



## MARUTI SUZUKI INDIA LIMITED

CIN: L34103DL1981PLC011375  
Registered Office: 1, Nelson Mandela Road, Vasant Kunj  
New Delhi -110 070, India  
Tel: 011-46781000 / 011-46150275  
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### NOTICE

NOTICE is hereby given that the 33<sup>rd</sup> Annual General Meeting of the members of Maruti Suzuki India Limited will be held at 10:00 a.m. on Thursday, the 4<sup>th</sup> September 2014 at the Air Force Auditorium, Subroto Park, New Delhi – 110 010 to transact the following business:

1. To receive, consider and adopt the financial statements of the Company for the year ended 31<sup>st</sup> March 2014 including the audited Balance Sheet as at 31<sup>st</sup> March 2014, the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a director in place of Mr. R.C. Bhargava (DIN: 00007620), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Kazuhiko Ayabe (DIN: 02917011), who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139 and other applicable provisions of the Companies Act, 2013, M/s Price Waterhouse (Registration No. FRN301112E), Chartered Accountants, the retiring auditors of the Company, having offered themselves for re-appointment, be and are hereby re-appointed as the auditors of the Company to hold office from the conclusion of the 33<sup>rd</sup> annual general meeting upto the conclusion of the 34<sup>th</sup> annual general meeting of the Company at a remuneration to be fixed by the board and reimbursement of out of pocket expenses incurred in connection with the audit.”

#### 6. Appointment of Mr. Toshiaki Hasuike as Director

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the rules made thereunder, Mr. Toshiaki Hasuike in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director be and is hereby appointed as Director liable to retire by rotation.”

#### 7. Appointment of Mr. Masayuki Kamiya as Whole-time Director designated as Director (Production)

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Article 91(2) and 91(6) of the Articles of Association of the Company and Sections 196 and 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent be and is hereby accorded for appointment of Mr. Masayuki Kamiya (DIN: 02201963) as Whole time Director designated as Director (Production) and for payment of the following remuneration with effect from 28<sup>th</sup> October 2013 till the close of business hours of 30<sup>th</sup> July 2014:

- a) **Basic Salary:** Rs. 74,64,000/- per annum in the scale of Rs. 65,00,000/- to Rs. 90,00,000/- per annum with authority to the board (which expression shall include a committee thereof) to revise his salary from time to time. The annual increments will be merit based and take into account the Company's performance.
- b) **Special Salary:** Rs. 12,00,000/- per annum (Fixed).
- c) **Performance Linked Bonus:** A performance linked bonus equivalent to a guaranteed minimum of four months' basic salary and a maximum of ten months' basic salary, to be paid annually, with authority to the board (which expression shall include a committee thereof) to fix the same based on certain performance criteria to be laid down by the board.
- d) **Perquisites and Allowances:** In addition to the salary and performance linked bonus, he shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with the reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings, repairs, servants' salaries, society charges and property tax etc.; medical reimbursement, medical / accident insurance,

leave travel concession for himself and his family; club fees and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the board of directors and him; provided that such perquisites and allowances will be Rs. 51,00,000/- per annum with authority to the board (which expression shall include a committee thereof) to increase it from time to time upto a maximum of Rs. 60,00,000/- per annum.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per income tax rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

In addition, he will be entitled for a contribution to the provident and pension fund as per applicable law in force from time to time.

Provision for the use of Company's car for official duties and telephone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

#### **Minimum Remuneration**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, in the event of loss or inadequacy of profits, the Company will subject to applicable laws, pay remuneration by way of basic and special salary, performance linked bonus not exceeding four months' basic salary, perquisites and allowances as specified above."

#### **8. Appointment of Mr. Shigetoshi Torii as Whole-time Director designated as Director (Production)**

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the Article 91(2) and 91(6) of the Articles of Association of the Company and Sections 196 and 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent be and is hereby accorded, for appointment of Mr. Shigetoshi Torii (DIN: 06437336) as Whole time Director designated as Director (Production) and for payment of the following remuneration with effect from 31<sup>st</sup> July 2014 for a period of three years:

- a) **Basic Salary:** Rs. 86.64 Lac per annum in the scale of Rs. 85 Lac to Rs. 150 Lac per annum with authority to the board (which expression shall include a committee thereof) to revise his salary from time to time. The annual increments will be merit based and take into account the Company's performance.
- b) **Special Salary:** Rs. 12 Lac per annum with authority to the board (which expression shall include a committee thereof) to revise it upto Rs. 30 Lac per annum from time to time.
- c) **Performance Linked Bonus:** A performance linked bonus equivalent to a guaranteed minimum of four months' basic salary and a maximum of ten months' basic salary, to be paid annually, with authority to the board (which expression shall include a committee thereof) to fix the same based on certain performance criteria to be laid down by the board.
- d) **Perquisites and Allowances:** In addition to the salary and performance linked bonus, he shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with the reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings, repairs, servants' salaries, society charges and property tax etc.; medical reimbursement, medical / accident insurance, leave travel concession for himself and his family; club fees and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the board of directors and him; provided that such perquisites and allowances will be Rs. 51 Lac per annum with authority to the board (which expression shall include a committee thereof) to increase it from time to time upto a maximum of Rs. 120 Lac per annum.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per income tax rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

In addition, he will be entitled for a contribution to the provident and pension fund as per applicable law in force from time to time.

