

# RMG & ASSOCIATES

Company Secretaries

## Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013

[Rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
Maruti Suzuki India Limited  
Plot No. 1, Nelson Mandela Road,  
Vasant Kunj,  
New Delhi -110 070

**Sub: Scrutinizer's Report on e-voting conducted in terms of provisions of Section 108 of the Companies Act, 2013 read with Clause 35B of Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof**

Dear Sir,

1. I **Manish Gupta**, Practicing Company Secretary (FCS: 5123. CP No.: 4095), Partner of **RMG & Associates**, 207, Suchet Chambers 1224/5, Bank Street, Karol Bagh, Delhi – 110005 was appointed as Scrutinizer by the Board of Directors of Maruti Suzuki India Limited (the Company) for the purpose of e-voting process on the agenda items to be transacted at the Thirty Third Annual General Meeting (AGM) of the Company to be held on Thursday, September 04, 2014 at 10.00 a.m. at the Air Force Auditorium, Subroto Park, New Delhi-110010.

2. I submit my report as under:

- a) The Company has provided e-voting facility to all the Shareholders registered with the Company and entitled to vote as on 01<sup>st</sup> August, 2014.
- b) The e-voting period began at 09.00 a.m., on Friday, 29<sup>th</sup> August, 2014 and ended at 06.00 p.m., on Sunday, 31<sup>st</sup> August, 2014. The votes received electronically from the Shareholders till Sunday, 31<sup>st</sup> August, 2014 up to 06:00 p.m. being the last date and time fixed by the Company for e-voting was considered for my scrutiny.
- c) The members have casted their vote through e-voting facility provided by the Karvy Computershare Private Limited ("**Karvy**") as the Authorised Agency to provide e-voting facilities.
- d) I have monitored the process of electronic voting through the scrutinizer's secured link provided by the Karvy on the designated website.
- e) Particulars of all votes received electronically from the Members have been entered in a register separately maintained for the purpose.



- f) The votes received electronically were duly scrutinized and the shareholding was matched / confirmed with the Register of members of the Company as on the cut-off date i.e. 01<sup>st</sup> August, 2014.
- g) The votes were unblocked at New Delhi on 02<sup>nd</sup> September, 2014 at 11.43 a.m. in the presence of CS. Abhishek Gupta and CS. Anuj Sood, who are not the employees of the Company, and who have signed below as witness to the unblocking of votes.



**Name : CS Abhishek Gupta**



**Name : CS Anuj Sood**

- h) Thereafter, the details containing, inter-alia, list of Equity Shareholders, who voted "For" and "Against", each of the resolutions that were put to vote, were generated from the e-voting website of "Karvy" i.e <https://evoting.karvy.com/> and based on such reports generated, the result of the e-voting is provided hereunder.



3. A summary of the votes received electronically is given below :

**a) Resolution 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:

<b>Particulars</b>	<b>No. of ballot forms received</b>	<b>No. of shares</b>	<b>% of total paid up Equity Capital</b>
Total votes polled through e-voting <sup>1</sup>	465	215239663	71.2529
<b>Less:</b> Invalid votes	12	664016	0.220000
Net valid votes cast	453	214575647	71.032900

i) Voted **in favour** of the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
451	214575397	99.9999

ii) Voted **against** the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
2	250	0.0001

iii) **Invalid** votes:

<b>Total Number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
12	664016



<sup>1</sup>Four (4) shareholders holding 305486 shares have participated in e-voting but did not vote.

**b) Resolution 2**

To declare dividend on equity shares:

<b>Particulars</b>	<b>No. of ballot forms received</b>	<b>No. of shares</b>	<b>% of total paid up Equity Capital</b>
Total votes polled through e-voting <sup>2</sup>	465	215514601	71.2529
<b>Less:</b> Invalid votes	1	10099	0.003000
Net valid votes cast	464	215229564	71.249900

i) Voted **in favour** of the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
464	215229564	100

ii) Voted **against** the resolution:

<b>Numbers of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
0	0	0

iii) **Invalid** votes:

<b>Total Number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
1	10099



<sup>2</sup> Four (4) shareholders holding 305486 shares have participated in e-voting but did not vote.

