

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE 77TH MEETING OF THE AUDIT COMMITTEE HELD ON TUESDAY, 27TH OCTOBER 2015 AT 9.30 A.M. AT 1, NELSON MANDELA ROAD, VASANT KUNJ, NEW DELHI —110 070

“**RESOLVED THAT** recommendation be and is hereby made to the Board of Directors of the Company for amalgamation of (i) Maruti Insurance Business Agency Limited; (ii) Maruti Insurance Agency Services Limited; (iii) Maruti Insurance Distribution Services Limited; (iv) Maruti Insurance Agency Logistics Limited; (v) Maruti Insurance Agency Solutions ;Limited; (vi) Maruti Insurance Agency Network Limited and (vii) Maruti Insurance Broker Limited (“Amalgamating Companies”) into and with the Company by way of a Scheme of Amalgamation (“Scheme”), in accordance with the provisions of Sections 391 to 394 of the Companies Act, 1956 and other relevant provisions of the Companies Act, 1956 and Companies Act, 2013(“2013 Act”), as applicable;

RESOLVED FURTHER THAT the draft Scheme, as placed before the Audit Committee for the amalgamation of the Amalgamating Companies into and with the Company with effect from April 01, 2016, i.e., the Appointed Date, be and is hereby recommended to the Board of Directors for approval, with suitable modifications and amendments as the Board of Directors may think fit.

RESOLVED FURTHER THAT in accordance with provision of Section 144 of the 2013 Act the approval be and is hereby accorded for obtaining certificate confirming compliance with the accounting standards in the preparation of the scheme of amalgamation from the statutory auditors which shall be required to be submitted to SEBI / designated stock exchange for obtaining approval to the scheme of amalgamation and such other certificate/declaration/confirmation/etc. as may be required to be submitted to SEBI, stock exchanges, court, and other relevant authorities, in order to give effect to the scheme of amalgamation.”

For Maruti Suzuki India Limited


S. Ravi Aiyar

Executive Director (Legal) &

Company Secretary



MARUTI SUZUKI INDIA LIMITED

CIN: L34103DL1981PLC011375

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