



## MARUTI SUZUKI INDIA LIMITED

CIN: L34103DL1981PLC011375  
Registered Office: 1, Nelson Mandela Road, Vasant Kunj  
New Delhi -110 070, India  
Tel: 011-46781000 / 011-46150275  
Web: [www.marutisuzuki.com](http://www.marutisuzuki.com) Email Id: [investor@maruti.co.in](mailto:investor@maruti.co.in)

### NOTICE

NOTICE is hereby given that the 34<sup>th</sup> Annual General Meeting of the members of Maruti Suzuki India Limited will be held on Friday, the 4<sup>th</sup> September 2015 at 10:00 a.m. 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 2015 including the audited Balance Sheet as at 31<sup>st</sup> March 2015, 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. Toshiaki Hasuike (DIN: 01948291), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Kinji Saito (DIN: 00049067), 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 34<sup>th</sup> annual general meeting upto the conclusion of the 35<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. Toshihiro Suzuki as a 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. Toshihiro Suzuki (DIN 06709846) 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 a Director liable to retire by rotation.”

**7. Appointment of Mr. Shigetoshi Torii as a 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. Shigetoshi Torii (DIN: 06437336) 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 a Director liable to retire by rotation.”

**8. Re-appointment of Mr. Kazuhiko Ayabe as a Whole-time Director designated as Director (Supply Chain)**

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), Mr. Kazuhiko Ayabe (DIN: 02917011) be and is hereby re-appointed as a Whole time Director designated as Director (Supply Chain) on the following remuneration with effect from 28<sup>th</sup> April, 2015 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. Ratification of remuneration of M/s R.J.Goel & Co., cost auditors**

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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to M/s R.J.Goel & Co., Cost Accountants (Firm Registration No. 000026) appointed by the board of directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2015-16 amounting to Rs. 2,00,000/- as also the payment of service tax as applicable and re-imburement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed."

#### **10. Increase in shareholding limit for Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPIs) and Qualified Foreign Investors (QFIs) from 24% upto an aggregate limit of 40% of the paid-up equity share capital of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 and all other applicable Acts, Laws, Rules, Regulations, Circulars, Directions, Notifications, Press Notes and Guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, consent of the members of the Company be and is hereby accorded to permit Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPI) and Qualified Foreign Investors (QFI) to acquire and hold on their own account and on behalf of each of their sub-accounts to make investment in the equity shares of the Company upto an aggregate limit of 40% (Forty Percent) of the paid-up equity share capital of the Company, provided, however, that the shareholding of each FII/FPI/QFI in its own account and on behalf of each of their sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable Acts, Laws, Rules and Regulations (including any statutory modifications or re-enactment thereof for the time being in force)."

By order of the board  
for MARUTI SUZUKI INDIA LIMITED

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

New Delhi  
28<sup>th</sup> July, 2015

**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 THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE AGM.**
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 nos. 6 to 10 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 Friday, the 28<sup>th</sup> August 2015 to Friday, the 4<sup>th</sup> September 2015 (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 2015 to those whose names appear in the register of members / beneficial owners as on 27<sup>th</sup> August 2015.
  - (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. The route map of the venue is attached.
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 ids are registered with their Depository Participants or with the Company or its RTA.**
18. **Notice, Audited Financial Statements for 2014-15 together with Board's 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 31<sup>st</sup> August, 2015</b>
<b>End of e-voting</b>	<b>Up to 05:00 p.m. (IST) on 3<sup>rd</sup> September, 2015</b>

At the end of the e-voting period, the facility shall forthwith be blocked. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

- vi. The cut-off date for the purpose of e-voting is 28<sup>th</sup> August 2015.