**c) Resolution 3**

To appoint a director in place of Mr. R.C. Bhargava (DIN: 00007620), who retires by rotation and being eligible, offers himself for reappointment:

<b>Particulars</b>	<b>No. of ballot forms received</b>	<b>No. of shares</b>	<b>% of total paid up Equity Capital</b>
Total votes polled through e-voting <sup>3</sup>	465	215239653	71.2529
<b>Less:</b> Invalid votes	3	10174	0.003000
Net valid votes cast	462	215229479	71.249900

i) Voted **in favour** of the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
417	209870173	97.5100

ii) Voted **against** the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
45	5359306	2.4900

iii) **Invalid** votes:

<b>Total Number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
3	10174



<sup>3</sup> Five (5) shareholders holding 305496 shares have participated in e-voting but did not vote.

**d) Resolution 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

<b>Particulars</b>	<b>No. of ballot forms received</b>	<b>No. of shares</b>	<b>% of total paid up Equity Capital</b>
Total votes polled through e-voting <sup>4</sup>	465	215239653	71.2529
<b>Less:</b> Invalid votes	3	10174	0.003000
Net valid votes cast	462	215229479	71.249900

i) Voted **in favour** of the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
442	214457740	99.6414

ii) Voted **against** the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
20	771739	0.3586

iii) **Invalid** votes:

<b>Total Number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
3	10174



<sup>4</sup> Five (5) shareholders holding 305496 shares have participated in e-voting but did not vote.

**e) Resolution 5**

Appointment of M/s. Price Waterhouse (Registration No. FRN301112E), Chartered Accountants as Statutory Auditors of the Company

<b>Particulars</b>	<b>No. of ballot forms received</b>	<b>No. of shares</b>	<b>% of total paid up Equity Capital</b>
Total votes polled through e-voting <sup>5</sup>	465	215239662	71.2529
<b>Less:</b> Invalid votes	47	1792840	0.593000
Net valid votes cast	418	213446822	70.659900

i) Voted **in favour** of the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
383	211335821	99.0110

ii) Voted **against** the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
35	2111001	0.9890

iii) **Invalid** votes:

<b>Total Number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
47	1792840



<sup>5</sup> Five (5) shareholders holding 305487 shares have participated in e-voting but did not vote.

**f) Resolution 6**

Appointment of Mr. Toshiaki Hasuike as Director

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting <sup>6</sup>	465	21249061	71.2529
<b>Less:</b> Invalid votes	47	1792840	0.593000
Net valid votes cast	418	213446822	70.659900

i) Voted **in favour** of the resolution:

Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
445	214692973	99.7507

ii) Voted **against** the resolution:

Numbers of members Voted)	Number of votes cast by them	% of total number of valid votes cast
17	536514	0.2493

iii) **Invalid** votes:

Total Number of whose votes were declared invalid	Total number of votes cast by them
3	10174



<sup>6</sup> Five (5) shareholders holding 305488 shares have participated in e-voting but did not vote.



**g) Resolution 7**

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

<b>Particulars</b>	<b>No. of ballot forms received</b>	<b>No. of shares</b>	<b>% of total paid up Equity Capital</b>
Total votes polled through e-voting <sup>7</sup>	465	215239659	71.2529
<b>Less:</b> Invalid votes	3	10174	0.003000
Net valid votes cast	462	215229485	71.249900

i) Voted **in favour** of the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
454	215228760	99.9997

ii) Voted **against** the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
9	725	0.0003

iii) **Invalid** votes:

<b>Total Number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
3	10174



<sup>7</sup> Five (5) shareholders holding 305490 shares have participated in e-voting but did not vote.

**h) Resolution 8**

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

<b>Particulars</b>	<b>No. of ballot forms received</b>	<b>No. of shares</b>	<b>% of total paid up Equity Capital</b>
Total votes polled through e-voting <sup>8</sup>	465	215239663	71.2529
<b>Less:</b> Invalid votes	3	10174	0.003000
Net valid votes cast	462	215229489	71.249900

i) Voted **in favour** of the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
451	214988839	99.8882

ii) Voted **against** the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
12	240650	0.1118

iii) **Invalid** votes:

<b>Total Number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
3	10174



<sup>8</sup> Four (4) shareholders holding 305486 shares have participated in e-voting but did not vote.