Provision for the use of Company's car for official duties and telephone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

#### **Minimum Remuneration**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, in the event of loss or inadequacy of profits, the Company will subject to applicable laws, pay remuneration by way of basic and special salary, performance linked bonus not exceeding four months' basic salary, perquisites and allowances as specified above."

**9. Increase in remuneration of Mr. Toshiaki Hasuike, Joint Managing Director**

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the Article 91(6) of the Articles of Association of the Company and Section 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the consent of the members be and is hereby accorded to increase the ‘Basic Salary’ of Mr. Toshiaki Hasuike, Joint Managing Director from Rs. 90 Lac per annum to Rs. 104.40 Lac per annum with effect from 1<sup>st</sup> April 2014:

**10. Authority to the Board of Directors to increase the remuneration of Mr. Kenichi Ayukawa, Managing Director and Chief Executive Officer from time to time**

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the Article 91(6) of the Articles of Association of the Company and Section 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the board of directors (which expression shall include a committee thereof) be and is hereby authorized to increase the remuneration of Mr. Kenichi Ayukawa, Managing Director and Chief Executive Officer from time to time as under:

- a) **Basic Salary:** In the scale of Rs. 130 Lac to Rs. 250 Lac per annum.
- b) **Special Salary:** Upto Rs. 50 Lac per annum.
- c) **Performance Linked Bonus:** A performance linked bonus equivalent to a guaranteed minimum of four months’ basic salary and a maximum of ten months’ basic salary, to be paid annually, with authority to the board (which expression shall include a committee thereof) to fix the same based on certain performance criteria to be laid down by the board.
- d) **Perquisites and Allowances:** In addition to the salary and performance linked bonus, he shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with the reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings, repairs, servants’ salaries, society charges and property tax etc.; medical reimbursement, medical / accident insurance, leave travel concession for himself and his family; club fees and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the board of directors and him; provided that such perquisites and allowances will not exceed Rs. 200 Lac per annum.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per income tax rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

In addition, he will be entitled for a contribution to the provident and pension fund as per applicable law in force from time to time.

Provision for the use of Company’s car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

**Minimum Remuneration**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, in the event of loss or inadequacy of profits, the Company will subject to applicable laws, pay remuneration by way of basic and special salary, performance linked bonus not exceeding four months’ basic salary, perquisites and allowances as specified above.”

**11. Authority to the Board of Directors to increase the remuneration of Mr. Toshiaki Hasuike, Joint Managing Director from time to time**

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the Article 91(6) of the Articles of Association of the Company and Section 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the board of directors (which expression shall include a committee thereof) be and is hereby authorized to increase the remuneration of Mr. Toshiaki Hasuike, Joint Managing Director from time to time as under:

- a) **Basic Salary:** In the scale of Rs. 110 Lac to Rs. 200 Lac per annum.
- b) **Special Salary:** Upto Rs. 40 Lac per annum.
- c) **Performance Linked Bonus:** A performance linked bonus equivalent to a guaranteed minimum of four months’ basic salary and a maximum of ten months’ basic salary, to be paid annually, with authority to the board (which expression shall include a committee thereof) to fix the same based on certain performance criteria to be laid down by the board.

- d) **Perquisites and Allowances:** In addition to the salary and performance linked bonus, he shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with the reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings, repairs, servants' salaries, society charges and property tax etc.; medical reimbursement, medical / accident insurance, leave travel concession for himself and his family; club fees and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the board of directors and him; provided that such perquisites and allowances will not exceed Rs. 160 Lac per annum.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per income tax rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

In addition, he will be entitled for a contribution to the provident and pension fund as per applicable law in force from time to time.

Provision for the use of Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

#### **Minimum Remuneration**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, in the event of loss or inadequacy of profits, the Company will subject to applicable laws, pay remuneration by way of basic and special salary, performance linked bonus not exceeding four months' basic salary, perquisites and allowances as specified above."

### **12. Authority to the Board of Directors to increase the remuneration of Mr. Kazuhiko Ayabe, Director and Managing Executive Officer (Supply Chain) from time to time**

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the Article 91(6) of the Articles of Association of the Company and Section 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the board of directors (which expression shall include a committee thereof) be and is hereby authorized to increase the remuneration of Mr. Kazuhiko Ayabe, Director and Managing Executive Officer (Supply Chain) from time to time as under:

- a) **Basic Salary:** In the scale of Rs. 90 Lac to Rs. 150 Lac per annum.
- b) **Special Salary:** Upto Rs. 30 Lac per annum.
- c) **Performance Linked Bonus:** A performance linked bonus equivalent to a guaranteed minimum of four months' basic salary and a maximum of ten months' basic salary, to be paid annually, with authority to the board (which expression shall include a committee thereof) to fix the same based on certain performance criteria to be laid down by the board.
- d) **Perquisites and Allowances:** In addition to the salary and performance linked bonus, he shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with the reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings, repairs, servants' salaries, society charges and property tax etc.; medical reimbursement, medical / accident insurance, leave travel concession for himself and his family; club fees and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the board of directors and him; provided that such perquisites and allowances will not exceed Rs. 120 Lac per annum.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per income tax rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

In addition, he will be entitled for a contribution to the provident and pension fund as per applicable law in force from time to time.

Provision for the use of Company's car for official duties and telephone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

#### **Minimum Remuneration**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, in the event of loss or inadequacy of profits, the Company will subject to applicable laws, pay remuneration by way of basic and special salary, performance linked bonus not exceeding four months' basic salary, perquisites and allowances as specified above."

