NRIs-Individuals	-	-	-	-	-	-	-	-	-
(b)	Other Individuals	-	-	-	-	-	-	-	-	-
(c)	Bodies Corp.	6362306	-	6362306	43.96	6362306	-	6362306	43.96	-
(d)	Banks/FI	-	-	-	-	-	-	-	-	-
(e)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(2)	6362306	-	6362306	43.96	6362306	-	6362306	43.96	-
	Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	6362306	-	6362306	43.96	6362306	-	6362306	43.96	-
(B)	Public Shareholding									
(1)	Institutions									
(a)	Mutual Funds	200833	-	200833	1.39	159890	-	159890	1.10	-0.29
(b)	Banks/FI	12356	850	13206	0.09	-	850	850	0.01	-0.08
(c)	Central Govt.	-	-	-	-	-	-	-	-	-
(d)	State Govt(s)	-	-	-	-	-	-	-	-	-
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f)	Insurance Companies	-	-	-	-	-	-	-	-	-
(g)	FIs	-	-	-	-	-	-	-	-	-
(h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i)	Alternate Investment Fund	-	-	-	-	50200	-	50200	0.35	0.35
(j)	Foreign Portfolio Investors	764903	-	764903	5.29	634615	-	634615	4.39	-0.90
	Sub-Total (B)(1)	978092	850	978942	6.77	844705	850	845555	5.85	-0.92

Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2019)				No. of shares held at the end of the year (as on 31.03.2020)				% change during the year
		Demat	Physical	Total	%age of Total Shares	Demat	Physical	Total	%age of Total Shares	
(2)	Non Institutions									
(a)	Bodies Corp.									
(i)	Indian	717068	300	717368	4.96	536642	200	536842	3.71	-1.25
(ii)	Overseas	2170747	-	2170747	15.00	2170747	-	2170747	15.00	-
(b)	Individuals									
(i)	Individual Shareholders holding nominal share capital upto Rs.1 lakh	2592242	221730	2813972	19.45	2857405	176008	3033413	20.96	1.51
(ii)	Individual Shareholders holding nominal share capital in excess of Rs.1 lakh	921492	-	921492	6.37	906409	30453	936862	6.47	0.10
(c)	Any Other									
(i)	NBFCs Registered with RBI	253	-	253	-	113	-	113	-	-
(ii)	Trust & Foundation	8240	-	8240	0.06	7740	-	7740	0.05	-0.01
(iii)	Cooperative Societies	-	-	-	-	-	-	-	-	-
(iv)	Non Resident Individual	257748	51000	308748	2.13	341360	31250	372610	2.58	0.45
(v)	IEPF MCA	189578	-	189578	1.31	205458	-	205458	1.42	0.11
	Sub-Total (B)(2)	6857368	273030	7130398	49.27	7025874	237911	7263785	50.19	0.92
	Total Public Shareholding (B)=(B)(1)+(B)(2)	7835460	273880	8109340	56.04	7870579	238761	8109340	56.04	-
(C)	Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
	GRAND TOTAL(A+B+C)	14197766	273880	14471646	100.00	14232885	238761	14471646	100.00	-

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 01.04.2019)			Shareholding at the end of the year (as on 31.03.2020)			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
1	Sumitomo Corporation, Japan	6362306	43.96	-	6362306	43.96	-	Nil
	TOTAL	6362306	43.96	-	6362306	43.96	-	Nil

(iii) Change in Promoters' Shareholding

Sr. No.		Shareholding at the beginning of the year (as on 01.04.2019)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	At the beginning of the year	6362306	43.96	6362306	43.96
2.	Date wise Increase / Decrease in Promoters Shareholding during the year	Nil	Nil	Nil	Nil
3.	At the end of the year	6362306	43.96	6362306	43.96