**i) Resolution 9**

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

<b>Particulars</b>	<b>No. of ballot forms received</b>	<b>No. of shares</b>	<b>% of total paid up Equity Capital</b>
Total votes polled through e-voting <sup>9</sup>	465	215239643	71.2529
<b>Less:</b> Invalid votes	4	13059	0.004000
Net valid votes cast	461	215226584	71.248900

i) Voted **in favour** of the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
439	215196892	99.9862

ii) Voted **against** the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
22	29692	0.0138

iii) **Invalid** votes:

<b>Total Number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
4	13059



<sup>9</sup> Five (5) shareholders holding 305506 shares have participated in e-voting but did not vote.

**j) Resolution 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.

<b>Particulars</b>	<b>No. of ballot forms received</b>	<b>No. of shares</b>	<b>% of total paid up Equity Capital</b>
Total votes polled through e-voting <sup>10</sup>	465	215239603	71.2529
<b>Less:</b> Invalid votes	3	13009	0.004000
Net valid votes cast	462	215226594	71.248900

i) Voted **in favour** of the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
441	215178708	99.9778

ii) Voted **against** the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
22	47886	0.0222

iii) **Invalid** votes:

<b>Total Number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
3	13009



<sup>10</sup> Six (6) shareholders holding 305546 shares have participated in e-voting but did not vote.

**k) Resolution 11**

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

<b>Particulars</b>	<b>No. of ballot forms received</b>	<b>No. of shares</b>	<b>% of total paid up Equity Capital</b>
Total votes polled through e-voting <sup>11</sup>	465	215239653	71.2529
<b>Less:</b> Invalid votes	3	13009	0.004000
Net valid votes cast	462	215226644	71.248900

i) Voted **in favour** of the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
441	215178743	99.9777

ii) Voted **against** the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
22	47901	0.0223

iii) **Invalid** votes:

<b>Total Number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
3	13009



<sup>11</sup> Five (5) shareholders holding 305496 shares have participated in e-voting but did not vote.

**1) Resolution 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.

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting <sup>12</sup>	465	215239643	71.2529
<b>Less:</b> Invalid votes	3	13009	0.004000
Net valid votes cast	462	215226634	71.248900

i) Voted **in favour** of the resolution:

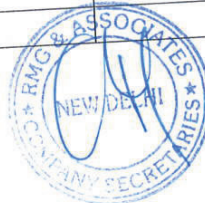
Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
441	215178695	99.9777

ii) Voted **against** the resolution:

Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
22	47939	0.0223

iii) **Invalid** votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them
3	13009



<sup>12</sup> Five (5) shareholders holding 305506 shares have participated in e-voting but did not vote.

**m) Resolution 13**

Payment of commission to non-executive directors

<b>Particulars</b>	<b>No. of ballot forms received</b>	<b>No. of shares</b>	<b>% of total paid up Equity Capital</b>
Total votes polled through e-voting <sup>13</sup>	465	215239623	71.2529
<b>Less:</b> Invalid votes	3	13009	0.004000
Net valid votes cast	462	215226614	71.248900

i) Voted **in favour** of the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
447	214987503	99.8889

ii) Voted **against** the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
17	239111	0.1111

iii) **Invalid** votes:

<b>Total Number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
3	13009



<sup>13</sup> Six (6) shareholders holding 305256 shares have participated in e-voting but did not vote.

**n) Resolution 14**

Appointment of Mr. Amal Ganguli as an Independent Director

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting <sup>14</sup>	465	215239623	71.2529
<b>Less:</b> Invalid votes	5	171825	0.057000
Net valid votes cast	460	215067798	71.195900

i) Voted **in favour** of the resolution:

Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
416	208332633	96.8684

ii) Voted **against** the resolution:

Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
44	6735165	3.1316

iii) **Invalid** votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them
5	171825



<sup>14</sup> Five (5) shareholders holding 305526 shares have participated in e-voting but did not vote.



**o) Resolution 15**

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

<b>Particulars</b>	<b>No. of ballot forms received</b>	<b>No. of shares</b>	<b>% of total paid up Equity Capital</b>
Total votes polled through e-voting <sup>15</sup>	465	215239662	71.2529
<b>Less:</b> Invalid votes	5	171825	0.057000
Net valid votes cast	460	215067837	71.195900

i) Voted **in favour** of the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
446	214594324	99.7798

ii) Voted **against** the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
14	473513	0.2202

iii) **Invalid** votes:

<b>Total Number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
5	171825



<sup>15</sup> Five (5) shareholders holding 305487 shares have participated in e-voting but did not vote.