**13. Payment of commission to non-executive directors**

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

“RESOLVED THAT in supersession of the resolutions previously passed by the shareholders in this regard and pursuant to the Article 91(6) of the Articles of Association of the Company, Section 197 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder, approval be and is hereby accorded for the payment of commission to the non-executive directors of the Company (other than the Managing / Whole-time Directors) in addition to the sitting fee for attending the meetings of the board and committees thereof, not exceeding in aggregate one percent of the net profits of the Company as calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 or Rs. 300 Lac, whichever is less in any one financial year.”

**14. Appointment of Mr. Amal Ganguli as an Independent Director**

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Amal Ganguli (DIN: 00013808), independent director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as an independent director of the Company, not subject to retirement by rotation, to hold the office with effect from the date of the 33<sup>rd</sup> Annual General Meeting (4<sup>th</sup> September 2014) till the completion of 5 (five) consecutive years (3<sup>rd</sup> September 2019) or till the 38<sup>th</sup> Annual General Meeting, whichever is earlier.”

**15. Appointment of Mr. D.S. Brar as an Independent Director**

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. D.S.Brar (DIN: 00068502), independent director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as an independent director of the Company, not subject to retirement by rotation, to hold the office with effect from the date of the 33<sup>rd</sup> Annual General Meeting (4<sup>th</sup> September 2014) till the completion of 5 (five) consecutive years (3<sup>rd</sup> September 2019) or till the 38<sup>th</sup> Annual General Meeting, whichever is earlier.”

**16. Appointment of Mr. R.P. Singh as an Independent Director**

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. R.P.Singh (DIN: 02943155), independent director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as an independent director of the Company, not subject to retirement by rotation, to hold the office with effect from the date of the 33<sup>rd</sup> Annual General Meeting (4<sup>th</sup> September 2014) till the completion of 5 (five) consecutive years (3<sup>rd</sup> September 2019) or till the 38<sup>th</sup> Annual General Meeting, whichever is earlier.”

**17. Appointment of Ms. Pallavi Shroff as an Independent Director**

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Pallavi Shroff (DIN: 00013580), independent director of the Company in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of director, be and is hereby appointed as an independent director of the Company, not subject to retirement by rotation, to hold the office with effect from the date of the 33<sup>rd</sup> Annual General Meeting (4<sup>th</sup> September 2014) till the completion of 5 (five) consecutive years (3<sup>rd</sup> September 2019) or till the 38<sup>th</sup> Annual General Meeting, whichever is earlier.”

By order of the board  
for MARUTI SUZUKI INDIA LIMITED

**S. Ravi Aiyar**  
Executive Director (Legal)  
& Company Secretary

New Delhi  
8<sup>th</sup> August, 2014



## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ONLY ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Every member entitled to vote at the meeting or on any resolution to be moved thereat shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company.
4. The explanatory statement pursuant to Section 102 of Companies Act, 2013, in regard to the business as set out from item no. 6 to 17 and the relevant details pursuant to clause 49 of the listing agreement executed with the stock exchanges are annexed hereto.
5. A member or his/her proxy is requested to bring the annual report to the AGM as extra copies will not be distributed.
6. Members / Proxies should fill the attendance slip for attending the AGM. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. All documents referred to in the notice and explanatory statement are open for inspection at the registered office of the Company on all working days between 9:30 a.m. to 11:30 a.m. upto the date of the AGM.
9.
  - (a) The register of members will remain closed from Monday, 1<sup>st</sup> September 2014 to Thursday, 4<sup>th</sup> September 2014 (both days inclusive).
  - (b) Subject to the provisions of Section 126 of the Companies Act, 2013, dividend as recommended by the board of directors, if declared at the meeting will be payable on or after 10<sup>th</sup> September 2014 to those whose names appear in the register of members / beneficial owners as on 31<sup>st</sup> August 2014.
  - (c) All dividend remaining unclaimed/unpaid for a period of seven years from the date it became due for payment, will be transferred to the Investor Education and Protection Fund established by the Central Government. Members who have not yet encashed their dividend warrant(s) are requested to make their claims without any delay.
  - (d) The register of contracts or arrangements in which directors are interested shall be produced at the commencement of the AGM and remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
  - (e) Register of directors and Key Managerial Personnel shall also be kept open for inspection at the AGM and be accessible to the persons attending the meeting.
10. Shareholders holding shares in electronic form may kindly note that their bank account details as furnished by their depositories to the Registrar & Transfer Agent (RTA) will be printed on their dividend warrants as per the applicable regulations of the depositories and the Company will not entertain any direct request from such shareholders for deletion of / change in such bank details. Shareholders who wish to change such bank account details are, therefore, requested to advise their depository participants about such change, with complete details of bank account.
11. Corporate members intending to send their authorised representatives are requested to send a duly certified copy of the board resolution authorising their representatives to attend and vote at the AGM.
12. As per section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nomination are requested to send their request in Form SH-13 for nomination and Form SH-14 for cancellation/ variation as the case may be to the RTA. The said forms can also be down-loaded from the Company's website [www.marutisuzuki.com](http://www.marutisuzuki.com).
13. Members are requested to send their queries, if any, on the accounts and operations of the Company to the Company Secretary (investor@maruti.co.in) at least 7 days before the AGM.
14. Entry into the auditorium will be strictly against entry slips available at the counters at the venue and against exchange of valid attendance slip.