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 Number 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) Any person who becomes a member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date i.e. 28<sup>th</sup> August, 2015, may obtain the User ID and password in the manner as mentioned below:
  - i) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : **MYEPWD<space> E-Voting EVEN Number+Folio No. or DP ID Client ID to 9212993399**  
 Example for NSDL:  
 MYEPWD <SPACE> IN12345612345678  
 Example for CDSL :  
 MYEPWD <SPACE> 1402345612345678  
 Example for Physical :  
 MYEPWD <SPACE> XXXX1234567890
  - ii) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- l) 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.”
- m) 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 cast their vote electronically shall not be allowed to vote again at the meeting.**
- n) 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>
- o) 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.
- p) A facility of voting through ballot/polling paper shall also be made available at the AGM and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- q) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- r) The Scrutinizer shall make, not later than three days of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him. The results declared along with the consolidated Scrutinizer’s Report shall be placed on the website of the Company and on the website of Karvy. The results shall simultaneously be communicated to the Stock Exchanges.

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

### **ITEM NO. 6**

Mr. Toshihiro Suzuki was appointed with effect from 28<sup>th</sup> October, 2013 as a Director to fill the casual vacancy of Mr. Shinzo Nakanishi. Section 161 of the Act provides that any person appointed in a casual vacancy shall hold office upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated. As Mr. Toshihiro Suzuki shall hold his office as a Director upto the date of the AGM, the approval of members is sought for his appointment.

Mr. Toshihiro Suzuki, being son of Mr. O.Suzuki and together with his other relatives, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested in his appointment.

Save and except the above, none of the other Directors/Key Managerial Personnel (KMP) of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. He was first appointed on the board of the Company on 28<sup>th</sup> October, 2013. During the year 2014-15, he attended four board meetings. The Board commends this resolution for approval of the members.

### **ITEM NO. 7**

Mr. Shigetoshi Torii was appointed with effect from 31<sup>st</sup> July, 2014 as a Director to fill the casual vacancy of Mr. Keiichi Asai. Section 161 of the Act provides that any person appointed in a casual vacancy shall hold office upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated. As Mr. Shigetoshi Torii shall hold his office as Director upto the date of the AGM, the approval of members is sought for his appointment.

None of the Directors/KMP of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except Mr. Shigetoshi Torii and his relatives. He was first appointed on the board of the Company on 31<sup>st</sup> July, 2014. During the year 2014-15, he attended four board meetings. The Board commends this resolution for approval of the members.

### **ITEM NO. 8**

Mr. Kazuhiko Ayabe was re-appointed as a Whole time Director designated as Director (Supply Chain) with effect from 28<sup>th</sup> April 2015 for a period of three years on the existing remuneration. Section 196 of the Companies Act, 2013 provides that a whole-time director shall be appointed and the terms and conditions of such appointment and remuneration payable shall be subject to approval by a resolution at the next general meeting of the Company. The approval of shareholders is sought for his re-appointment and payment of remuneration.

None of the Directors/KMP of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except Mr. Kazuhiko Ayabe and his relatives. He was first appointed on the board of the Company on 28<sup>th</sup> April, 2012. During the year 2014-15, he attended six board meetings. The Board commends this resolution for approval of the members.

### **ITEM NO. 9**

The board, on the recommendation of the audit committee, has approved the appointment and remuneration of the Cost Auditor to conduct the audit of cost records of the Company for the financial year ending 31<sup>st</sup> March, 2016. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Rules made thereunder, the remuneration payable to the Cost Auditor as recommended by the audit committee and approved by the board, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31<sup>st</sup> March, 2016.

None of the Directors/KMP of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board commends this resolution for approval of the members.

### **ITEM NO. 10**

In terms of the provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, the Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPIs) and Qualified Foreign Investors (QFIs) can, in aggregate, hold upto 24% of paid-up capital of the Company. However, this limit can be enhanced upto the 100% of the paid up capital of the Company subject to the approval of the shareholders by way of passing a special resolution.

The present holding of FIIs/FPIs/QFIs in the Company is about 22% of the paid up capital and the same has shown an increasing trend. To leave space for FIIs/FPIs/QFIs to invest in the equity of the Company, it is proposed to increase the present limit from 24% upto an aggregate limit of 40% of paid up equity share capital of the Company.

None of the Directors/KMP of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board commends this resolution for approval of the members.