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	Name of Shareholders	Shareholding at the beginning of the year (as on 01.04.2019)		Increase/(Decrease) in shareholding				Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company	Date	Reason	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	ISUZU MOTORS LIMITED, JAPAN	2170747	15.00%	31.03.2020	At the end of year	-	-	2170747	15.00%
2	JUPITER INDIA FUND	455116	3.15%						
				10.01.2020	Sale of shares	18562	0.13%	436554	3.02%
				21.02.2020	Sale of shares	5183	0.04%	431371	2.98%
				06.03.2020	Sale of shares	5242	0.04%	426129	2.94%
				31.03.2020	At the end of year			426129	2.94%
3	SACHIN BANSAL	449988	3.11%						
				05.04.2019	Purchase of shares	24989	0.17%	474977	3.28%
				12.04.2019	Purchase of shares	23	0.00%	475000	3.28%
				21.06.2019	Purchase of shares	1000	0.01%	476000	3.29%
				12.07.2019	Purchase of shares	1000	0.01%	477000	3.30%
				27.09.2019	Sale of shares	5596	0.04%	471404	3.26%
				18.10.2019	Sale of shares	252	0.00%	471152	3.26%
				01.11.2019	Sale of shares	9928	0.07%	461224	3.19%
				08.11.2019	Sale of shares	9907	0.07%	451317	3.12%
				29.11.2019	Sale of shares	15317	0.11%	436000	3.01%

Sr. No.	Name of Shareholders	Shareholding at the beginning of the year (as on 01.04.2019)		Increase/(Decrease) in shareholding				Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company	Date	Reason	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
				06.12.2019	Sale of shares	5009	0.03%	430991	2.98%
				27.12.2019	Sale of shares	16000	0.11%	414991	2.87%
				03.01.2020	Sale of shares	3444	0.03%	411547	2.84%
				10.01.2020	Sale of shares	9164	0.06%	402383	2.78%
				17.01.2020	Sale of shares	16383	0.11%	386000	2.67%
				20.03.2020	Purchase of shares	20635	0.14%	406635	2.81%
				27.03.2020	Purchase of shares	19000	0.13%	425635	2.94%
				31.03.2020	At the end of Year			425635	2.94%
4	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LTD A/C ADITYA BIRLA SUN LIFE MNC FUND	144887	1.00%	31.03.2020	At the end of Year	-	-	144887	1.00%
5	NIHAR NILEKAN	49439	0.34%						
				17.05.2019	Purchase of shares	11788	0.08%	61227	0.42%
				24.05.2019	Purchase of shares	11212	0.08%	72439	0.50%
				31.05.2019	Purchase of shares	4474	0.04%	76913	0.54%
				07.06.2019	Purchase of shares	23705	0.16%	100618	0.70%
				14.06.2019	Purchase of shares	39354	0.27%	139972	0.97%
				31.03.2020	At the end of Year			139972	0.97%
6	JANHAVI NILEKANI	-	-						
				08.11.2019	Purchase of shares	139458	0.96%	139458	0.96%
				31.03.2020	At the end of Year			139458	0.96%
7	SAPNA GUPTA	-	-						
				31.12.2019	Purchase of shares	135000	0.93%	135000	0.93%
				06.03.2020	Sale of shares	51965	0.36%	83035	0.57%
				27.03.2020	Purchase of shares	16965	0.12%	100000	0.69%
				31.03.2020	At the end of Year			100000	0.69%
8	SACHIN BANSAL	96951	0.67%						
				05.04.2019	Purchase of shares	3049	0.02%	100000	0.69%
				21.06.2019	Purchase of shares	2150	0.01%	102150	0.70%
				28.06.2019	Purchase of shares	111081	0.77%	213231	1.47%
				05.07.2019	Purchase of shares	769	0.01%	214000	1.48%
				24.01.2020	Sale of shares	161	0.00%	213839	1.48%