**p) Resolution 16**

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

<b>Particulars</b>	<b>No. of ballot forms received</b>	<b>No. of shares</b>	<b>% of total paid up Equity Capital</b>
Total votes polled through e-voting <sup>16</sup>	465	215239661	71.354000
<b>Less:</b> Invalid votes	4	13059	0.004000
Net valid votes cast	461	215226602	71.248900

i) Voted **in favour** of the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
449	214988245	99.8893

ii) Voted **against** the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
12	238357	0.1107

iii) **Invalid** votes:

<b>Total Number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
4	13059



<sup>16</sup> Five (5) shareholders holding 305488 shares have participated in e-voting but did not vote.

**q) Resolution 17**

Appointment of Ms. Pallavi Shroff as an Independent Director

<b>Particulars</b>	<b>No. of ballot forms received</b>	<b>No. of shares</b>	<b>% of total paid up Equity Capital</b>
Total votes polled through e-voting <sup>17</sup>	465	215239610	71.354000
<b>Less:</b> Invalid votes	13	483403	0.160000
Net valid votes cast	452	214756207	71.092900

i) Voted **in favour** of the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
264	196538460	91.5170

ii) Voted **against** the resolution:

<b>Numbers of members Voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
190	18217747	8.4830

iii) **Invalid** votes:

<b>Total Number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
13	483403



<sup>17</sup> Six (6) shareholders holding 305539 shares have participated in e-voting but did not vote.

**RMG & Associates**

Company Secretaries

Continuation Sheet No.20

4. The Register and all other papers relating to e-voting shall remain in our safe custody until the Chairman considers, approve and sign the minutes of the Annual General Meeting and thereafter the same shall be returned and handed over to the Company.

**Thanking You.**

**Yours faithfully**



**CS Manish Gupta**  
**RMG & Associates**  
**Company Secretaries**

**FCS No : 5123**

**CP No: 4095**

**Place: New Delhi**

**Date: 03-09-2014**

# RMG & ASSOCIATES

Company Secretaries

FORM No. MGT-13

## Scrutinizer's Report

*[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

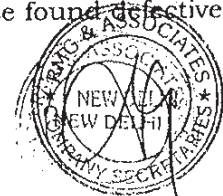
To,  
The Chairman  
Maruti Suzuki India Limited  
Plot No. 1, Nelson Mandela Road,  
Vasant Kunj,  
New Delhi -110070

**Sub: Scrutinizer's Report on poll conducted in the Thirty Third Annual General Meeting of the Equity Shareholders of Maruti Suzuki India Limited held on September 04, 2014 at the Air Force Auditorium, Subroto Park, New Delhi-110010 in terms of provisions of Section 109 of the Companies Act, 2013 read with Clause 35B of Listing Agreement and Rule 21 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof**

Dear Sir,

I, **Manish Gupta**, Practicing Company Secretary (FCS: 5123; CP No.: 4095), Partner of RMG & Associates, 207, Suchet Chambers 1224/5, Bank Street, Karol Bagh, Delhi - 110005 was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Thirty Third Annual General Meeting of the Equity Shareholders of Maruti Suzuki India Limited held on September 04, 2014 at the Air Force Auditorium, Subroto Park, New Delhi-110010, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, **4 (four)** ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Karvy Computershare Private Limited ("**Karvy**") and the Authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



**RMG & Associates**

Company Secretaries

Continuation Sheet No. 2

**a) Resolution 1 - Ordinary Resolution**

To receive, consider and adopt the financial statements of the Company for the year ended 31st March 2014 including the audited Balance Sheet as at 31st 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:

i) Voted **in favour** of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
201	25101513	100

ii) Voted **against** the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
0	0	0

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16	1124550

**b) Resolution 2 - Ordinary Resolution**

To declare dividend on equity shares:

i) Voted **in favour** of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
200	24696397	98.39

ii) Voted **against** the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
1	405116	1.61