15. No gifts will be distributed at the AGM.
16. **Owing to security concerns, the auditorium authorities do not allow carrying inside brief cases, bags, eatables and the like. Members attending the meeting are requested to make their own arrangements for the safe keeping of their belongings.**
17. **Notice and the Annual Report have been sent through e-mail to the members whose email id is registered with their Depository Participants or with the Company or its RTA.**
18. **Notice, Audited Financial Statements for 2013-14 together with Directors' Report and Auditors' Report are available on the website of the Company [www.marutisuzuki.com](http://www.marutisuzuki.com).**
19. **Voting through electronic means:**
  - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014, a member may exercise his right to vote by electronic means (e-voting) in respect of the resolutions contained in this notice.
  - ii. The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Authorised Agency to provide e-voting facilities.
  - iii. The Board of Directors has appointed Mr. Manish Gupta, Partner of RMG & Associates, Company Secretaries in whole-time practice, New Delhi with Membership No. FCS 5123 and Certificate of Practice No. 4095 as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
  - iv. Members are requested to carefully read the instructions for e-voting before casting their vote.
  - v. The e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting:

<b>Commencement of e-voting</b>	<b>From 9:00 a.m. (IST) on 29<sup>th</sup> August, 2014</b>
<b>End of e-voting</b>	<b>Up to 06:00 p.m. (IST) on 31<sup>st</sup> August, 2014</b>

- vi. The cut-off date (i.e. the record date) for the purpose of e-voting is 1<sup>st</sup> August 2014.  
The procedure and instructions for e-voting are as under:
  - a) Open your web browser during the voting period by typing the URL: <https://evoting.karvy.com>
  - b) Enter the login credentials (i.e. User ID and password mentioned in the email forwarding the Notice of AGM, or mentioned on the Notice of AGM, in case email id is not registered and physical copy of the Annual Report is being received by you). Your Folio No./DP ID Client ID will be your user ID. However, if you hold shares in demat form and you are already registered with Karvy for e-voting, you shall use your existing User ID and password for casting your vote.
  - c) After entering these details appropriately, click on "LOGIN".
  - d) You will now reach password change Menu wherein you are required to mandatory change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You will also be required to enter a secret question and answer of your choice to enable you to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
  - e) You need to login again with the new credentials.
  - f) On successful login, the system will prompt you to select the EVEN for Maruti Suzuki India Limited.
  - g) On the voting page you will see the Resolution Description and the options "FOR/AGAINST/ABSTAIN" for voting. Enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date as mentioned above. You may also choose the option "ABSTAIN" in case you do not want to cast vote.
  - h) You may then cast your vote by selecting an appropriate option and click on "Submit".
  - i) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- j) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- k) Corporate / Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board resolution / Authority letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [evoting@rmgcs.com](mailto:evoting@rmgcs.com) with a copy to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVEN."
- l) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. **Further, the Members who have caste their vote electronically shall not be allowed to vote again at the meeting.**
- m) In case of any query pertaining to e-voting, please contact Karvy's toll free no. 1-800-34-54-001 or visit the FAQ's section available at Karvy's website <http://evoting.karvy.com>
- n) The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being Friday, 1<sup>st</sup> August, 2014.
- o) The Scrutinizer shall after the conclusion of e-voting period and before the closing of working hours on 3<sup>rd</sup> September, 2014 unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- p) The Scrutinizer's decision on the validity of the votes shall be final and binding.
- q) The Results on the resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
- r) The result declared along with the Scrutinizer's Report shall be placed on the website of the Company ([www.marutisuzuki.com](http://www.marutisuzuki.com)) and on Karvy's website (<http://evoting.karvy.com>) within two (2) days of passing of the resolutions at the AGM and communicated to the Stock Exchanges where the Company's shares are listed.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 6**

Mr. Toshiaki Hasuike was appointed as Director and Whole time Director designated as Joint Managing Director with effect from 27<sup>th</sup> April 2013 for a period of three years. He was appointed in the casual vacancy caused due to the resignation of Mr. Tsuneo Ohashi, Director. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member alongwith a deposit of the requisite amount proposing the candidature of Mr. Toshiaki Hasuike for the office of Director of the Company. The approval of members is sought for the appointment of Mr. Toshiaki Hasuike as a Director.

Mr. Toshiaki Hasuike and his relatives are interested in the resolution.

The Board recommends this resolution for approval of the members.

### **ITEM NO. 7**

Mr. Masayuki Kamiya was appointed as Director and Whole time Director designated as Director (Production) to fill the casual vacancy caused due to the resignation of Mr. Keiichi Asai with effect from 28<sup>th</sup> October 2013 for a period of three years. Following withdrawal of nomination by Suzuki Motor Corporation, Mr. Masayuki Kamiya resigned as a Director and Whole time Director designated as Director (Production) with effect from the close of business hours of 30<sup>th</sup> July 2014. The approval of members is sought for the appointment and payment of remuneration of Mr. Masayuki Kamiya from 28<sup>th</sup> October 2013 till close of business hours of 30<sup>th</sup> July 2014.

Mr. Masayuki Kamiya and his relatives are interested in the resolution.

The Board recommends this resolution for approval of the members.

### **ITEM NO. 8**

Mr. Shigetoshi Torii was appointed as a Director and Whole-time Director designated as Director (Production) with effect from 31<sup>st</sup> July 2014 to fill the casual vacancy caused due to the resignation of Mr. Masayuki Kamiya. The approval of members is sought for the appointment and remuneration of Mr. Shigetoshi Torii.