### **Additional information as per clause 49 of the listing agreement read with Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India**

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

**Mr. Toshiaki Hasuike**

Mr. Toshiaki Hasuike, 57, is a graduate in Mechanical Studies, Faculty of Engineering, MEIJI University, Japan. He joined Suzuki Motor Corporation (SMC) in 1980 and worked at various levels there including Department General Manager and was appointed as Automobile Engineering Managing Officer & Deputy Executive General Manager in 2006. He was appointed as the Joint Managing Director of the Company with effect from 27<sup>th</sup> April, 2013 and heads supply chain, engineering, production and quality.

He is a member on the Board of FMI Automotive Components Private Limited and also the chairman of its Corporate Social Responsibility Committee.

He is not related to any Director/KMP of the Company and does not hold any shares in the Company. He was first appointed on the board of the Company on 27<sup>th</sup> April, 2013. During the year 2014-15, he attended six board meetings.

**Mr. Kinji Saito**

Mr. Kinji Saito, 57, is a graduate from Faculty of Economics, Hiroshima University. He joined SMC in 1981 and was assigned Domestic Sales Planning. During his tenure with SMC, he has been to many assignments including import car sales, domestic planning & marketing, administration of overseas planning, etc. before joining the then Maruti Udyog Limited (now Maruti Suzuki India Limited) as Director (Marketing & Sales) in 2002. He served as Director of the Company till 2006. Thereafter he worked at various positions at SMC like General Manager (Asia/Middle East/ Africa Automobile Marketing), Deputy Executive General Manager (Overseas Automobile Marketing Department), Managing Director (American Suzuki Motor), General Manager (Asia Automobile Marketing Department) and Deputy Executive General Manager (Overseas Automobile Marketing Department). He has been elevated as Executive General Manager, Global Automobile Marketing /Divisional General Manager, Asia Automobile Marketing Division with effect from 30<sup>th</sup> June, 2015.

He is not related to any Director/KMP of the Company. He is not a director on the Boards of any Company and does not hold any shares in the Company. He was first appointed on the board of the Company on 28<sup>th</sup> April, 2012. During the year 2014-15, he attended five board meetings.

**Mr. Toshihiro Suzuki**

Mr. Toshihiro Suzuki, 56, is a graduate from Tokyo University of Science, Japan. He joined SMC in 1994 and worked at various levels like plant manager, councilor, senior general manager (product planning division), director & senior managing officer. In 2011, he was appointed as a Representative Director and Executive Vice President. He has been elevated as a Representative Director and President (COO) with effect from 30<sup>th</sup> June, 2015.

He is son of Mr. O.Suzuki, a director of the Company. He is not related to any KMP of the Company. He is not a director on the Boards of any Company and does not hold any shares in the Company.

**Mr. Shigetoshi Torii**

Mr. Shigetoshi Torii, 55, is a graduate from Department of Mechanical Engineering, School of Engineering Science of Osaka University. He joined SMC in 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 was appointed as a whole-time director designated as Director (Production) with effect from 31<sup>st</sup> July, 2014.

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

He is not related to any Director/KMP of the Company and does not hold any shares in the Company.

**Mr. Kazuhiko Ayabe**

Mr. Kazuhiko Ayabe, 57, is a graduate from Department of Mechanical Engineering, College of Sophia University. His area of specialization is 'Purchasing and Vehicle Body Design'. He joined SMC in 1980 and was assigned automobile body design department. In 2003, he was transferred to 'Vehicle Line 1' followed by 'Purchase Department 2' in the year 2006. He joined the Company in 2009 as Executive Officer (Supply Chain) and was appointed as a whole-time director designated as Director & Managing Executive Officer (Supply Chain) with effect from 28<sup>th</sup> April, 2012.

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 Director/KMP of the Company and does not hold any shares in the Company.

By order of the board  
for MARUTI SUZUKI INDIA LIMITED

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

New Delhi  
28<sup>th</sup> July, 2015

# ROUTE MAP

