

MSIL: CSL: NSE&BSE: 2019(A)

15th April, 2019

Vice President

National Stock Exchange of India Limited

“Exchange Plaza”, Bandra – Kurla Complex

Bandra (E)

Mumbai – 400 051

General Manager

Department of Corporate Services

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai – 400 001

Sub: Annual Compliance Report on Corporate Governance

Dear Sir,

Please find enclosed herewith annual compliance report on corporate governance for the year ended on 31st March, 2019, prepared pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record.

Thanking you,

Yours truly,

For **Maruti Suzuki India Limited**

Sanjeev Grover

Chief General Manager &

Company Secretary

Encl.: As above

MARUTI SUZUKI INDIA LIMITED

CIN: L34103DL1981PLC011375

Registered & Head Office
Maruti Suzuki India Limited,
1 Nelson Mandela Road, Vasant Kunj,
New Delhi 110070, India.
Tel: 011-46781000, Fax: 011-46150275/46150276
www.marutisuzuki.com

Gurgaon Plant:
Maruti Suzuki India Limited,
Old Palam Gurgaon Road,
Gurgaon 122015, Haryana, India.
Tel. 0124-2346721, Fax: 0124-2341304

Manesar Plant:
Maruti Suzuki India Limited,
Plot No.1, Phase 3A, IMT Manesar,
Gurgaon 122051, Haryana, India.
Tel: 0124-4884000, Fax: 0124-4884199

CORPORATE GOVERNANCE REPORT

1	Name of the Listed Entity	Maruti Suzuki India Limited
2	Quarter ending	31st March 2019

1									
Composition of Board of Directors									
S. No.	Title (Mr./Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/Non-Executive/Independent/ Nominee) ^{&}	Date of Appointment in the current term/cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)**	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr.	R.C. Bhargava	DIN: 00007620 PAN: AAAPB0832F	Chairperson-Non Executive	7-Jul-03		2	3	1
2	Mr.	Kenichi Ayukawa	DIN: 02262755 PAN: BIAPA0460R	Executive	1-Apr-16		2	2	-
3	Mr.	Toshiaki Hasuike	DIN: 01948291 PAN: AKHPH8908B	Non-Executive	27-Apr-16		1	-	-
4	Mr.	Kazunari Yamaguchi	DIN: 07961388 PAN: ASCPY9874A	Executive	26-Jan-18		2	-	-
5	Mr.	Kazuhiko Ayabe	DIN: 02917011 PAN: ARCPA4116E	Non-Executive	28-Apr-15		1	-	-
6	Mr.	Osamu Suzuki	DIN: 00680073 PAN: N.A.	Non-Executive	24-May-83		1	-	-
7	Mr.	Toshihiro Suzuki	DIN: 06709846 PAN: N.A.	Non-Executive	28-Oct-13		1	-	-
8	Mr.	Kinji Saito	DIN: 00049067 PAN: AJVPS2720D	Non-Executive	28-Apr-12		1	-	-
9	Mr.	Davinder Singh Brar	DIN: 00068502 PAN: AAGPB0665A	Independent	4-Sep-14	5 consecutive years or 38th AGM of the Company, whichever is earlier	3	6	2
10	Mr.	R.P. Singh	DIN: 02943155 PAN: ACUPP6767D	Independent	4-Sep-14	5 consecutive years or 38th AGM of the Company, whichever is earlier		4	-



11	Ms.	Pallavi Shroff	DIN: 00013580 PAN: AQPPS7388Q	Independent	4-Sep-14	5 consecutive years or 38th AGM of the Company, whichever is earlier	3	1	-
12	Ms.	Renu Sud Kamad	DIN: 00008064 PAN: AAEPK2992H	Independent	27-Jul-17	5 consecutive years till 26th July, 2022.	6***	6	1

⁵PAN number of any director would not be displayed on the website of the Stock Exchange.

⁶Category of directors means executive/non-executive/ independent/ Nominee. If a director fits into more than one category write all the categories separating them with hyphen.

*To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

**Includes chairpersonship of all public companies.

*** HDFC Ergo General Insurance Company Limited has it's debt instruments listed.

II			
S. No.	Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)&
1	Audit Committee	Same as previous quarter	
2	Nomination and Remuneration Committee		
3	Stakeholders' Relationship Committee		
4	Risk Management Committee		
5	Corporate Social Responsibility Committee		



III			
Meeting of Board of Directors			
	Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
1	25th October 2018 (A)	25th January 2019 (B) 27th March 2019 (C)	Time gap between (A) & (B) = 91 days, Time gap between (B) & (C) = 60 days
IV			
Meeting of Committees (Audit Committee)			
	Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting in the previous quarter
1	25th January 2019 (C)	Yes	25th October 2018 (A)
2	27th March 2019 (D)	Yes	06th December 2018 (B)
Maximum gap between any two consecutive meetings in number of days*			
Time gap between (A) & (B) = 41 days, Time gap between (B) & (C) = 49 days, Time gap between (C) & (D) = 60 days.			

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

V		
Related Party Transactions		
S. No.	Subject	Compliance Status (Yes/No/ NA)
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	N.A.
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes, wherever applicable

VI	
Affirmations	
1	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



2	<p>The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:</p> <p>a. Audit Committee</p> <p>b. Nomination and Remuneration Committee</p> <p>c. Stakeholders Relationship Committee</p> <p>d. Risk Management Committee</p>
3	<p>The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
4	<p>The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
5	<p>This report and the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: There were no comments by the board of directors on the corporate governance report of the previous quarter.</p>
<p>For Maruti Suzuki India Limited</p> <div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">  <p>Sanjeev Grover Chief General Manager & Company Secretary</p> </div> <div style="text-align: center;">  </div> </div>	

ANNEXURE II

CORPORATE GOVERNANCE REPORT

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/Whistle Blower Policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board Composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5)&(6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and senior management personnel	26(3)	Yes
Disclosure of shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For Maruti Suzuki India Limited



Sanjeev Grover
Chief General Manager &
Company Secretary