Mr. Shigetoshi Torii and his relatives are interested in the resolutions.

The Board recommends this resolution for approval of the members.

### **ITEM NO. 9**

Mr. Toshiaki Hasuike was appointed as Director and Whole time Director designated as Joint Managing Director with effect from 27<sup>th</sup> April 2013 for a period of three years. His appointment and payment of remuneration was approved by the members in the 32<sup>nd</sup> Annual General Meeting of the Company held on 27<sup>th</sup> August 2013. The Board has subsequently increased his basic salary from Rs. 90 Lac to Rs. 104.40 Lac per annum subject to the approval of the members. The approval of members is sought for increase in remuneration of Mr. Toshiaki Hasuike.

Mr. Toshiaki Hasuike and his relatives are interested in the resolution.

The Board recommends this resolution for approval of the members.



#### **ITEM NO. 10, 11 AND 12**

Mr. Kenichi Ayukawa was appointed as Managing Director and Chief Executive Officer with effect from 1<sup>st</sup> April 2013 for a period of three years. His appointment and payment of remuneration was approved by the members in the 32<sup>nd</sup> Annual General Meeting of the Company held on 27<sup>th</sup> August 2013. Mr. Toshiaki Hasuike was appointed as Joint Managing Director with effect from 27<sup>th</sup> April 2013 for a period of three years. His appointment and payment of remuneration was approved by the members in the 32<sup>nd</sup> Annual General Meeting of the Company held on 27<sup>th</sup> August 2013. Mr. Kazuhiko Ayabe was appointed as Director and Managing Executive Officer with effect from 28<sup>th</sup> April 2012 for a period of three years. His appointment and payment of remuneration was approved by the members in the 31<sup>st</sup> Annual General Meeting of the Company held on 28<sup>th</sup> August 2012. It is proposed to authorize the Board of Directors to increase the remuneration of Mr. Kenichi Ayukawa, Mr. Toshiaki Hasuike and Mr. Kazuhiko Ayabe from time to time as per the slabs given in the resolutions. The quantum of increase individually to each director would be determined and recommended by the Nomination and Remuneration Committee and approved by the board. The above Directors and their relatives are interested in the resolutions to the extent of their respective increase in remuneration.

The Board recommends the resolutions for approval of the members.

#### **ITEM NO. 13**

Pursuant to the listing requirements of the stock exchanges, the company had broad based the board with the induction of non-executive / independent directors in July 2003. These directors are persons of eminence and bring a wide range of expertise and rich experience to the board. Besides participation in the board meetings and other committee meetings where they are members, some of these non-executive directors are also devoting considerable time to the business of the Company and the Company is substantially benefiting by their valuable advice. Further, under the new Companies Act, 2013 and the revised clause 49 of the listing agreement, the role, responsibilities and legal liabilities of the members of the board have substantially increased requiring them not only exercise intensive skills but also devote considerable time in the process of orderly conduct of various affairs of the Company.

In view of the above, it may be considered fair and justifiable that they are suitably remunerated by way of payment of commission. The quantum of commission payable per annum as a whole to the non-executive directors and individually to each director would be determined and recommended by the Nomination and Remuneration Committee and approved by the board from time to time. The quantum of commission payable, if any, to an individual non-executive director would, inter alia, depend upon the attendance at board / committee meetings, the time devoted to Company work, etc.

Section 197 of the Companies Act, 2013 lays down, inter alia, that the remuneration payable to directors who are neither managing directors nor whole-time directors shall not exceed one per cent of the net profits of the company, if there is a managing or whole-time director or manager.

The company had earlier obtained approval of the shareholders for the payment of commission to the non-executive / independent directors not exceeding 1% per annum of the net profits of the company subject to a ceiling of Rs. 150 lacs per annum. With a view to fairly compensate these non-executive/independent directors, it is proposed to enhance the said limit to Rs. 300 Lacs per annum.

Only the non-executive/independent directors and their relatives are interested in the proposed resolution. The board recommends this resolution for approval of the members.

#### **ITEM NO. 14 TO 17**

Section 149 of the Companies Act, 2013 ('Act'), inter-alia, provides that every listed company shall have atleast one third of the total number of directors as Independent Directors (IDs). Any fraction contained in such one third shall be rounded off as one. Every company, existing on or before the commencement of the Act (1<sup>st</sup> April 2014), shall within one year appoint IDs. An ID shall hold office for a term upto 5 consecutive years on the board of a company but shall be eligible for re-appointment for a further term of upto 5 years on passing of a special resolution by the company and disclosure of such appointment in the board's report. No ID shall hold office for more than two consecutive terms (i.e. maximum of 10 years) but such ID shall be eligible for appointment after the expiration of three years of ceasing to become an ID. While the Act clearly provides that any term of an ID on the date of commencement of the Act (1<sup>st</sup> April 2014) shall not be counted for his appointment/holding office of director under the Act, the revised clause 49 of the listing agreement states that a person who has already served as an ID for 5 years or more in a company as on 1<sup>st</sup> October 2014 shall be eligible for appointment on completion of his present term for one more term of upto 5 years only. Explanation to Section 152(6) signifies that IDs are not liable to retire by rotation and can be appointed only for a fixed term upto five consecutive years.