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16	1124550



**c) Resolution 3 - Ordinary Resolution**

To appoint a director in place of Mr. R.C. Bhargava (DIN: 00007620), who retires by rotation and being eligible, offers himself for reappointment:

i) Voted **in favour** of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of number of valid votes cast	Total of votes
198	24645060		98.18

ii) Voted **against** the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of number of valid votes cast	Total of votes
3	456453		1.82

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16	1124550

**d) Resolution 4 - Ordinary Resolution**

To appoint a director in place of Mr. Kazuhiko Ayabe (DIN: 02917011), who retires by rotation and being eligible, offers himself for re-appointment

i) Voted **in favour** of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of number of valid votes cast	Total of votes
200	24820513		98.88

ii) Voted **against** the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of number of valid votes cast	Total of votes
1	281000		1.12



**RMG & Associates**

Company Secretaries

Continuation Sheet No. 4

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16	1124550

e) **Resolution 5 - Ordinary Resolution**

Appointment of M/s. Price Waterhouse (Registration No. FRN301112E), Chartered Accountants as Statutory Auditors of the Company

i) Voted **in favour** of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
191	24324480	96.90

ii) Voted **against** the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
10	777033	3.10

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16	1124550

f) **Resolution 6 - Ordinary Resolution**

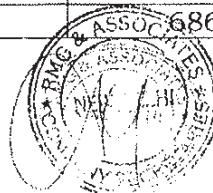
Appointment of Mr. Toshiaki Hasuike as Director

i) Voted **in favour** of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
199	24415397	97.27

ii) Voted **against** the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
2	686116	2.73





iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16	1124550

**g) Resolution 7 – Ordinary Resolution**

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

i) Voted **in favour** of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
201	25101513	100

ii) Voted **against** the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
0	0	0

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16	1124550

**h) Resolution 8 – Ordinary Resolution**

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

i) Voted **in favour** of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
201	25101513	100



**RMG & Associates**

Company Secretaries

Continuation Sheet No. 6

ii) Voted **against** the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
0	0	0

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16	1124550

**i) Resolution 9 – Ordinary Resolution**

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

i) Voted **in favour** of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
201	25101513	100

ii) Voted **against** the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
0	0	0

iii) **Invalid** votes:

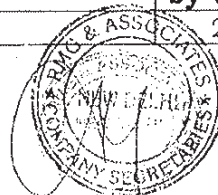
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16	1124550

**j) Resolution 10 – Ordinary Resolution**

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

i) Voted **in favour** of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
200	24696397	98.39



**RMG & Associates**

Company Secretaries

Continuation Sheet No. 7

ii) Voted **against** the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
1	405116	1.61

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16	1124550

**k) Resolution 11 - Ordinary Resolution**

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

i) Voted **in favour** of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
200	24696397	98.39

ii) Voted **against** the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
1	405116	1.61

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16	1124550



**l) Resolution 12 – Ordinary Resolution**

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.

i) Voted **in favour** of the resolution:

<b>Numbers of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of Total number of valid votes cast</b>
200	24696397	98.39

ii) Voted **against** the resolution:

<b>Numbers of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of Total number of valid votes cast</b>
1	405116	1.61

iii) **Invalid** votes:

<b>Total number of members (in person or by proxy) whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
16	1124550

**m) Resolution 13 – Ordinary Resolution**

Payment of commission to non-executive directors

i) Voted **in favour** of the resolution:

<b>Numbers of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of Total number of valid votes cast</b>
201	25101513	100

ii) Voted **against** the resolution:

<b>Numbers of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of Total number of valid votes cast</b>
0	0	0



**RMG & Associates**

Company Secretaries

Continuation Sheet No. 9

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16	1124550

**n) Resolution 14 – Ordinary Resolution**

Appointment of Mr. Amal Ganguli as an Independent Director

i) Voted **in favour** of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
197	24239944	96.57

ii) Voted **against** the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
4	861569	3.43

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16	1124550

**o) Resolution 15 – Ordinary Resolution**

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

i) Voted **in favour** of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
201	25101513	100

ii) Voted **against** the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
0	0	0



**RMG & Associates**

Company Secretaries

Continuation Sheet No. 10

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16	1124550

**p) Resolution 16 – Ordinary Resolution**

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

i) Voted **in favour** of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
201	25101513	100

ii) Voted **against** the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
0	0	0

