# MARUTI **M S SUZUKI** 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 Email Id: investor@maruti.co.in

# NOTICE

NOTICE is hereby given that the 40<sup>th</sup> Annual General Meeting (AGM) of the members of Maruti Suzuki India Limited will be held on Tuesday, the 24<sup>th</sup> August, 2021 at 10:00 a.m. through video conferencing/other audio visual means (VC/OAVM) to transact the following business:

 To consider and adopt (a) the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 and the report of the Auditors thereon and, in this regard, to consider and pass the following resolutions as **Ordinary Resolutions**:

"RESOLVED THAT the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 and the reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

"RESOLVED FURTHER THAT the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 and the report of the Auditors thereon, as circulated to the members, 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 INR 45 per equity share 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 the Article 76(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. Kinji Saito, who retires by rotation and being eligible, offers himself for reappointment and in this regard pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the Article 76(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. Kinji Saito (DIN: 00049067) who retires by rotation and being eligible for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

5. To re-appoint Statutory Auditors for the second term of five years and in this regard pass the following resolutions as **Ordinary Resolutions**:

"RESOLVED THAT pursuant to Section 139 and other applicable provisions of the Companies Act, 2013, M/s Deloitte Haskins & Sells LLP (Regn. No. 117366W/W-100018) having offered themselves for re-appointment, be and are hereby re-appointed as the Statutory Auditors of the Company for the second term of five years to hold office from the conclusion of the 40th annual general meeting till the conclusion of the 45th annual general meeting of the Company."

"FURTHER RESOLVED THAT approval be and is hereby accorded for payment of audit fee of INR 18.40 million besides applicable taxes, out of pocket expenses and administrative charges (3% of the audit fee) for the financial year 2021-22 and the Board of Directors be and is hereby authorized to fix and pay the statutory fee and other charges as may be deemed fit for the remaining tenure."

6. To appoint Mr. Shigetoshi Torii as a Director and Wholetime Director designated as Joint Managing Director (Production and Supply Chain) and in this regard pass the following resolutions as **Ordinary Resolutions**:

"RESOLVED THAT pursuant to Section 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the appointment of Mr. Shigetoshi Torii (DIN:06437336) to fill the casual vacancy caused by the resignation of Mr. Takahiko Hashimoto be and is hereby approved."

"FURTHER RESOLVED THAT pursuant to the Article 76 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) and subject to the approval of the Central Government, Mr. Shigetoshi Torii be and is hereby appointed as a Whole-time Director designated as Joint Managing Director (Production and Supply Chain) with effect from 28<sup>th</sup> April, 2021 for a period of three years at the following remuneration:

a) Basic Salary: INR 1,81,25,000 per annum in the scale of INR 1,75,00,000 to INR 2,50,00,000 per annum with authority to the Board (which expression shall include a committee thereof) to

revise his salary from time to time. The annual increments will be merit based and take into account the Company's performance.

- b) Special Salary: INR 11,22,000 per annum with authority to the Board (which expression shall include a committee thereof) to increase it upto INR 30,00,000 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 and him; provided that such perquisites and allowances will be INR 83,33,000 per annum with authority to the Board (which expression shall include a committee thereof) to increase it from time to time upto a maximum of INR 1,15,00,000 per annum.

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

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

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

#### Minimum Remuneration

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

7. To appoint Mr. Hisashi Takeuchi as a Whole-time Director designated as Joint Managing Director (Commercial) and in this regard pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the Article 76 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) and subject to the approval of the Central Government, Mr. Hisashi Takeuchi be and is hereby appointed as a Whole-time Director designated as Joint Managing Director (Commercial) with effect from 28<sup>th</sup> April, 2021 for a period of three years at the following remuneration:

- a) Basic Salary: INR 1,81,25,000 per annum in the scale of INR 1,75,00,000 to INR 2,50,00,000 per annum with authority to the Board (which expression shall include a committee thereof) to revise his salary from time to time. The annual increments will be merit based and take into account the Company's performance.
- b) Special Salary: INR 11,22,000 per annum with authority to the Board (which expression shall include a committee thereof) to increase it upto INR 30,00,000 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 and him; provided that such perquisites and allowances will be INR 83,33,000 per annum with authority to the Board (which expression shall include a committee thereof) to increase it from time to time upto a maximum of INR 1,15,00,000 per annum.