Mr. Amal Ganguli, Ms. Pallavi Shroff and Mr. D.S.Brar have held the positions of IDs for a period of more than 5 years. Mr. R.P.Singh was appointed as an ID on 25<sup>th</sup> January 2013. The board of directors has proposed the appointment of Mr. Amal Ganguli, Ms. Pallavi Shroff, Mr. D.S.Brar and Mr. R.P.Singh as IDs who shall hold office on the board of the Company for a period as stated in the respective resolutions of their appointment.

The Company has received notices in writing from member(s) alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing the candidatures of aforesaid IDs. The Company has received declarations from each of the IDs that they meet the criteria of independence.

All the above Directors are persons of integrity and possess appropriate skills, experience, knowledge and qualification in their respective fields which are beneficial to the interest of the Company. In the opinion of the Board, the above mentioned IDs fulfill the

conditions for appointment as ID as specified in the Act and the Rules framed thereunder. These Directors are independent of the management.

Keeping in view the vast experience and knowledge which these Directors possess, the board considers that their association would be of immense benefit to the Company and it is desirable to avail their services as IDs. The above IDs and their relatives are interested in the resolutions to the extent of their respective appointments.

The board recommends the resolutions for approval of the members.

#### **Additional information as per clause 49 of the listing agreement**

A brief resume of the directors recommended for re-appointment at the annual general meeting is as under:

##### **Mr. Toshiaki Hasuike**

Mr. Toshiaki Hasuike, 56, is a graduate in Mechanical Studies, Faculty of Engineering, MEIJI University, Japan. Mr. Hasuike joined Suzuki Motor Corporation in 1980 and worked at various levels there including Department General Manager, Managing Director & Deputy Executive General Manager and was appointed as Automobile Engineering Managing Officer & Deputy Executive General Manager in 2012.

Mr. Toshiaki Hasuike is a member on the Board of FMI Automotive Components Limited and also the Chairman of its Audit Committee.

He is not related to any of the Directors of the Company. He does not hold any shares of the Company.

##### **Mr. Masayuki Kamiya**

Mr. Masayuki Kamiya, 53, is a graduate from Nagoya Institute of Technology. He joined Production Engineering Department of Suzuki Motor Corporation (SMC), Japan in April, 1984. He worked at various positions in Production Engineering in SMC before joining Maruti Suzuki India Limited in 2008.

He is also a member of the Board of Machino Plastics Limited. He is not related to any of the Directors of the Company and does not hold any shares of the Company.

##### **Mr. Shigetoshi Torii**

Mr. Shigetoshi Torii, 54, is a graduate from Department of Mechanical Engineering, School of Engineering Science of Osaka University. He joined Suzuki Motor Corporation, Japan (SMC) in April 1984 in the Welding Group in Production Engineering Department. In February 1995, he was transferred to Mutsumi Industry Co. Ltd. Before joining Maruti Suzuki India Limited in February 2012, he worked at various levels in SMC at Kosai Plant and Sagara Plant.

He is also a member of the board of Manesar Steel Processing India Pvt. Ltd.

He is not related to any of the Directors of the Company and does not hold any shares of the Company.

##### **Mr. Amal Ganguli**

Mr. Amal Ganguli, 74, is a member of the Institute of Chartered Accountants in England and Wales and The Institute of Chartered Accountants of India (ICAI) and member of the British Institute of Management and member of the New Delhi chapter of the Institute of Internal Auditors, Florida, U.S.A.

In 1962, he became the senior manager, Price Waterhouse and in 1969 he became a partner, Price Waterhouse and in 1996 went on to become Chairman and Senior Partner, when he retired in 2003.

During his career spanning over 42 years, Mr. Ganguli's range of work included International Tax advice and planning, cross border investments, Corporate mergers and re-organisation, financial evaluation of projects, management, operational and statutory audit and consulting projects funded by International funding agencies. In the course of his professional career, he has dealt with a variety of clients including USAID, World Bank, ADB, NTPC, Alcatel, GE, Hindustan Lever, STC, Hewlett Packard and IBM.

Presently, he is on the board of Tata Telecommunications Ltd., Century Textiles and Industries Ltd., HCL Technologies Ltd., New Delhi Television Ltd., Triveni Turbine Ltd., AVTEC Ltd., Hughes Communications India Ltd., Aricent Technologies (Holdings) Ltd., Laurus Labs Private Ltd., ML Infomap Pvt. Ltd., Tata Teleservices Maharashtra Ltd., Manglam Cement Ltd. He is member on the advisory board of Thought Arbitrage Research Institute (a not for profit Company) and Greenfuel Energy Pvt. Ltd. He has also joined the Advisory Board of BMR LLP which is an honorary position.

Presently, he is the Chairman of the Audit Committees of Tata Telecommunications Ltd., HCL Technologies Ltd., New Delhi Television Ltd. and holds the membership of Audit Committees of Century Textiles and Industries Ltd., Triveni Turbine Ltd., Hughes Communications India Ltd., Aricent Technologies (Holdings) Ltd. and Tata Teleservices Maharashtra Ltd.

He is not related to any of the Directors of the Company. He does not hold any shares of the Company.