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16	1124550

**q) Resolution 17 – Ordinary Resolution**

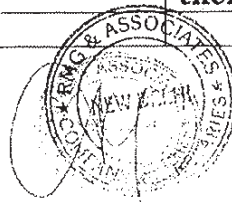
Appointment of Ms. Pallavi Shroff as an Independent Director

i) Voted **in favour** of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
183	23373286	93.12

ii) Voted **against** the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
18	1728227	6.88



**RMG & Associates**

Company Secretaries

Continuation Sheet No.11

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16	1124550

3. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
4. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking You

Yours faithfully

  
**CS Manish Gupta**  
**RMG & Associates**  
Company Secretaries

FCS No : 5123

CP No: 4095

New Delhi

05-09-2014

# RMG & ASSOCIATES

Company Secretaries

## SCRUTINIZER'S REPORT

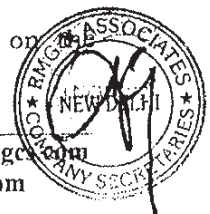
To,  
The Chairman  
Maruti Suzuki India Limited  
Plot No. 1, Nelson Mandela Road  
Vasant Kunj,  
New Delhi -110070

**Sub : Scrutinizer's Report (Combined) on e-voting and Poll on the agenda items transacted at the Thirty Third Annual General Meeting (AGM) of the Company held on Thursday, September 04, 2014 at 10.00 a.m. at the Air Force Auditorium, Subroto Park, New Delhi-110010**

Dear Sir,

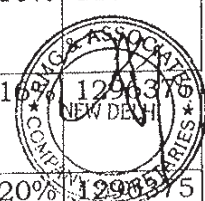
1. I, Manish Gupta, Company Secretary in practice, have been appointed as a scrutinizer by :
  - a. the Board of Directors of Maruti Suzuki India Limited (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and
  - b. the Chairman of the AGM on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, on the resolutions contained in the notice to the Thirty Third AGM of the Company held on Thursday, September 04, 2014 at 10.00 a.m. at the Air Force Auditorium, Subroto Park, New Delhi-110010.
2. The management of the Company is responsible to ensure the compliance with the requirements of the 2013 Act and Rules relating to e- voting and poll on the resolutions contained in the Notice to the Thirty Third AGM of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited (Karvy), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll at AGM.
3. I have issued separate Scrutinizer's Report dated 3<sup>rd</sup> September, 2014 on the e-voting and 5<sup>th</sup> September 2014 on the poll on the resolutions contained in the notice to the AGM.

As requested by management I submit herewith my combined report on the results of e-voting together with that of Poll as under:-





Item No. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid Votes Nos.
	Nos.	% of total number of valid votes cast (favour and against)	Nos.	% of total number of valid votes cast (favour and against)	
Item No.1 of the Notice (As an Ordinary Resolution)	239676910	99.99%	250	.01%	1788566
Item No.2 of the Notice (As an Ordinary Resolution)	239925961	99.83%	405116	.17%	1134649
Item No.3 of the Notice (As an Ordinary Resolution)	234515233	97.58%	5815759	2.42%	1134724
Item No.4 of the Notice (As an Ordinary Resolution)	239278253	99.56%	1052739	.44%	1134724
Item No.5 of the Notice (As an Ordinary Resolution)	235660301	98.79%	2888034	1.21%	2917390
Item No.6 of the Notice (As an Ordinary Resolution)	239108370	99.49%	1222630	.51%	1134724
Item No.7 of the Notice (As an Ordinary Resolution)	240330273	99.99%	725	.01%	1134724
Item No.8 of the Notice (As an Ordinary Resolution)	240090352	99.90%	240650	.10%	1134724
Item No.9 of the Notice (As an Ordinary Resolution)	240298405	99.99%	29692	.01%	1137609
Item No.10 of the Notice (As an Ordinary Resolution)	239875105	99.81%	453002	.19%	1137559
Item No.11 of the Notice (As an Ordinary Resolution)	239875140	99.81%	453017	.19%	1137559
Item No.12 of the Notice (As an Ordinary Resolution)	239875092	99.81%	453055	.19%	1137559
Item No.13 of the Notice (As an Ordinary Resolution)	240089016	99.90%	239111	.10%	1137559
Item No.14 of the Notice (As an Ordinary Resolution)	232572577	96.84%	7596734	3.16%	1298376
Item No.15 of the Notice (As an Ordinary Resolution)	239695837	99.80%	473513	.20%	1298375



**RMG & Associates**  
Company Secretaries

Continuation Sheet No. 3

Resolution)					
Item No.16 of the Notice (As an Ordinary Resolution)	240089758	99.90%	238357	.10%	1137609
Item No.17 of the Notice (As an Ordinary Resolution)	219911746	91.68%	19945974	8.32%	1607953

Thanking You.

