SML ISUZU LIMITED
Registered Office: Village Asron, District Shahid Bhagat Singh Nagar (Nawanshahr), Punjab - 144533
Corporate Identification Number ("**CIN**"): L50101PB1983PLC005516
Tel No.: +91 172 2647700-02; **Website**: www.smlisuzu.com

Recommendations of the Committee of Independent Directors ("IDC") of SML Isuzu Limited ("Target Company") on the Open Offer (*as defined below*) made by Mahindra & Mahindra Limited ("Acquirer") to the Eligible Shareholders of the Target Company ("Shareholders"), under Regulation 26(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations").

1.	Date	2nd August, 2025
2.	Name of the Target Company (TC)	SML Isuzu Limited
3.	Details of the Open Offer pertaining to the TC	Open offer for the acquisition of up to 37,62,628 (thirty seven lakh sixty two thousand six hundred and twenty eight) fully paid-up equity shares of the Target Company having face value of INR 10 each (Indian Rupees Ten only) ("**Equity Shares**"), representing 26.00% of the Voting Share Capital of the Target Company, at a price of INR 1,554.60 (Indian Rupees One Thousand Five Hundred Fifty Four and Sixty Paise only) per Equity Share ("**Offer Price**") from the Shareholders of the Target Company, in compliance with the requirements under the SEBI (SAST) Regulations ("**Open Offer**"). The public announcement dated 26th April, 2025 ("**PA**"), the detailed public statement published on 5th May, 2025 ("**DPS**"), the draft letter of offer dated 13th May, 2025 ("**DLOF**"), and the letter of offer dated 30th July, 2025 ("**LOF**") have been issued by Kotak Mahindra Capital Company Limited ("**Manager to the Offer**") on behalf of the Acquirer.
4.	Name(s) of the Acquirer and PACs with the Acquirer	**Acquirer**: Mahindra & Mahindra Limited **PACs**: There are no persons acting in concert (PACs) with the Acquirer for the purposes of the Open Offer.
5.	Name of the Manager to the Open Offer	**Kotak Mahindra Capital Company Limited** **Registered Address:** 27BKC, 1st Floor, Plot No. C-27, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 **Contact Person:** Mr Ganesh Rane **Tel. No.:** +91 22 6218 5905 **Fax No.:** +91 22 6713 2447 **Email:** smlisuzu.openoffer@kotak.com **SEBI Registration Number:** INM000008704 **Validity Period:** Permanent Registration
6.	Members of the Committee of Independent Directors (*Please indicate the chairperson of the Committee separately*)	a. Mr. C.S. Verma (Chairperson) b. Mr. Arun Kumar Malhotra (Member) c. Mr. Ravi Venkatraman (Member)
7.	IDC Member's relationship with the TC (Director, equity shares owned, any other contract/ relationship), if any	All members of the IDC are independent directors on the board of directors of the Target Company. None of the members of the IDC hold any equity shares or other securities of the Target Company or have any contract/

		relationship with the Target Company other than their appointment as independent directors of the Target Company.
8.	Trading in the equity shares/ other securities of the TC by IDC Members	None of the members of the IDC have traded in any of the equity shares/ securities of the Target Company during the: (a) 12 months period preceding the date of the PA; and (b) period from the date of the PA and till the date of this recommendation.
9.	IDC Member's relationship with the Acquirer and PACs (Director, equity shares owned, any other contract/ relationship), if any.	None of the members of the IDC are on the board of the Acquirer/ hold any equity shares of the Acquirer or have any contract/ relationship with the Acquirer, except for the following: (a) Mr. Arun Kumar Malhotra holds 7,400 shares of the Acquirer, and (b) Mr. Ravi Venkatraman and one of his relatives hold an aggregate of 1,356 shares of the Acquirer.
10.	Trading in the equity shares/ other securities of the Acquirer and PACs by IDC Members	None of the members of the IDC have traded in any of the equity shares/ securities of the Acquirer during the: (a) 12 months period preceding the date of the PA; and (b) period from the date of the PA and till the date of this recommendation.
11.	Recommendation on the Open Offer, as to whether the offer is fair and reasonable	The IDC has perused the PA, DPS, DLOF and LOF issued by the Manager to the Offer on behalf of the Acquirer, in connection with the Open Offer. SSPA & CO., Chartered Accountants ("**SSPA**"), which was appointed by the IDC to provide its independent opinion with respect to the Offer Price, has provided its opinion that: (i) the Offer Price offered by the Acquirer is in accordance with the Regulation 8(2) of SEBI (SAST) Regulations; and (ii) the Offer Price is fair and reasonable as on PA date. Based on the above, the IDC is of the opinion that the Offer Price of INR 1,554.60 (Indian Rupees One Thousand Five Hundred Fifty Four and Sixty Paise only) per Equity Share is in accordance with the applicable regulations of the SEBI (SAST) Regulations and appears to be fair and reasonable.
12.	Summary of reasons for recommendations	The IDC has perused the PA, DPS, DLOF and LOF issued by the Manager to the Offer on behalf of the Acquirer, in connection with the Open Offer, and the report dated 31st July, 2025 provided by SSPA, independent advisor to the IDC. The recommendation of the IDC set out in paragraph 11 above is based on the following: a. The Offer Price is in accordance with Regulation 8(2) of the SEBI (SAST) Regulations i.e., being highest of the prescribed parameters. The Offer Price is (i) higher than the negotiated price for acquisition of Equity Shares by the Acquirer, i.e., INR 650 (Indian Rupees Six Hundred and Fifty only); and (ii) equal to the volume-weighted

		average market price of the Equity Shares during the period of 60 trading days immediately preceding the date of the PA, i.e., INR 1,554.60 (Indian Rupees One Thousand Five Hundred Fifty Four and Sixty Paise only) per Equity Share; and b. The report dated 31st July, 2025 provided by SSPA, independent advisor to the IDC, stating that: (i) the Offer Price offered by the Acquirer is in accordance with the Regulation 8(2) of SEBI (SAST) Regulations; and (ii) the Offer Price is fair and reasonable as on PA date. However, the members of the IDC draw attention of the Shareholders to the closing market price of the Equity Shares of the Target Company on the National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**") as on 1st August, 2025, being INR 3,471.30 and INR 3,469.40 per Equity Share, respectively, which is higher than the Offer Price. The Shareholders of the Target Company are advised to independently evaluate the Open Offer and take an informed decision about tendering the Equity Shares held by them in the Open Offer. This statement of recommendation will be available on the website of the Target Company at: www.smlisuzu.com
13.	Details of voting pattern	The recommendations were unanimously approved by the members of the IDC present at the meeting of the IDC held on 2nd August, 2025.
14.	Details of Independent Advisors, if any	SSPA & CO., Chartered Accountants
15.	Any other matter to be highlighted	None

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respects, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under the SEBI (SAST) Regulations.

For and on behalf of the Committee of the Independent Directors of SML Isuzu Limited

C.S. Verma
Chairperson – Committee of Independent Directors
DIN: 00121756

Date: 2nd August, 2025
Place: New Delhi