##### **Mr. D.S. Brar**

Mr. D.S. Brar, 61, graduated with a Bachelor of Engineering (Electrical) degree from Thapar Institute of Engineering & Technology, Patiala. He completed his Masters Degree in Business Administration with top rank (Gold Medal) from the Faculty of Management Studies, University of Delhi. After having started his career in 1974 with The Associated Cement Companies Limited (ACC), Mr. Brar had been associated with the Pharmaceutical Industry for three decades. Mr. Brar spent major part of this period (1977 – 2004) with Ranbaxy

Laboratories Limited – India's largest Pharmaceutical company at various positions and rose to the level of President in 1993. He became the CEO & Managing Director of Ranbaxy in 1999. Mr. Brar stepped down from this position in 2004 to start his entrepreneurial journey and ventured into GVK Biosciences - a leading contract research organization providing Discovery & Development services to Global Life Sciences companies. Mr. Brar also promoted Davix Management Services - a Pharmaceuticals focused Consulting/Advisory services company.

Mr. Brar has been involved with some of the premier Research and Educational institutions in India. He has served as a Member on the Board of National Institute of Pharmaceutical Education and Research (NIPER), SAS Nagar.

He is also Special Advisor to the Board of Directors of Adamas Pharmaceuticals Inc. and Senior Advisor to Kohlberg Kravis Roberts (KKR). From 2000 – 2007, Mr. Brar served as a Director of Reserve Bank of India (RBI) and was also a Member of the Inspection and Audit Sub-Committee of the Central Board of Directors of the RBI.

Mr. Brar has been involved with several leading industry associations in India. He was associated with Confederation of Indian Industry (CII) where he Chaired CII's Indian MNC Council and with Federation of Indian Chambers of Commerce and Industry (FICCI) in the past. Mr. Brar was a Member of Prime Minister's Task Force on pharmaceuticals and knowledge-based industries which drafted the blue print for the growth and global expansion of Indian Pharmaceutical Industry including R&D and Pricing policies. He is currently member of Consultative Group on Exports of Pharmaceutical Products, under the Chairmanship of Hon'ble Minister of Commerce, Industry and Textiles, Government of India. For his service and contribution to the pharmaceutical industry, Mr. Brar was honoured with the Dean's Medal from the Tufts University School of Medicine, U.S.A. in 2004. The Federation of Asian Biotech Associations (FABA) conferred on Mr. Brar the "FABA Special Award 2011" for his contribution to the biopharma sector.

Mr. Brar is a member of the Board of Directors of several Companies such as Mphasis Limited, GVK Biosciences Private Limited, Inogen Laboratories Private Limited, Suraj Hotels Private Limited, Madhubani Investments Private Limited, Davix Management Services Private Limited, Green Vally Land & Development Private Limited, GVK Davix Technologies Private Limited, GVK Davix Research Services Private Limited, Suraj Overseas Private Limited, Davix Pharmaceuticals Private Limited, KKR Asia Limited, Wockhardt Limited, GVK Informatics Pvt. Ltd. and Gland Pharma Limited.

He is also a member of Audit Committee and Investors' Grievance Committee of Mphasis Limited and Wockhardt Limited. He is a member of Audit Committee of GVK Biosciences Private Limited and Inogen Laboratories Private Limited. He is not related to any of the Directors of the Company. He does not hold any shares of the Company.

#### **Mr. R.P. Singh**

Mr. R.P. Singh, 62, passed his post-graduation in Mathematics from Advanced Centre for Pure Mathematics, Punjab University, Chandigarh in 1973 and after a brief stint of teaching Pure Mathematics & Statistics to graduate classes, joined the Administrative Service. Apart from the regular field assignments for the I.A.S. Officers, he has wide experience in regulatory areas of Finance, Industry & Urban Development. He worked both as Commissioner of Hyderabad Municipal Corporation & Vice Chairman of Hyderabad Urban Development Authority. He had long stints as Managing Director of Andhra Pradesh Industrial Development Corporation & Commissioner of Taxation in Andhra Pradesh. He was posted to Punjab & Sind Bank as Chairman in March 2005 when the Bank was in continuous losses and had accumulated the highest NPAs in industry. He spent four and a half years in the Bank during which the Bank recorded highest growth in the Industry and registered lowest NPA level in the industry. As Secretary in the Department of Industrial Policy & Promotion, his major initiatives were:

1. Rationalization and consolidation of FDI policy;
2. Re-inventing and establishing the Delhi Mumbai Industrial Corridor Project (DMIDC);
3. Putting together the manufacturing policy for the country.

After retirement from the Indian Administrative Service, he has been selected by the Government of India for appointment as Chairman, National Highways Authority of India (NHAI).

He is not related to any of the Directors of the Company. He does not hold any shares of the Company.

#### **Ms. Pallavi Shroff**

Ms. Pallavi Shroff, aged 58 years, is the lead litigation partner at Amarchand & Mangaldas & Suresh A. Shroff & Co., Advocates & Solicitors, New Delhi. She manages corporate commercial litigation, arbitration as well as Competition law.

In thirty three years as a leading litigation practitioner, Ms. Shroff has been recognized by international publications for her 'leading practice in dispute resolution and litigation' (Asia Legal 500) and is also rated as one of the three leading practitioners involved with arbitration (Who's Who of Commercial Arbitrators, 2004).

She has been closely involved with some of the largest and most challenging corporate, commercial and infrastructure litigation and arbitration in India and has played a pivotal role in telecom, energy, natural resources and transportation related dispute resolution.

Her experience includes ad-hoc arbitrations and institutional arbitrations under ICC, LCIA, UNCITRAL etc. She has experience in arbitrations arising from shareholders' disputes, construction disputes, and investment related and international arbitrations in the energy sector.

She has successfully represented international giants like GE, Coca-Cola, Nestle, Indian Oil Corporation, Videocon, ICICI Bank, Tatas, Apollo Tyres etc. in various domestic disputes and international arbitrations.