Sr. No.	Name of Shareholders	Shareholding at the beginning of the year (as on 01.04.2019)		Increase/(Decrease) in shareholding				Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company	Date	Reason	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
				07.02.2020	Sale of shares	51339	0.35%	162500	1.13%
				14.02.2020	Sale of shares	13920	0.10%	148580	1.03%
				21.02.2020	Sale of shares	8610	0.06%	139970	0.97%
				28.02.2020	Sale of shares	3409	0.02%	136561	0.95%
				06.03.2020	Sale of shares	37196	0.26%	99365	0.69%
				31.03.2020	At the end of year			99365	0.69%
9	JUPITER SOUTH ASIA INVESTMENT COMPANY LIMITED - SOUTH ASIA ACCESS FUND	103801	0.72%						
				02.09.2019	Sale of shares	9549	0.07%	94252	0.65%
				27.09.2019	Sale of shares	1544	0.01%	92708	0.64%
				20.12.2019	Sale of shares	994	0.01%	91714	0.63%
				27.12.2019	Sale of shares	983	0.01%	90731	0.62%
				17.01.2020	Sale of shares	2134	0.01%	88597	0.61%
				28.02.2020	Sale of shares	2804	0.02%	85793	0.59%
				06.03.2020	Sale of shares	6056	0.04%	79737	0.55%
				31.03.2020	At the end of year			79737	0.55%
10	GLOBE CAPITAL MARKET LIMITED	-	-						
				19.07.2019	Purchase of shares	130	0.00%	130	0.00%
				26.07.2019	Purchase of shares	68022	0.47%	68152	0.47%
				02.08.2019	Purchase of shares	101	0.00%	68253	0.47%
				23.08.2019	Purchase of shares	200	0.00%	68453	0.47%
				13.09.2019	Sale of shares	164	0.00%	68289	0.47%
				20.09.2019	Sale of shares	100	0.00%	68189	0.47%
				30.09.2019	Purchase of shares	381	0.00%	68570	0.47%
				04.10.2019	Sale of shares	381	0.00%	68189	0.47%
				11.10.2019	Sale of shares	790	0.01%	67399	0.46%
				18.10.2019	Purchase of shares	46	0.00%	67445	0.46%
				25.10.2019	Sale of shares	3	0.00%	67442	0.46%
				01.11.2019	Purchase of shares	413	0.00%	67855	0.46%
				08.11.2019	Purchase of shares	35	0.00%	67890	0.46%

Sr. No.	Name of Shareholder's	Shareholding at the beginning of the year (as on 01.04.2019)		Increase/(Decrease) in shareholding				Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company	Date	Reason	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
				15.11.2019	Sale of shares	196	0.00%	67694	0.46%
				22.11.2019	Purchase of shares	1390	0.01%	69084	0.47%
				06.12.2019	Sale of shares	598	0.01%	68486	0.48%
				13.12.2019	Purchase of shares	500	0.00%	68986	0.48%
				20.12.2019	Purchase of shares	100	0.00%	69086	0.48%
				27.12.2019	Sale of shares	37625	0.26%	31461	0.22%
				31.12.2019	Sale of shares	2002	0.01%	29459	0.21%
				10.01.2020	Sale of shares	1066	0.01%	28393	0.20%
				17.01.2020	Sale of shares	166	0.00%	28227	0.20%
				24.01.2020	Sale of shares	484	0.00%	27743	0.20%
				07.02.2020	Sale of shares	1015	0.01%	26728	0.19%
				14.02.2020	Purchase of shares	29200	0.20%	55928	0.39%
				21.02.2020	Purchase of shares	2770	0.02%	58698	0.41%
				06.03.2020	Purchase of shares	3312	0.02%	62010	0.43%
				13.03.2020	Purchase of shares	421	0.00%	62431	0.43%
				20.03.2020	Purchase of shares	8065	0.06%	70496	0.49%
				27.03.2020	Purchase of shares	979	0.00%	71475	0.49%
				31.03.2020	Sale of shares	500	0.00%	70975	0.49%
				31.03.2020	At the end of year			70975	0.49%