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

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

Provision for the use of Company's car for official duties

and telephone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

#### **Minimum Remuneration**

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

8. 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 2021-22 amounting to INR 2.50 lac plus applicable taxes thereon besides reimbursement of out of pocket expenses on actuals in connection with the audit, be and is hereby ratified and confirmed."

By order of the Board for MARUTI SUZUKI INDIA LIMITED

	Sanjeev Grover
Gurugram	Vice President
28 <sup>th</sup> July 2021	& Company Secretary
	FCS No. 3788

# NOTES:

- 1. IN ACCORDANCE WITH VARIOUS CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS (MCA) AND THE SECURITIES AND EXCHANGE BOARD OF INDIA, AGM SHALL BE CONDUCTED THROUGH VC/OAVM. THE PHYSICAL ATTENDANCE OF THE MEMBERS HAS BEEN DISPENSED WITH AND ACCORDINGLY, A MEMBER IS NOT ENTITLED TO APPOINT A PROXY.
- 2. Members who have not updated their latest email addresses in the records of the Company/Transfer Agents and their Depository Participants are requested to update the same at the earliest.
- 3. The explanatory statement pursuant to Section 102 of Companies Act, 2013 ('Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), in regard to the business as set out from item nos. 5 to 8 and other details are annexed hereto.
- The register of members will remain closed from Saturday, the 7<sup>th</sup> August, 2021 to Tuesday, the 24<sup>th</sup> August, 2021 (both days inclusive).

- 5. Subject to the provisions of Section 124 of the Act, dividend as recommended by the Board, if declared at the AGM, will be paid on or after 2<sup>nd</sup> September, 2021 to the members on the basis of the details of beneficial ownership furnished by the Depositories, as at the close of Friday, the 6<sup>th</sup> August, 2021 and in respect of shares held in physical form to those Members whose names will appear in the Register of Members of the Company as on the close of Friday, the 6<sup>th</sup> August, 2021.
- 6. As you may be aware that in terms of the provisions of the Income Tax Act, 1961 ("the IT Act") as amended by the Finance Act, 2020, dividend paid or distributed by a Company on or after 1<sup>st</sup> April, 2020 is taxable in the hands of the Members. The Company is, therefore, required to deduct tax at source ("TDS") at the time of payment of dividend to the Members.

Details regarding such deduction are given hereunder. Please also note that the TDS would vary depending on the residential status, category of the member, compliant / non-compliant status on the basis of filing of income tax return of the preceding two years, as per Section 206AB of the IT Act and is subject to provision of requisite declarations / documents to the Company.

# Provisions related to TDS and documents required:

You are requested to take note of the below stated tax rates and document(s), if any, required to be submitted to the Company for your respective category on or before 6<sup>th</sup> August, 2021, in order to comply with the applicable TDS provisions.

**For resident members**: TDS under Section 194 of the IT Act @ 10% on the amount of dividend payable unless exempt under any of the provisions of the IT Act. However, in case of individuals, TDS would not apply if the aggregate of total dividend distributed to them by the Company during FY 2021-22 does not exceed Rs. 5,000/-.

Tax at source will not be deducted where a member provides Form 15G (applicable to Individual in case of dividend) / Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met. Blank Form 15G and 15H can also be downloaded from the website of the RTA viz. <u>https://ris.kfintech.com/form15</u>

**Needless to mention, the Permanent Account Number (PAN) will be mandatorily required**. In absence of PAN / valid PAN, Tax at source will be deducted @ 20% as per Section 206AA of the IT Act. In order to provide exemption from withholding of tax, the following organizations must provide a self-declaration as listed below:

 Insurance companies: A declaration that they are the beneficial owners of shares held and copy of registration certificate (self-attested) to the effect that no TDS is required as per provisions of Section 194 of the ITAct.

- **Mutual Funds:** A declaration that they are governed by the provisions of Section 10(23D) of the IT Act along with copy of registration documents (self-attested).
- Alternative Investment Fund (AIF) established in India: A declaration that its income is exempt under Section 10(23FBA) of the IT Act and they are established as Category I or Category II AIF under the SEBI Regulations. Copy of registration documents (self-attested) should be provided.
- Other Members who are exempted from tax deduction: Documentary evidence for members who are exempted from deduction of tax under Section 194 of the IT Act, and categories covered under Section 196 of the ITAct.
- Any other entity exempt from TDS under the provisions of Section 197A of the IT Act (including those mentioned in Circular No. 18/2017 issued by CBDT): Self-declaration along with adequate documentary evidence, substantiating the nature of the entity.