Her deep involvement with commercial litigation and arbitration goes beyond courts and tribunals and extends to formulating valued litigation strategy. Ms. Shroff was the 'Knowledge Partner' for CII's 'CEO's Strategy Session on Arbitration and Dispute Resolution' featuring Arthur Marriott, QC. She also conceptualized and authored a background document on 'Planning Arbitration'.

As a member of several high-powered committees appointed by the Government of India, she has been associated closely with several important commercial statutes. She was a member of the SVS Raghavan Committee constituted in May 2000 and tasked with generating a report on competition policy and formulating a new competition law for India. The committee submitted its report in August 2000 and advocated far reaching changes to the competition regime in India. She was also closely involved with the actual drafting of the Competition Policy and Competition Act for the Government.

She is regularly called upon to advise Government departments and ministries on varied issues, including, most recently, in respect of multilateral competition policy, WTO related strategy, the formulation and drafting of policy documents necessary for the continuing efforts to establish India's first 'Zero Piracy Zone' for the state of Karnataka and for developing an anti piracy advocacy program for the judiciary.

Her areas of expertise include Corporate and commercial litigation, power and telecom litigation, anti-dumping, international and domestic arbitration, competition and anti-trust, Company & commercial law and intellectual property.

She has been awarded by FLO, the Women Wing of Federation of Indian Chambers of Commerce & Industry for "EXCELLENCE IN LAW". FLO promotes the achievements of women in India under various categories. She has been short-listed as one of the 10 Rising Stars as the most powerful women in Indian Business by Business Today. She has also been short-listed as one of the 25 Superwomen by India Today. She has recently been awarded as the Best Lawyer in Dispute Resolution in Asia at the Euromoney Legal Media Group's Asia Women in Business Law Awards. She was also awarded as a Best Woman Lawyer of the Year 2012 at the Legal Era Law Awards 2011-12

Ms. Pallavi Shroff is a member on the Board of Amarchand Mangaldas Properties Pvt. Ltd., Juniper Hotels Pvt. Ltd., First Commercials Services India Pvt. Ltd., First Full Services Pvt. Ltd., Amarchand Towers Property Holdings Pvt. Ltd., Trident Ltd., PSNSS Properties Pvt. Ltd., Baghbaan Properties Pvt. Ltd., Artemis Medicare Services Ltd., PTL Enterprises Ltd., UVAC Centre (India) Pvt. Ltd., First Universal Virtual International Arbitration Centre Pvt. Ltd. and Aavanti Realty Pvt. Ltd.

She also holds the membership of the Audit Committee of Juniper Hotels Pvt. Ltd.

She is not related to any of the Directors of the Company. She does not hold any shares of the Company.

#### **Mr. Kazuhiko Ayabe**

Mr. Kazuhiko Ayabe, 56, did his graduation from Department of Mechanical Engineering, College of Sophia University. His area of specialization is 'Purchasing and Vehicle Body Design'. He joined Suzuki Motor Corporation, Japan in April, 1980 and was assigned automobile body design department. In 2003, he was transferred to 'Vehicle Line I' followed by 'Purchase Department 2' in the year 2006. He joined Maruti Suzuki India Limited (MSIL) in 2009 as Executive Officer (Supply Chain).

Mr. Kazuhiko Ayabe is a member on the Board of Sona Koyo Steering Systems Ltd. and Mark Exhaust Systems Ltd.

He is not related to any of the Directors of the Company. He does not hold any shares of the Company.

#### **Mr. R. C. Bhargava**

Mr. R. C. Bhargava, 79, topper of Indian Administrative Service examination of 1956, is Master of Sciences in Mathematics from Allahabad University besides Master of Arts in Developmental Economics from Williams College, Williams town, MA, USA. He has held positions of Joint Secretary of Government of India, Ministry of Energy as well as the Cabinet Secretariat. Before joining Maruti Suzuki India Limited (MSIL) in 1981 as Director (Marketing), he was Director (Commercial), Bharat Heavy Electricals Limited. He was appointed Managing Director of MSIL in 1985 and then as Chairman and Managing Director in 1990. In 1992, when Suzuki Motor Corporation acquired 50% equity stake in MSIL, he continued as the Managing Director until his retirement in August, 1997. During his long tenure in MSIL, Mr. Bhargava served with distinction and contributed significantly to the resounding growth and success of MSIL.

Mr. Bhargava is currently the President and CEO of RCB Consulting Pvt. Ltd., a management and human resource consultancy outfit with various domestic and international clients. He is a member of the board of IL&FS Ltd., Polaris Financial Technology Ltd., Taj Asia Ltd., Grasim Industries Ltd., Thomson Press Ltd., Ultra Tech Cement Company Ltd., Dabur India Ltd. and Idea Cellular Ltd.

He is the Chairman of the Audit Committee of IL&FS Ltd., Thomson Press Ltd. and Ultra Tech Cement Company Ltd. He is the member of the Audit Committees of Polaris Financial Technology Ltd., Grasim Industries Ltd. and Dabur India Ltd. and member of the Shareholders' Grievance Committee of Ultra Tech Cement Company Ltd.

He is not related to any other Director. He does not hold any shares of the Company.

By order of the board  
for MARUTI SUZUKI INDIA LIMITED

**S. Ravi Aiyar**  
Executive Director (Legal)  
& Company Secretary

New Delhi  
8<sup>th</sup> August, 2014