Yours faithfully

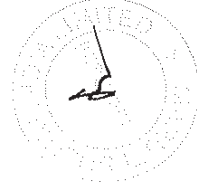
  
**CS Manish Gupta**  
RMG & Associates  
Company Secretaries

**06-09-2014**  
**New Delhi**

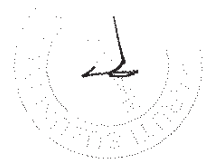
FCS No : 5123  
CP No: 4095

NAME: MARUTI SUZUKI INDIA LTD

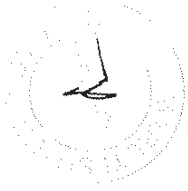
SL.NO.	DESCRIPTION	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY	PRESENT THROUGH PROXY	TOTAL	NO. OF SHAREHOLDERS ATTENDED THE MEETING THROUGH VIDEO CONFERENCING
A	DATE OF AGM				
B	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE				
	04-09-2014				
	As on 1 <sup>st</sup> August 2014 (For e-voting): 100221				
	As on close of business hours on 31 <sup>st</sup> August 2014 (record date for dividend): 99277				
C	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY				
		2687			
	SHAREHOLDERS				
	PROMOTER AND PROMOTER GROUP	1	0	1	0
	PUBLIC	2489	197	2686	0
	TOTAL	2490	197	2687	0



NAME: MARUTI SUZUKI INDIA LIMITED



Resolution	Category	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)/[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)= [(4)/(2)]*100	% of votes against on votes polled (7)= [(5)/(2)]*100
1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March 2014 including the audited Balance Sheet as at 31st 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								
	Promoter and Promoter Group	169788440	169788440	100	169788440	0	100	0
	Public - Institutional Holders	108684308	69885121	64.30	69885121	0	100	0
	Public-Others	23607312	3599	0.02	3349	250	98.05	6.95
	Total	302080060	23967160		23967160	250	99.99	0.01
2. To declare dividend on equity shares								
	Promoter and Promoter Group	169788440	169788440	100	169788440	0	100	0
	Public - Institutional Holders	108684308	70538988	64.30	70133872	405116	99.43	0.57
	Public-Others	23607312	3549	0.02	3549	0	100	0
	Total	302080060	240331077		23975961	405116	99.83	0.17
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								
	Promoter and Promoter Group	169788440	169788440	100	169788440	0	100	0
	Public - Institutional Holders	108684308	70538988	64.30	64724099	5814889	91.76	8.24
	Public-Others	23607312	3564	0.02	2694	870	75.98	24.41
	Total	302080060	240330992		234512333	5815759	97.58	2.42
4. To appoint a director in place of Mr. Kazuhiko Ayabe (DIN: 029217011), who retires by rotation and being eligible, offers himself for re-appointment								
	Promoter and Promoter Group	169788440	169788440	100	169788440	0	100	0
	Public - Institutional Holders	108684308	70538988	64.30	69497107	1051881	98.51	1.49
	Public-Others	23607312	3564	0.02	2706	858	75.98	24.07
	Total	302080060	240330992		239728253	1052739	99.56	0.44
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 33rd annual general meeting upto the conclusion of the 34th annual general meeting of the Company at a remuneration to be fixed by the board after reimbursement of out of pocket expenses incurred in connection with the audit								
	Promoter and Promoter Group	169788440	169788440	100	169788440	0	100	0
	Public - Institutional Holders	108684308	69756322	63.26	65869598	2887724	95.80	4.20
	Public-Others	23607312	3573	0.02	3263	310	91.32	8.68
	Total	302080060	238549335		235660301	2888034	98.79	1.21
6. Appointment of Mr. Tonhaki Hasuike as Director								
	Promoter and Promoter Group	169788440	169788440	100	169788440	0	100	0
	Public - Institutional Holders	108684308	70538988	64.30	69317146	1221642	98.27	1.73
	Public-Others	23607312	3572	0.02	2784	288	77.94	22.06
	Total	302080060	240331000		239108370	1222530	99.49	0.51
7. Appointment of Mr. Natsuyuki Kamiya as Whole-time Director designated as Director (Production)								
	Promoter and Promoter Group	169788440	169788440	100	169788440	0	100	0
	Public - Institutional Holders	108684308	70538988	64.30	70338988	0	100	0