#### For non-resident members:

Tax is required to be withheld in accordance with the provisions of Section 195 of the IT Act at applicable rates in force. As per the relevant provisions of the IT Act, the tax shall be withheld @ 20% (plus applicable surcharge and cess) on the amount of dividend payable. However, as per Section 90 of the IT Act, a non-resident member has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the member, if they are more beneficial to the member. For this purpose, i.e. to avail DTAA benefits, the non-resident member will have to provide the following:

- i. Self-attested copy of PAN Card, if any, allotted by the Indian Income Tax Authorities;
- ii. Self-attested copy of Tax Residency Certificate ("TRC") obtained from the Tax Authorities of the country of which the member is resident for FY 2021-22 i.e. covering the period from 01<sup>st</sup> April 2021 to 31<sup>st</sup> March 2022;
- Self-declaration in Form 10F for FY 2021-22 i.e. covering the period from 01<sup>st</sup> April 2021 to 31<sup>st</sup> March 2022, if all the details required in this form are not mentioned in the TRC;
- iv. Self-declaration by the non-resident member of having no permanent establishment / Fixed base or Place of Business / Business Connection / Place of Effective Management, in India in accordance with the applicable DTAA (pertaining to FY 2021-22) Non-resident having PE in India would need to comply with the provisions of section 206AB of the ITAct;
- v. Self-declaration of beneficial ownership by the nonresident member (pertaining to FY 2021-22);
- vi. Any other documents prescribed under the IT Act for lower or nil withholding tax, if applicable.

The Company is not obligated to apply the beneficial

DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident member.

In case of Non-Resident member who are tax residents of Notified Jurisdictional Area as defined under Section 94A(1) of the IT Act, TDS rate of 30% will be applicable.

In case of Non-resident members who are Alternative Investment Fund – Category III located in International Financial Services Centre, taxes shall be withheld at 10% plus applicable surcharge and cess in accordance with the provisions of Section 196D of the IT Act, subject to furnishing of a self-declaration.

In case the members are covered under Section 10(23FE) of the ITAct, no tax shall be deducted where the member submits copy of the notification issued by CBDT substantiating the applicability of Section 10(23FE) of the IT Act issued by the Government of India along with self-declaration that the conditions specified in section 10(23FE) of the IT Act have been complied with.

In case of Foreign Institutional Investors (FII) and Foreign Portfolio Investors (FPI), taxes shall be withheld at 20% plus applicable surcharge and cess or DTAA rate whichever is beneficial in accordance with the provisions of Section 196D of the IT Act provided such FII / FPI provides PAN, Self-Declaration and self-attested copy of SEBI registration certificate, in addition to the documents mentioned at (i) to (vi) above.

In case of Non-Resident members obtaining lower/nil tax deduction certificate issued by Income Tax Department under Section 195 or Section 197 of the IT Act, TDS will be applied as per the rate specified in lower/nil tax withholding certificate obtained from Income Tax Department.

It may be noted that where a non-resident member is reflected as a **"specified person"** as per the Compliance Check Functionality of the Income Tax Department, the taxes will be withheld at a higher rate in accordance with Section 206AB, as mentioned below unless a self-declaration, as mentioned at point no. (iv) above is provided by such non-resident member.

# To enable us to determine the appropriate TDS / withholding tax rate applicable, we request you to provide the above details and documents not later than $6^{th}$ August, 2021.

To summarize, Dividend will be paid after deducting the tax at source as under:

- NIL for resident members receiving dividend upto Rs.5,000/- or in case Form 15G / Form 15H (as applicable).
- 10% for resident members in case PAN is provided / available.
- 20% for resident members, if PAN is not provided / not available / is invalid.
- 20% plus applicable surcharge and cess for nonresident members (except those who are tax residents of Notified Jurisdictional Area as defined under Section 94A of the ITAct).

- 20% plus applicable surcharge and cess or DTAA rate whichever is beneficial in case of Non-residents including FII / FPIs where the non-resident gives PAN, self-declarations outlined above.
- 30% for non-resident members who are tax residents of Notified Jurisdictional Areas as defined under Section 94A of the IT Act.
- Lower/ NIL TDS on submission of self-attested copy of the certificate issued under section 197 of the IT Act.
- 10% plus applicable surcharge and cess who are Alternative Investment Fund – Category III located in International Financial Services Centre in accordance with provisions of Section 196D of the ITAct.
- NIL TDS where the member submits a copy of the notification issued by CBDT substantiating the applicability of Section 10(23FE) of the IT Act along with self-declaration that the conditions specified in Section 10(23FE) of the IT Act have been complied with.

