

The General Manager
 Department of Corporate Services
 BSE Limited
 Phiroze Jeejeebhoy Towers
 Dalal Street, Mumbai – 400 001

Dear Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for the proposed scheme of Amalgamation between Maruti Suzuki India Limited (“Amalgamated Company”) and seven of its wholly owned subsidiary companies, i.e., (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 Broker Limited; and (vii) Maruti Insurance Agency Network Limited (“Amalgamating Companies”)

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of amalgamation/ arrangement does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions as explained in Regulation 11 of the Listing Regulations or the requirements of BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393 or accompanying a proposed resolution to be passed u/s 100 of the Companies Act, it shall disclose the following to the extent applicable:
 - i) the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern and
 - ii) the “fairness opinion” obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
 - iii) The Complaint report as per Annexure III.
 - iv) The observation letter issued by the stock exchange



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.

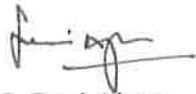
Tel: 0124-4884000, Fax: 0124-4884199

- c) The draft scheme of amalgamation/ arrangement together with all documents mentioned in Para 3 of the SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 has been disseminated on company's website as per Website link given hereunder:
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it **(if applicable)**
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/ arrangement.

Thanking you,

Yours faithfully,

For Maruti Suzuki India Limited



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



New Delhi

Date: 22nd December, 2015