

MARUTI SUZUKI INDIA LIMITED

CIN: L34103DL1981PLC011375

Registered Office: 1, Nelson Mandela Road, Vasant Kunj
New Delhi -110 070, India

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Web: www.marutisuzuki.com; Email Id: investor@maruti.co.in

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of the members of Maruti Suzuki India Limited will be held on Tuesday, the 5th September 2017 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 audited financial statements (including the consolidated financial statements) of the Company for the year ended 31st March 2017 including the audited Balance Sheet as at 31st March 2017, the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon and in this regard pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the audited financial statements (including the consolidated financial statements) of the Company for the year ended 31st March, 2017 including the audited Balance Sheet as at 31st March 2017, the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted.”

2. To declare dividend on equity shares and in this regard pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the recommendation of the board of directors of the Company, dividend at the rate of Rs. 75 per share of Rs. 5/- each on the paid up equity share capital of the Company be and is hereby declared to be paid to the members of the Company”.

3. To appoint a director in place of Mr. Toshihiro Suzuki , who retires by rotation and being eligible, offers himself for re-appointment and in this regard pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to article 91(5) of the Articles of Association of the Company read with Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Toshihiro Suzuki (DIN: 06709846) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.”

4. To appoint a director in place of Mr. Shigetoshi Torii, who retires by rotation and being eligible, offers himself for re-appointment and in this regard pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to article 91(5) of the Articles of Association of the Company read with Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Shigetoshi Torii (DIN: 06437336) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.”

5. To ratify the appointment of Auditors and fix their remuneration and in this regard pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by members at the 35th annual general meeting appointing Deloitte Haskins & Sells LLP (Regn. No. 117366W/W-100018) as auditors of the Company to hold office until the conclusion of the 40th annual general meeting, the company hereby ratifies and confirms the appointment of Deloitte Haskins & Sells LLP as auditors of the Company for the financial year ending 31st March, 2018 at a remuneration to be fixed by the board and reimbursement of out of pocket expenses incurred in connection with the audit.”

6. To re-appoint Mr. Shigetoshi Torii as a Whole-time Director designated as Director (Production) and in this regard pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Article 91 of the Articles of Association of the Company and the provisions of Sections 196, 197, 198, Schedule V 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), Mr. Shigetoshi Torii (DIN: 06437336) be and is hereby re-appointed as a Whole-time Director designated as Director (Production) for a period of three years with effect from 31st July, 2017 on the following terms and conditions:

- a. **Basic Salary:** Rs. 139.92 lakh per annum in the scale of Rs. 135 lac to Rs. 200 lakh per annum with the 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 lakh per annum with the authority to the board (which expression shall include a committee thereof) to increase it upto Rs. 30 lakh 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 be Rs. 63.24 lakh per annum with the authority to the board (which expression shall include a committee thereof) to increase it from time to time upto a maximum of Rs. 120 lakh 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.”

7. To appoint Ms. Renu Sud Karnad as an Independent Director and in this regard pass the following resolution 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 Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Renu Sud Karnad (DIN: 00008064) 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 27th July, 2017 for a period of five years till 26th July, 2022.”

8. To ratify the remuneration of the Cost Auditor, M/s R.J.Goel & Co., cost accountants and in this regard pass the following resolution 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 of M/s R.J.Goel & Co., Cost Accountants (Firm Registration No. 000026) appointed by the board of directors as Cost Auditor to conduct the audit of the applicable cost records of the Company for the

financial year 2017-18 amounting to Rs. 2.20 Lakh plus applicable taxes thereon besides reimbursement of out of pocket expenses on actuals incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

9. To adopt a new set of Memorandum and Articles of Association of the Company in conformity with the Companies Act, 2013 and in this regard pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13, 14 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder, the new set of Memorandum and Articles of Association of the Company, a copy of which is available for inspection at the registered office of the Company and also on the website of the Company at <https://www.marutisuzuki.com/moa-and-aoa.aspx> be and is hereby approved and adopted in total exclusion and substitution of the existing Memorandum and Articles of Association of the Company.”

By order of the board
for MARUTI SUZUKI INDIA LIMITED

New Delhi
27th July, 2017

S. Ravi Aiyar
Executive Director (Legal)
& Company Secretary
FCS NO. 1734

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 ('Act'), in regard to the business as set out from item nos. 6 to 9 and the relevant details pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') 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 Tuesday, the 29th August, 2017 to Tuesday, the 5th September 2017 (both days inclusive).