It may be noted that the above rates will be subject to provisions of Section 206AB of the ITAct, as mentioned below:

#### Provisions applicable for all category of members-

- a. Members holding shares under multiple accounts under different residential status/ member category and single PAN, may note that, higher of the tax rate as applicable to different residential status/ category, will be considered on their entire shareholding which is held under different accounts.
- b. Determination of tax rate is subject to necessary verification by the Company of the details of the member as available with the Company / RTA as on the record date. In this respect, the Company reserves the right to independently verify the PAN number of the member from the utility of National Securities Depository Ltd. ('NSDL') and if the same is found contrary to the PAN quoted/ provided, the Company will disregard the PAN and proceed as per the prevalent law.
- c. Further, after receipt of any of the above declarations, if the Company on the basis of its independent assessment, finds any information that is contrary to the declarations received by it, the Company reserves right to rely on the results of its independent assessment and make a deduction of taxes at a higher rate as per applicable provisions of the IT Act.
- d. In case, the dividend income is assessable to tax in the hands of a person other than the registered member as on the 06<sup>th</sup> August, 2021, the registered member is required to furnish a declaration containing the name, address, PAN of the person to whom TDS credit is to be given and reasons for giving credit to such person. In this regard, a declaration must be filed with the Company where the whole or any part of the dividend income is assessable, under the provisions of the IT Act, in the hands of a person other than the member in accordance with Rule 37BA(2) of the Income-tax Rules, 1962. The declaration must consist of name, address, PAN, along with other documents mentioned above depending upon the tax residency status of such person to whom credit is to be given and proportion of credit to be given in respect

of dividend income. In case such details are furnished to the Company after 06<sup>th</sup> August, 2021, the Company shall reject such documents/ communication.

- e. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by the members(s), such member(s) will be responsible to indemnify the Company and also, provide the Company with all information/documents and co-operation in any appellate proceedings.
- f. Kindly note that the aforementioned documents should be uploaded with KFin Technologies Private Limited, the Registrar and Transfer Agent ("KFin") at <u>https://ris.kfintech.com/form15</u>. No communication on the tax determination / deduction shall be entertained after 6<sup>th</sup> August, 2021.
- g. In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return. No claim shall lie against the Company for such taxes deducted.
- h. The Company will send out the email with a soft copy of the TDS certificate at the members' registered Email ID in due course, post payment of the Dividend. Members will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at https://www.incometax.gov.in/iec/foportal/
- i. Above communication on TDS sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences. This communication shall not be treated as an advice from the Company or its affiliates or its Registrar and Share Transfer Agent. Members should obtain the tax advice related to their tax matters from a tax professional.

# j. Updation of PAN, email address and other details

Members holding shares in dematerialized mode, are requested to update their records such as tax residential status, permanent account number (PAN), registered email addresses, mobile numbers and other details with their relevant Depositories through their Depository Participants. Members holding shares in physical mode are requested to furnish details to the Company's Registrar and Share Transfer Agent i.e. KFin Technologies Private Limited. The Company is obligated to deduct tax at source (TDS) based on the records available with RTA and no request will be entertained for revision of TDS return.

# k. Updation of Bank account:

We request you to submit / update your bank account details with your Depository Participant, in case you are holding shares in the electronic form. In case your shareholding is in the physical form, you will have to submit a scanned copy of a covering letter, duly signed by the first member, along with a cancelled cheque leaf with your name and bank account details and a copy of your PAN card, duly self-attested, with KFin. This will facilitate receipt of dividend directly into your bank accounts. In case the cancelled cheque leaf does not bear the members name, please attach a copy of the bank pass-book statement, duly self-attested. We also request you to register your email IDs and mobile numbers with the Company or the RTA at the abovementioned emails.

#### I. <u>Introduction of Section 206AB applicable to all</u> members (resident and non-resident)

Effective from 1<sup>st</sup> July 2021, Finance Act, 2021 has inserted Section 206AB of the IT Act as a special provision for TDS in respect of non-filers of income-tax return whereby tax has to be deducted at twice the rate specified in the relevant provision of the IT Act.