Public-Others	23607312	3570			0.02	2845	7969	20.31
Total	302080960	240330958				240330273	9839	0.01
8. Appointment of Mr. Shigetoshi Tomi as Whole-time Director designated as Director (Production)								
Promoter and Promoter Group	169788440	169788440			100	169788440	0	0
Public - Institutional Holders	108684108	70536103			64.9	70298998	99.66	0.34
Public-Others	23607312	3574			0.02	2814	78.74	21.16
Total	302080960	240331002				240390352	99.90	0.10
9. Increase in remuneration of Mr. Toshiaki Haseike, Joint Managing Director								
Promoter and Promoter Group	169788440	169788440			100	169788440	0	0
Public - Institutional Holders	108684108	70536103			64.9	70507423	99.96	0.04
Public-Others	23607312	3554			0.02	2542	71.53	28.47
Total	302080960	240328097				240299405	99.99	0.01
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								
Promoter and Promoter Group	169788440	169788440			100	169788440	0	0
Public - Institutional Holders	108684108	70536103			64.9	70084187	99.36	0.64
Public-Others	23607312	3554			0.02	2478	69.53	30.47
Total	302080960	240328107				239875105	99.81	0.19
11. Authority to the Board of Directors to increase the remuneration of Mr. Toshiaki Haseike, Joint Managing Director from time to time								
Promoter and Promoter Group	169788440	169788440			100	169788440	0	0
Public - Institutional Holders	108684108	70536103			64.9	70084187	99.36	0.64
Public-Others	23607312	3514			0.02	2513	69.54	30.46
Total	302080960	240328157				239875140	99.81	0.19
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								
Promoter and Promoter Group	169788440	169788440			100	169788440	0	0
Public - Institutional Holders	108684108	70536103			64.9	70084187	99.36	0.64
Public-Others	23607312	3604			0.02	2465	68.40	31.68
Total	302080960	240328147				239875092	99.81	0.19
13. Payment of commission to non-executive directors								
Promoter and Promoter Group	169788440	169788440			100	169788440	0	0
Public - Institutional Holders	108684108	70536103			64.9	70297944	99.66	0.34
Public-Others	23607312	3584			0.02	2632	73.44	26.56
Total	302080960	240228127				240089016	99.90	0.10
14. Appointment of Mr. Amal Ganguli as an Independent Director								
Promoter and Promoter Group	169788440	169788440			100	169788440	0	0
Public - Institutional Holders	108684108	7057337			64.75	62781187	88.21	10.79
Public-Others	23607312	3534			0.02	2850	664	19.35
Total	302080960	240189311				232572577	96.84	3.16



15 Appointment of Mr. D.S. Bhat as an Independent Director									
Promoter and Promoter Group	169788440	169788440	169788440	100	169788440	0	100	0	0
Public – Institutional Holders	108684508	70377337	69905458	64.75	472789	724	99.33	79.74	0.67
Public-Others	23607312	3573	2849	0.02					20.26
Total	30280060	24016935	73969587		473513		99.80		0.10
16 Appointment of Mr. R.P. Singh as an Independent Director									
Promoter and Promoter Group	169788440	169788440	169788440	100	169788440	0	100	0	0
Public – Institutional Holders	108684508	70536103	70298469	64.90	237634		99.66	79.76	0.34
Public-Others	23607312	3572	2849	0.02	723				20.24
Total	30280060	24032815	240089738		238357		99.90		0.10
17 Appointment of Ms. Pallavi Shroff as an Independent Director									
Promoter and Promoter Group	169788440	169788440	169788440	100	169788440	0	100	0	0
Public – Institutional Holders	108684508	70065759	50120455	64.47	19945204		71.53		28.47
Public-Others	23607312	3521	2851	0.01		670	80.97		19.03
Total	30280060	239657720	219911746		19945974		91.68		8.32