(v) Shareholding of Directors and Key managerial Personnel

Sr. No.		Shareholding at the beginning of the year (as on 01.04.2019)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	At the beginning of the year	Mr. S.K.Tuteja holds 1400 shares in the Company			
2	Date wise Increase/Decrease in Shareholding during the year	No Increase/decrease during the year			
3	At the end of the year	Mr. S.K.Tuteja holds 1400 shares in the company			

(V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. In lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (As on 01.04.2019)				
i) Principal Amount	606.85	23,882.22	Nil	24,489.07
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	77.61	Nil	77.61
Total (i+ii+iii)	606.85	23,959.83	Nil	24,566.68
Change in Indebtedness during the financial year				
- Addition	89.97	20,328.22	Nil	20,418.19
- Reduction	Nil	27,439.53*	Nil	27,439.53
Net Change	89.97	(7111.31)	Nil	(7,021.34)
Indebtedness at the end of the financial year (as on 31.03.2020)				
i) Principal Amount	696.82	16,770.30	Nil	17,467.12
iii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	78.22	Nil	78.22
Total (i+ii+iii)	696.82	16,848.52	Nil	17,545.34

* Includes repayment of ECB Loan of Rs. 2,311.92 lacs (net off foreign exchange fluctuation loss amounting to Rs. 688.08 lacs)

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (for FY 2019-20)
A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(Rs. In lakhs)

Sl. No.	Particulars of Remuneration	Name of MD / WTD			Total Amount
		Yugo Hashimoto Managing Director & CEO	Gopal Bansal Whole-time Director & CFO	Tadanao Yamamoto Director-(Quality Assurance)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	63.00	133.61	45.60	242.21
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	17.44	9.82	11.15	38.41
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-

Sr. No.	Particulars of Remuneration	Name of MD / WTD			Total
		Yugo Hashimoto <i>Managing Director & CEO</i>	Gopal Bansal <i>Whole-time Director & CFO</i>	Tadanao Yamamoto <i>Director-(Quality Assurance)</i>	
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others (Employer Contribution to PF and Superannuation Fund)	-	11.51	-	11.51
	Total (A)	80.44	154.94	56.75	292.13
	Ceiling as per the Act	Remuneration paid to Mr. Yugo Hashimoto, Mr. Gopal Bansal and Mr. Tadanao Yamamoto is within the limits prescribed under Schedule V of the Companies Act, 2013. (Approval of Shareholders obtained in the AGM held on 9th August, 2018 and 30th September, 2019).			

B. Remuneration to other directors

(Rs. in lakhs)

Sr. No.	Particulars of Remuneration	Name of Directors						Total Amount
		S K Tuteja	A K Thakur <i>(Refer Note 1)</i>	P K Nanda <i>(Refer Note 1)</i>	Sudhir Nayar	Dr. (Mrs.) Vasantha S Bharucha	Chandra Shekhar Verma <i>(Refer Note 2)</i>	
1	Independent Directors							
	● Fee for attending board / committee meetings	10.8	2.7	3.6	5.7	3.6	2.7	29.1
	● Commission	-	-	-	-	-	-	-
	● Others	-	-	-	-	-	-	-
	Total (1)	10.8	2.7	3.6	5.7	3.6	2.7	29.1
2	Other Non-Executive Directors	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-	-
	Total =(1+2)	10.8	2.7	3.6	5.7	3.6	2.7	29.1
	Ceiling as per the Act (for Commission)	Not Applicable						
	Total Managerial Remuneration(A+B)	Rs. 292.1 lakhs (excluding sitting fee of Rs. 29.1 lakhs)						
	Overall Ceiling as per the Act	Not Applicable						

Note : 1 . Term completed on 21.09.2019

2 . Appointed on 22.09.2019

C. Remuneration to Key Managerial Personnel other than MD /Manager /WTD

(Rs. In lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	Total
		Parvesh Madan Company Secretary	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	26.75	26.75
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2.78	2.78
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit	-	-
5	Others (Employer Contribution to PF and Superannuation Fund)	3.62	3.62
	Total	33.15	33.15

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties/punishment/compounding of offences for the year ended 31st March, 2020.