Section 206AB(1) of the IT Act provides that where TDS is required to be deducted under Chapter XVIIB, other than sections 192, 192A, 194B, 194BB, 194LBC or 194N on any sum or income or amount paid or payable or credited, by a person to a specified person, the tax shall be deducted at the higher of the below rates:-

- at twice the rate specified in the relevant provision of the IT Act; or
- at twice the rate or rates in force; or
- at the rate of 5%.

Further, sub section (2) of section 206AB provides that where sections 206AA and 206AB are applicable, i.e. the specified person has not submitted the PAN as well as not filed the income tax return (and the TDS/TCS for both the years exceeds INR 50,000); the tax shall be deducted at the higher rate between both the said sections.

The term 'specified person' is defined in sub section (3) of section 206AB who satisfies the following conditions:

- A person who has not filed the income tax return for two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing of return of income under section 139(1) of the IT Act has expired; and
- The aggregate of TDS and TCS in his case is Rs. 50,000 or more in each of these two previous years.

The non-resident who does not have the permanent establishment is excluded from the scope of a specified person.

The Income Tax Department has also released a Compliance Check Functionality to determine whether a payee is a specified person under section 206AB of the IT Act and the Company would be relying on the report generated from the said facility for compliance with section 206AB of the IT Act.

7. We request you to submit / update your bank account details with your Depository Participant, in case you are holding shares in the demat form. In case your shareholding is in the physical form, you will have to submit a scanned copy of a covering letter, duly signed by the first member, along with a cancelled cheque leaf with your name and bank account details and a copy of your PAN card, duly self-attested, with KFin. This will facilitate receipt of dividend directly into your bank account. In case the cancelled cheque leaf does not bear the members' name, please attach a copy of the bank pass-book statement duly self-attested. **We also request you to register your email IDs and mobile numbers with the RTA**.

- 8. 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.
- 9. Register of contracts or arrangements in which directors are interested will be produced at the commencement of AGM and remain open and accessible during the continuance of the AGM to any person attending meeting through VC/OAVM.
- 10. Register of Directors and Key Managerial Personnel will also be kept open for inspection during the AGM and accessible to the persons attending the AGM through VC/OAVM.
- 11. As per Section 72 of the Act, members 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 downloaded from the Company's website www.marutisuzuki.com.
- 12. Attention of the members is drawn to the provisions of Section 124(6) of the Act which requires 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 intimated the members whose shares are liable to be transferred in the name of IEPF Authority. Members are advised to visit the website of the Company <u>www.marutisuzuki.com</u> to ascertain such details.
- 13. Electronic copies of the Annual Report and this Notice, inter-alia, indicating the process and manner of e-voting along with instructions to attend the AGM through VC/OAVM are being sent by email to those Members whose email addresses have been made available to the Company/ Depository Participants.
- 14. Notice and the Annual Report are available on the website of the Company <u>www.marutisuzuki.com</u>. Members desiring any information relating to the annual accounts or any document pertaining to explanatory statement are requested to send an email to the Company at <u>investor@maruti.co.in</u>, at least ten (10) days before the AGM.

- 15. The Company has engaged the services of KFin to provide video conferencing facility during the AGM.
- 16. The Company is pleased to provide two-way facility through VC/OAVM and live webcast of the proceedings of the AGM on 24<sup>th</sup> August, 2021 from 10.00 a.m. (IST) onwards at the web link – <u>https://emeetings.kfintech.com.</u>
- 17. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum.

#### 18. PROCEDURE FOR REMOTE E-VOTING/ATTENDING AGM THROUGH VC/OAVM

- i. In compliance with the provisions of the Act, the Rules made thereunder, Listing Regulations and the relevant circular(s) issued by MCA and SEBI, the members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFin, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. In pursuant to the SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participant (s) ('DPs') in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. The members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-voting period commences from 09:00 a.m. (IST) on 20<sup>th</sup> August, 2021 till up to 05:00 p.m. (IST) on 23<sup>rd</sup> August, 2021.

- v. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. 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.
- vii. Any person holding shares in physical form and nonindividual shareholders, who acquires shares of the Company and becomes a member of the Company after sending the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at <u>evoting@Kfintech.com</u>. However, if he / she is already registered with KFin for remote e-voting then he /she can use his / her existing User ID and password for casting the vote.
- viii. In case of individual members holding securities in demat mode and who acquires shares of the Company and becomes a member of the Company after sending the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode."
- ix. The options for remote e-voting and voting during annual general meeting (AGM) are explained herein below:

**Option1:** Access to Depositories e-voting system in case of individual members holding shares in demat mode.

**Option2**: Access to KFIN e-voting system in case of members holding shares in physical and non-individual members in demat mode.