- (b) Subject to the provisions of Section 126 of the Act, dividend as recommended by the board of directors, if declared at the meeting will be payable on or after 11th September 2017 to those whose names appear in the register of members / beneficial owners at the close of business hours on 28th August, 2017.
 - (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 Act, 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.
13. Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more. In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already initiated necessary action for transfer of all shares in respect of which dividend declared has not been paid or claimed by the members for 7 (seven) consecutive years or more. Members are advised to visit the website of the Company www.marutisuzuki.com to ascertain details of shares liable for transfer in the name of IEPF Authority.
14. 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.
15. 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.
- 16. No gifts will be distributed at the AGM.**
- 17. 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.**
- 18. 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.**
- 19. Notice, Audited Financial Statements for 2016-17 together with Board's Report and Auditors' Report are available on the website of the Company www.marutisuzuki.com.**
- 20. Voting through electronic means:**
- i. Pursuant to the provisions of Section 108 of the Act 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:

| | |
|--------------------------|---|
| Commencement of e-voting | From 9:00 a.m. (IST) on 2nd September, 2017 |
| End of e-voting | Up to 05:00 p.m. (IST) on 4th September, 2017 |

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 29th August, 2017.

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. 29th August, 2017, 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: e-voting@rmgcs.com with a copy to 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. Shigetoshi Torii was appointed as a Whole-time Director designated as Director (Production) with effect from 31st July, 2014 for a period of three years. Section 196 of the Companies Act, 2013 (Act) provides, inter alia, that a Whole-time Director shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the board of directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the Company.

The approval of the members is sought for his re-appointment and payment of remuneration.

None of the Directors/Key Managerial Personnel (KMPs) of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution except Mr. Shigetoshi Torii and his relatives. He was first appointed as director on the board of the Company on 31st July, 2014. During the year 2016-17, he attended five board meetings. The Board commends this resolution for approval of the members.

ITEM NO. 7

Section 149 of the 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. 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. 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.

Late Mr. Amal Ganguli who served the Company as an ID for a period of about fourteen years, passed away on 8th May, 2017 after a prolonged illness. We would like to place on record tribute to Late Mr. Ganguli for the invaluable professional services rendered by him during his tenure as an ID on the board and also as the Chairman of the audit committee and nomination and remuneration committee.

Section 149 of the Act read with Schedule IV and Regulation 25 of the Listing Regulations provide to fill the vacancy in the office of an ID at the earliest but not later than three months from the date of such vacancy. The board has appointed Ms. Renu Sud Karnad, presently the Managing Director of Housing Development Finance Corporation Limited as an ID of the Company subject to the approval of the members.

The Company has received notice in writing from a member alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of aforesaid ID. The Company has received declaration from the ID that she meets the criteria of independence.

Ms. Karnad is a person of integrity and possesses appropriate skills, experience, knowledge and qualification in her professional field which shall be beneficial to the interest of the Company. In the opinion of the Board, she fulfills the conditions for appointment as ID as specified in the Act and the Rules framed thereunder. She is independent of the management. Keeping in view her vast experience and knowledge, the board considers that her association would be of immense benefit to the Company.

None of the Directors/KMPs of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution except Ms. Renu Sud Karnad and her relatives. She was appointed as director on the board of the Company on 27th July, 2017 and attended that meeting. The Board commends this resolution for approval of the members.

ITEM NO. 8

The board, on the recommendation of the audit committee, has approved the appointment and remuneration of the Cost Auditor to conduct the audit of the applicable cost records of the Company for the financial year ending 31st March, 2018. 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 31st March, 2018.

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

ITEM NO. 9

The existing Memorandum and Articles of Association of the Company are based on the provisions of the Companies Act, 1956. The Ministry of Corporate Affairs ('MCA') has notified most of the sections of the Act replacing the provisions of the Companies Act, 1956. The MCA has also notified the Rules pertaining to the further notified sections under the Act. In order to bring the existing Memorandum and Articles of Association of the Company in line with the provisions of the Act, a new set of Memorandum and Articles is proposed to be adopted in substitution of and to the exclusion of the existing Memorandum and Articles of Association. The below table provides a summary of key changes to the existing Memorandum and Articles of Association:

- a) **Memorandum of Association:** There is no major change except that the format of the existing Memorandum has been changed in line with Table A of Schedule I of the Companies Act, 2013.
- b) **Articles of Association:** The Articles of Association have been modified in line with Table F of Schedule I of the Companies Act, 2013. The key changes are summarized as under:

| Category | Article Number | Key changes |
|---------------------------------|----------------|--|
| Quorum for general meeting | 56 | Quorum requirements have been modified as per the requirements of the Companies Act, 2013. |
| Voting through electronic means | 65 | The provisions of exercising vote by the shareholders through electronic means have been inserted. |
| Board of Directors | 76 (1) | The limit of maximum number of Directors has been raised to fifteen from twelve. |
| Appointment of Directors | 76(2) | The Independent Directors shall be appointed under the provisions of the Act and other regulations. |
| Chief Executive Officer, etc. | 90 | The provisions with regard to the appointment of Key Managerial Personnel under Section 203 of the Companies Act, 2013 have been inserted. |

According to Section 13 and 14 of the Companies Act, 2013, approval of the shareholders by special resolution is required for the adoption of new set of Memorandum and Articles of Association to replace the existing Memorandum and Articles. A copy of the proposed new set of Memorandum and Articles is available for inspection by the members at the registered office of the Company during normal business hours on all working days and is also available on the website of the Company at <https://www.marutisuzuki.com/moa-and-aoa.aspx>

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

Additional information:

Details of Directors retiring by rotation/ seeking appointment/ re-appointment:

| Particulars | Mr. Toshihiro Suzuki | Mr. Shigetoshi Torii | Ms. Renu Sud Karnad |
|----------------------|--|--|---|
| Age | 58 | 57 | 64 |
| Qualification | Graduate from Tokyo University of Science, Japan. | Graduate from Department of Mechanical Engineering, School of Engineering Science of Osaka University. | Post Graduate in Economics from the University of Delhi and a degree of Law from the University of Mumbai. |
| Experience | He joined Suzuki Motor Corporation, Japan 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 30th June, 2015. | He joined Suzuki Motor Corporation, Japan 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 (MSIL) in February 2012, he worked at various levels in SMC at Kosai Plant and Sagara Plant. In 2014, he was appointed as Director (Production) in MSIL. | Ms. Renu Sud Karnad brings with her rich experience and enormous knowledge in the mortgage sector, having been part of the nascent real estate & mortgage sectors in India. She is also a Parvin Fellow-Woodrow Wilson School of International Affairs, Princeton University, U.S.A. Ms. Renu Sud Karnad joined HDFC Ltd. in 1978. After having spent over two decades in various positions, she was inducted onto its Board as Executive Director in 2000. She grew to become Joint Managing Director in 2007 and was elevated to the post of Managing Director with effect from January 1, 2010. |