**Option3:** Access to join virtual AGM of the Company on KFin system to participate AGM and vote at the AGM.

Type of shareholders	Login Method		
Individual members holding securities in demat mode with NSDL	<ol> <li>User already registered for IDeAS facility:         <ol> <li>Visit URL: <u>https://eservices.nsdl.com</u></li> <li>Click on the "Beneficial Owner" icon under "Login" under 'IDeAS section.</li> <li>On the new page, enter User ID and Password. Post successfu authentication, click on "Access to e-Voting"</li> <li>Click on company name or e-Voting service provider and you will be re directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> </li> </ol>		
	<ul> <li>2. User not registered for IDeAS e-Services <ol> <li>To register click on link : <u>https://eservices.nsdl.com</u></li> <li>Select "Register Online for IDeAS" or click at <u>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</u></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1.</li> </ol></li></ul>		

# Details of Option 1 are mentioned below:

I) Login method for remote e-Voting for Individual members holding securities in demat mode.

	3.	Alternatively by directly accessing the e-Voting website of NSDL		
		I. Open URL: https://www.evoting.nsdl.com/		
		II. Click on the icon "Login" which is available under 'Shareholder/Member' section.		
		III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.		
		IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. Kfintech.		
		V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.		
Individual Shareholders	1.	Existing user who have opted for Easi / Easiest		
holding securities in demat mode with CDSL		I. Visit URL: <u>https://web.cdslindia.com/myeasi/home/login</u> or URL: <u>www.cdslindia.com</u>		
		II. Click on New System Myeasi		
		III. Login with your registered user id and password.		
		IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFin e-Voting portal.		
		V. Click on e-Voting service provider name to cast your vote.		
	2.	User not registered for Easi/Easiest		
		<ol> <li>Option to register is available at <u>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</u></li> </ol>		
		II. Proceed with completing the required fields.		
		III. Follow the steps given in point no. 1		
	3.	Alternatively, by directly accessing the e-Voting website of CDSL		
		I. Visit URL: <u>www.cdslindia.com</u>		
		II. Provide your demat Account number and PAN No.		
		III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat account.		
		IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e-voting is in progress.		
Individual members login	١.	You can also login using the login credentials of your demat account		
through their demat accounts /		through your DP registered with NSDL /CDSL for e-voting facility.		
Website of Depository	II.	Once logged-in, you will be able to see e-voting option. Once you click on		
Participant		e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.		
	III.	Click on options available against company name or e-voting service		
		provider -Kfin and you will be redirected to e-Voting website of KFin for casting your vote during the remote e-Voting period without any further authentication.		

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <u>evoting@nsdl.co.in</u> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <u>helpdesk.evoting@cdslindia.com</u> or contact at 022- 23058738 or 022-23058542-43

Details of Option 2 are mentioned below:

- II) Login method for e-voting for members other than Individuals holding securities in demat mode and members holding securities in physical mode.
- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
  - i. Launch internet browser by typing the URL:<u>https://emeetings.kfintech.com/</u>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change Menu wherein you are required to mandatorily 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 value (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 may also enter a secret question and answer of your choice 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.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVEN" of the AGM" and click on "Submit".
  - vii. On the voting page, 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 "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), 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).
- xii. 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., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id <u>e-voting@rmgcs.com</u> with a copy marked to <u>evoting@kfintech.com</u>. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_Even"
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
  - i. Members who have not registered their email address and in consequence, the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFin, by accessing the link: <u>https://ris.kfintech.com/</u> <u>clientservices/mobilereg/mobileemailreg.aspx</u>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to <u>einward.ris@kfintech.com</u>.
  - ii. Alternatively, member may send an e-mail request at the email id <u>einward.ris@kfintech.com</u> along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
  - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

#### Details of Options 3 are mentioned below:

- II) Instructions for all the members for attending the AGM of the Company through VC/OAVM and e-voting during the meeting.
  - i. Members will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFin. Members may access the same at <u>https://emeetings.kfintech.com/</u> by using the evoting login credentials provided in the email received from the Company/KFin. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
  - ii. Facility for joining AGM though VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
  - Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge and Mozilla Firefox22.
  - iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - v. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes.
  - vi. A member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
  - vii. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.
  - viii. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by accessing the link -<u>https://emeetings.kfintech.com/</u> and click on Post your Queries from 09:00 a.m. on 19<sup>th</sup> August, 2021 to 05:00 p.m. on 21<sup>st</sup> August, 2021 and providing their name, DP ID and Client ID / folio number,

PAN, mobile number, and email address. Only those members who have registered themselves as a speaker will be allowed to express their views / ask questions during the AGM and may have to allow camera access during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

- ix. In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <u>https://evoting.kfintech.com</u> (KFintech Website) or contact Mr. Vijay Ravuri at <u>evoting@kfintech.com</u> or call KFintech's toll free No. 1-800-3094-001 for any further clarifications.
- x. The members, whose names appear in the Register of Members / list of Beneficial Owners as on 17<sup>th</sup> August 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.
- xi. In case a person has become a member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she 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 Event Number+Folio No. or DP ID Client ID to 9212993399
    - 1. Example for NSDL:

MYEPWD <SPACE> In12345612345678

2. Example for CDSL:

MYEPWD <SPACE> 1402345612345678

3. 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 <u>https://evoting.kfintech.com/</u>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Members who may require any technical assistance or support before or during the

AGM are requested to contact KFin at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

xii. 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 KFin. The results shall simultaneously be communicated to the Stock Exchanges.

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE LISTING REGULATIONS

#### ITEM NO. 5

Deloitte Haskins & Sells, Mumbai has been converted to a Limited Liability Partnership (LLP), with the name Deloitte Haskins & Sells LLP ("DHS LLP" or "Firm"), with effect from 20<sup>th</sup> November, 2013. DHS LLP is registered with the Institute of Chartered Accountants of India (Registration No. 117366W/W-100018). The Firm has around 2,500 professionals and staff. DHS LLP has offices in Mumbai, Delhi, Kolkata, Chennai, Bangalore, Ahmedabad, Hyderabad, Coimbatore, Kochi, Pune, Jamshedpur and Goa. The registered office of the Firm is One International Center, Tower 3, 27<sup>th</sup> to 32<sup>nd</sup> Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai - 400013, Maharashtra, India.

The Audit Committee and the Board have recommended their re-appointment as the Statutory Auditors of the Company for the second term of five years from the conclusion of  $40^{\text{th}}$  Annual General Meeting till the conclusion of the  $45^{\text{th}}$  Annual General Meeting. The proposed fee is as given in the resolution for the financial year 2021-22. For the remaining period of the tenure, it is proposed to authorize the Board of Directors to fix and pay the statutory fee and other charges.

None of the Directors/Key Managerial Personnel (KMP) of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution. The Board recommends their appointment and payment of remuneration for approval of the shareholders.

# ITEM NO.6

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ('Act') and the Rules made thereunder and the Articles of Association of the Company, Mr. Shigetoshi Torii was appointed as a Director to fill the casual vacancy caused by the resignation of Mr. Takahiko Hashimoto and his appointment is required to be approved by the members in this meeting. He was also appointed as a Whole-time Director designated as Joint Managing Director (Production and Supply Chain) with effect from 28<sup>th</sup> April, 2021 for a period of three years. Section 196 of the 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 the approval by a resolution at the next general meeting of the Company. The approval of the members is sought for his appointment as a Whole-time Director and payment of remuneration.

None of the Directors/Key Managerial Personnel (KMP) 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. The Board recommends his appointment and payment of remuneration for approval of the shareholders.

#### ITEM NO.7

Mr. Hisashi Takeuchi was appointed as a Whole-time Director designated as Joint Managing Director (Commercial) with effect from 28<sup>th</sup> April, 2021 for a period of three years. Section 196 of the 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 the approval by a resolution at the next general meeting of the Company. The approval of the members is sought for his appointment as a Whole-time Director and payment of remuneration.

None of the Directors/Key Managerial Personnel (KMP) of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution except Mr. Hisashi Takeuchi and his relatives. The Board recommends his appointment and payment of remuneration for approval of the shareholders.

# 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 applicable cost records of the Company for the financial year 2021-22. In accordance with the provisions of Section 148 of the Act 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.

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 recommends ratification of payment of remuneration to the Cost Auditor for approval of the shareholders.