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| | | <p>Ms. Karnad is in-charge of the lending operations of the company and is responsible for spearheading HDFC's expansion. Under Ms. Karnad's leadership, HDFC has grown consistently in its lending business with cumulative home loan disbursements of over Rs 5 trillion.</p> <p>Additionally, she has under her fold the Human Resources and Communications functions. Apart from being HDFC's brand custodian, Ms. Karnad is the guiding force behind formulation of the organization's communication strategy and public image. Recognizing the changing needs and lifestyles of its customers, under her stewardship, HDFC Ltd. has been consistently rolling out innovative & customer friendly mortgage products and services.</p> <p>Owing to her successful spell with the mortgage sector, Ms. Karnad has served as the President of the International Union for Housing Finance (IUHF), an association of housing finance firms present across the globe. She has also served as Director, Asian Real Estate Society.</p> <p>Over the years, Ms. Karnad has had to her credit, numerous awards and accolades. She was awarded "Outstanding Woman Business Leader" at the CNBC-TV18 Indian Business Leader Awards (IBLA) 2012, was part of the 25 Most Influential Women Professionals in India- India Today Magazine's power list 2011, was honoured by IMC Ladies' wing for outstanding contribution by a woman in the field of Banking and Financial Services, 2011, has featured in the ET – Corporate Dossier list of India Inc's 'Top 15 powerful women CEOs' in 2010, Verve, international magazine's list of 50 power women in 2010 and in Business Today magazine's list of 'Most Powerful Women in Indian Business' for seven years up to 2012, in year 2013 she was inducted into Hall of Fame, Fortune India Magazine's most powerful women for 2011, 2012, 2013, 2014, 2015 & 2016, has featured amongst the list of '25 top non-banking women in finance' by U.S. Banker magazine in 2008, was chosen as the 'Best Woman Corporate Leader' by Business & Economy magazine for the year 2007-08. She was felicitated at the 'Women Achievers Award - 2007' by the FICCI Ladies Organization. In 2006, Wall Street Journal Asia adjudged her among the 'Top Ten Powerful Women to Watch Out for in Asia'.</p> |
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| | | | <p>Known for her wit and diplomacy, Ms. Karnad has always had a humane approach towards solving complex issues. She firmly believes that 'people' are key to an organization's success especially in the service domain and propagates 'self belief' as the strongest weapon to achieving excellence.</p> <p>A quintessential woman and a role model for her women colleagues at HDFC, her message to the young professionals is elicited by a famous quote by David Frost 'don't aim for success; if you want it ,just do what you love and believe in, and it will come naturally'.</p> |
| Terms & conditions of appointment/ re-appointment | As per Item 3 of the Notice convening Annual General Meeting, Mr. Toshihiro Suzuki is proposed to be appointed as a non-executive director liable to retire by rotation. | As per resolutions at item number 4 and 6 of the Notice convening Annual General Meeting read with the explanatory statement, Mr. Shigetoshi Torii is proposed to be reappointed as Director liable to retire by rotation and Whole-time Director designated as Director (Production) for a period of three years till 30th July, 2020. | As per Item 7 of the Notice convening Annual General Meeting, Ms. Renu Sud Karnad is proposed to be appointed as an Independent Director not liable to retire by rotation. |
| Remuneration proposed to be paid | Nil | As per resolution at item number 6. | Nil |
| Remuneration last drawn | Nil | Same as proposed. | Nil |
| Date of first appointment on the board | 28th October, 2013 | 31st July, 2014 | It is the first appointment |
| Shareholding in the Company | Nil | Nil | Nil |
| Relationship with other directors, manager and key managerial personnel | Son of Mr. O.Suzuki | Not applicable | Not applicable |
| Number of board meetings attended during the year | Five | Five | Not applicable |
| Other directorships | Not Applicable | Manesar Steel Processing (India) Private Limited | HDFC Limited, Bosch Limited, ABB India Limited, Gruh Finance Limited, HDFC Standard Life Insurance Co. Limited, HDFC Asset Management Co. Limited, HDFC Bank Limited, HDFC Ergo General Insurance Co. Limited, Indraprastha Medical Corporation Limited, H T Parekh Foundation, Feedback Infra Private Limited. |
| Other memberships/ chairperson ships of committees* | Not Applicable | Not Applicable | The details are given hereunder* |

* Other memberships/chairpersonship of Ms. Renu Sud Karnad

| Company | Nature | Member/ Chairperson |
|---|---|--|
| ABB India Limited | 1. Audit 2. Stakeholder Relationship 3. Corporate Social Responsibility 4. Nomination and Remuneration | 1. Member 2. Member 3. Chairperson 4. Member |
| BOSCH Limited | 1. Audit 2. Stakeholder Relationship 3. Investment Sub- Committee 4. Property Sub- Committee | 1. Chairperson 2. Member 3. Member 4. Member |
| Gruh Finance Limited | 1. Investment 2. Compensation 3. Compensation- ESOS 4. Committee of Directors 5. Nomination and Remuneration | Member in all committees |
| HDFC Asset Management Company Limited | 1. Customer Service 2. Risk Management 3. Investment | Member in all committees |
| HDFC Bank Limited | 1. Premises 2. Risk Policy and Monitoring 3. Corporate Social Responsibility 4. Stakeholder Relationship | 1. Chairperson 2. Chairperson 3. Chairperson 4. Member |
| HDFC Standard Life Insurance Company Limited | 1. Risk Management 2. Policy holder Protection 3. Nomination and Remuneration 4. Executive 5. Audit | 1. Chairperson 2. Member 3. Member 4. Member 5. Member |
| WNS(Holdings) Limited | 1. Compensation 2. Nomination and Governance | Member in all committees |
| Housing Development Finance Corporation Limited | 1. Corporate Social Responsibility 2. Risk Management | Member in all committees |
| HDFC Ergo General Insurance Company Limited | 1. Risk Management 2. Nomination and Remuneration 3. Corporate Social Responsibility 4. Allotment 5. Policyholder Protection and Grievances Redressal | Member in all committees |
| H T Parekh Foundation | Audit | Member |
| HDFC Credila Financial Services Private Limited | Advisory board | Chairperson |

By order of the board
for MARUTI SUZUKI INDIA LIMITED

New Delhi
27th July, 2017

S. Ravi Aiyar
Executive Director (Legal)
& Company Secretary
FCS NO. 1734

ROUTE MAP