By order of the Board for MARUTI SUZUKI INDIA LIMITED

Gurugram 28<sup>th</sup> July 2021 Sanjeev Grover Vice President & Company Secretary FCS No. 3788

# Additional information:

Details of Directors retiring by rotation/recommended for appointment/re-appointment:

Particulars	T. Suzuki	K. Saito	S. Torii	Mr. Hisashi Takeuchi
Age	62	63	61	57
Qualification	Graduate from Tokyo University of Science, Japan	Graduate from Faculty of Economics, Hiroshima University, Japan.	Graduated from Department of Mechanical Engineering, school of Engineering Science of Osaka University.	Graduated from the Faculty of Economics, Yokohama National University
Experience	He joined Suzuki Motor Corporation (SMC) in1994 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. Currently, he is Representative Director and President.	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 and served 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 (Overseas Automobile Marketing Department), Deputy Executive General Manager (Overseas Automobile Marketing Department), Deputy Executive General Manager (Overseas Automobile Marketing Department), Executive General Managing Officer, Executive General Manager (Asia/ Africa/ Latin America Automobile Marketing Department), Executive General Manager (Asia/ Africa/ Latin America Automobile Marketing Officer, Executive General Manager, Global Automobile Operations. Currently, he is Director and Senior Managing Officer, Executive General Manager, Global Automobile Marketing.	He joined SMC in April 1984 where he was assigned welding group, Production Engineering Department. In 2001, he was transferred to Kosai Plant and promoted as Manager. In 2002, he was transferred to Hamamatsu Pipe Co. Ltd., one of the subsidiaries of SMC. In 2008, he was assigned Production Engineering Department in SMC and also appointed as Department General Manager. In 2011, he was transferred to Sagara plant and in February 2012, he joined Maruti Suzuki India Limited as General Manager, Manesar Plant and appointed as Director (Production) in 2014. In 2017, he was transferred back to Japan and appointed as Deputy Director of Manufacturing Division. The very next year, he was promoted as Managing Officer. In 2019, he was promoted as Managing Officer, Executive General Manager of Purchase Division. His area of specialization is Manufacturing/Purchasi ng.	He joined SMC in April 1986 and assigned overseas marketing department, Europe Group, SMC. In 1996, he was assigned overseas marketing department, Oceania Group, SMC and promoted in 1997 as Director (Marketing and Sales), Suzuki Australia PTY Ltd. Thereafter, he worked at various levels like Deputy Managing Director/Managing Director/Managing Director/Managing Director, Magyar Suzuki Corporation; Department General Manager, Global Automobile Planning Department and India Automobile Department; Divisional General Manager, Global Business Administration & Planning Division; Deputy Executive General Manager, Global Automobile Marketing /India Automobile Department, SMC; Managing Officer, In Charge of Asia, Global Automobile Marketing/India Automobile Department, SMC; Managing Officer, Executive General Manager, Asia Automobile Department; and Managing Officer, Executive General Manager, Asia Automobile Marketing.

Terms & conditions of appointment/ re- appointment	He is a non-executive director, liable to retire rotation.	He is a non-executive director, liable to retire rotation.	As per resolution at item no. 6	As per resolution at item no. 7
Remuneration proposed to be paid	N.A.	N.A.	As per resolution at item no. 6	As per resolution at item no. 7
Remuneration last drawn	N.A.	N.A.	N.A.	N.A.
Date of first appointment on the board	28 <sup>th</sup> October, 2013	28 <sup>th</sup> April, 2012	28 <sup>th</sup> April, 2021	27 <sup>th</sup> July, 2019
Shareholding in the Company	Nil	Nil	Nil	Nil
Relationship with other directors, manager and key managerial personnel	Son of Mr. O. Suzuki	N.A.	N.A.	N.A.
Number of board meetings attended during 2020-21	Attended all the five meetings held in 2020- 21	Attended all the five meetings held in 2020- 21	N.A.	Attended all the five meetings held in 2020- 21
Other directorships	N.A.	N.A.	1. Machino Plastics Limited 2. Manesar Steel Processing India (P) Limited	Marelli Powertrain India Private Limited
Memberships/chairpersons hip of committees	Maruti Suzuki India Limited Member of Nomination and Remuneration Committee	N.A.	Maruti Suzuki India Limited Member of Risk Management Committee	Maruti Suzuki India Limited Member of Risk Management Committee Marelli Powertrain India Private Limited Member of CSR Committee

By order of the Board for MARUTI SUZUKI INDIA LIMITED

Sanjeev Grover Vice President & Company Secretary FCS No. 3788

Gurugram 28<sup>th</sup> July 2021