



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

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the Act) if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolution set out below is proposed to be passed by way of postal ballot / e-voting.

The Board of Directors has appointed Mr. Manish Gupta, Partner of RMG & Associates, Company Secretaries in whole-time practice with Membership No. FCS 5123 and Certificate of Practice No. 4095, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. A Postal Ballot Form ('Form') is enclosed herewith. You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the Form, in original, duly completed in all respects, in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer at the Registered Office of the Company, on or before the close of working hours on 15th December, 2015. Any Form received after this date shall be treated as if the reply from the member of the Company has not been received.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice and instructions overleaf the Form. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman of the Company. The result of the Postal Ballot would be announced on Thursday, the 17th December, 2015 at 5.00 P.M. at the Registered Office of the Company. The result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and displayed along with the Scrutinizer's report on the Company's website at marutisuzuki.com.

• **Related Party Transaction with Suzuki Motor Gujarat Private Limited**

To consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT subject to the applicable provisions of the Companies Act, 2013 and Rules made thereunder and applicable provisions of the Listing Agreement/Regulations and other applicable laws and subject to all approvals and consents, as may be required, consent be and is hereby accorded to the related party transaction between the Company and Suzuki Motor Gujarat Private Limited (SMG) and for the execution of the following transaction documents:

- Contract Manufacturing Agreement to set-up the requisite manufacturing facilities at Gujarat;
- Lease Deed in relation to the land;
- Deed of Assignment; and
- any other agreement or documentation required to give effect to the above.

RESOLVED FURTHER THAT consent be and is hereby accorded to recover all amounts, on an arm's length basis, from SMG, in relation to all sums incurred by the Company from time to time in relation to the implementation of the Gujarat Project or to be incurred by the Company till the time of complete handing over of Gujarat Project to SMG and to execute all such documents as may be necessary to give effect to or in relation to the above.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized, with a power to sub-delegate, negotiate, modify, finalise, execute and disclose the aforesaid agreements and take all steps as may be necessary in order to effectively implement these agreements, including entering into any other agreement(s), as contemplated in the aforesaid agreements or any other agreement(s) as may be required to be entered into from time to time, and any other matter as may be incidental or ancillary thereto."

By order of the board
for MARUTI SUZUKI INDIA LIMITED

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

New Delhi
27th October, 2015

Notes:

- An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
- The Notice is being sent to all the members, whose names appear in the Register of Members / List of Beneficial Owners on 6th November, 2015.
- Members who have registered their e-mail IDs for receipt of documents in electronic mode are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Form. Members who have received Notice of Postal Ballot by e-mail and who wish to vote through Physical Form can download Form from evoting@karvy.com or marutisuzuki.com. To seek duplicate Form, please contact Karvy Computershare Private Limited ('Karvy'), Karvy Selenium Tower-B, Plot 31-32, Gachibowli, Financial District, Namakramguda, Hyderabad – 500032, our Transfer Agent, or the Company at its registered office.
- In compliance with provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, the Company is offering e-voting facility to all the Members of the Company. Karvy will be facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Form wherever e-mail ID is registered. E-voting is

optional. The instructions for Members for e-voting are given separately in this Notice. In case of any query pertaining to e-voting, please contact Mr. Srikrishna P., Manager, Karvy (040-67162222) or 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>

5. Kindly note that the Members can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done by Physical Ballot shall be treated as invalid.
6. The procedure and instructions for e-voting are as follows:

- a. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
- b. Enter the login credentials (i.e. user-id & password) mentioned on the Form. Your folio/DP Client ID will be your User-ID.

User-ID	For members holding shares in Demat Form:- a) For NSDL:- 8 character DP ID followed by 8 digits Client ID b) For CDSL:- 16 digits beneficiary ID For members holding shares in Physical Form:- • E-voting Event Number (EVEN) followed by Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form/ via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e. please enter the alphabets and the numbers in the exact way as they are displayed for security reasons.

- c. Members can cast their vote online **from 16th November, 2015 @ 9.00 AM to 15th December, 2015 @ 5.00 P.M.**
- d. After entering these details appropriately, click on "LOGIN".
- e. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. Change the password with new password of your choice with minimum 8 characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for Resolution(s) of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile, email id etc. on 1st login. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (i) You need to login again with the new credentials.
 - (ii) Select "EVEN".
 - (iii) Now you are ready for e-voting as Cast Vote page opens.
 - (iv) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (v) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (vi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- f. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN'.
- g. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at evoting@rmgcs.com with a copy marked to evoting@karvy.com. The file scanned image of the Board Resolution/ Authority letter etc. should be in the naming format "Corporate Name _EVEN_". In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of evoting@karvy.com or contact Karvy at the Telephone No: 040-67162222.
- h. If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any Company, then your existing login id and password are to be used. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
7. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on 6th November, 2015.
8. The voting period ends on the close of working hours (i.e. 5:00 p.m.) on Tuesday, the 15th December, 2015. The e-voting module shall also be disabled for voting thereafter. Forms received after 15th December, 2015 will not be valid and, voting, whether by post or electronic means, is not allowed after 15th December, 2015. Postal Ballot Forms received after this date will be strictly treated as if the reply has not been received from the Member(s).
9. The Board of Directors has appointed the Executive Director (Legal) & Company Secretary, as the person responsible for the entire postal ballot process. The Scrutinizer shall within a period not exceeding 7 (seven) days from the last date of receipt of Postal Ballot Forms / conclusion of the e-voting period make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company. The resolution will be deemed to be passed on the date of declaration of result subject to receipt of the requisite number of votes in favor of the resolution. The result declared along with the Scrutinizer's report will be available on the website of the Company marutisuzuki.com and on evoting@karvy.com and shall also be communicated to BSE Ltd and National Stock Exchange of India Ltd.
10. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection between 9:30 a.m. to 11:30 a.m. on all working days at the Registered Office of the Company i.e. Plot No. 1, Nelson Mandela Road, Vasant Kunj, New Delhi – 110 070, India up to 15th December, 2015.

Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

Related Party Transaction with Suzuki Motor Gujarat Private Limited

In order to expand and increase the Company's manufacturing capacity in India of Suzuki brand of automobiles, on the basis of projections regarding the potential growth of the automobile industry in India and to de-congest Company's existing production facilities, the board of directors of the Company in its meeting held on October 29, 2011, approved the purchase of land in Gujarat by the Company to be utilized for the purpose of setting up an integrated manufacturing facility (hereinafter referred to as the "Project Land") for the purpose of manufacture of vehicles and parts and carrying on of other allied activities (hereinafter referred to as the "Gujarat Project"). Pursuant to this decision, land at Becharaji has already been acquired from the Government of Gujarat and the project is currently under implementation by the Company. Further, the Company has also acquired /in the process of acquiring land from private land owners at Vithalapur.

After considering various options for the most optimal execution of the Gujarat Project, Suzuki Motor Corporation's ("SMC") offer to establish a wholly-owned subsidiary in Gujarat in the form of Suzuki Motor Gujarat Private Limited ("SMG"), to implement the Gujarat Project by means of a long-term contract manufacturing arrangement with the Company, was found by the board of directors of the Company to be the most beneficial, and was in principle approved at a meeting of the same held on January 28, 2014. The principles governing this arrangement were further reviewed and revised at a meeting of the board of directors of the Company held on March 15, 2014. Accordingly, in furtherance of the aforementioned decision of the Company's board, SMG was incorporated under the laws of India as a wholly-owned subsidiary of SMC with its registered office in Ahmedabad, Gujarat.

In furtherance to the Company's board decision on January 28, 2014 and March 15, 2014, the Company had approached the Government of Gujarat and procured their approval for SMG to implement the Gujarat project. Meanwhile, discussions have taken place between SMG and the Company on the method of implementing expansion work so that maximum benefits could be realised by Company and all its shareholders including minority shareholders. Certain feedback from various stakeholders in the Gujarat Project was also received in this regard.

In furtherance to the board's decision on January 28, 2014 and March 15, 2014, the Company had also put up the broad contours of the entire arrangement for the implementation of the Gujarat Project in the form of a presentation and term sheet on its website. On the basis of the same and discussions with various stakeholders, the Company and SMG have now agreed on draft of the terms and conditions of the Contract Manufacturing Agreement ('CMA') and the Lease Deed ('Lease Deed') which is available for inspection at the registered office of the Company. The Company had also put up a copy of the CMA and Lease Deed on its website and also open for inspection between 9:30 a.m. to 11:30 a.m. on all working days at the Registered Office of the Company i.e. Plot No. 1, Nelson Mandela Road, Vasant Kunj, New Delhi – 110 070, India up to 15th December, 2015.

Information as per Rule 15 of the Companies (Meetings of Board and Its Powers) Rules, 2014

S. No.	Particulars	Information
1.	Name of the related party	Suzuki Motor Gujarat Private Limited, a company organized and existing under the laws of India and having its registered office at B-3, 1st Floor, Safal Profitaire, Prahladnagar, Ahmedabad-380015, Gujarat (India)
2.	Name of the director or key managerial personnel who is related, if any	Mr. Osamu Suzuki and Mr. Toshihiro Suzuki
3.	Nature of relationship	SMC is the holding company of the Company and SMG is the wholly owned subsidiary of SMC
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Attached as Annexure A
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	The Company will recover all amounts, on an arm's length basis, from SMG in relation to all sums which have been incurred or may be incurred by the Company from time to time in relation to the implementation of the Gujarat Project.

The above contracts/arrangements/transactions were approved by the audit committee and the board of directors of the Company in their meetings held on 1st October, 2015 and 27th October, 2015. The board recommends the passing of resolution as an ordinary resolution. None of the directors or key managerial personnel and/or their relatives, other than as mentioned above, is deemed to be interested or concerned in the resolution. In compliance with the provisions of Companies Act, 2013 and the Listing Regulations, the related parties shall abstain from voting on the proposed resolution.

Your approval is sought by voting through postal ballot including e-voting pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rules made thereunder.

By order of the board
for MARUTI SUZUKI INDIA LIMITED

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

New Delhi
27th October, 2015

ANNEXURE A

Arrangement	Name of the Related Party	Nature of Relationship	Particulars of the material terms of the arrangement
Contract Manufacturing Agreement ¹	Suzuki Motor Gujarat Private Limited	Common parent entity - Suzuki Motor Corporation	<p>The Contract Manufacturing Agreement is to be entered into between Maruti Suzuki India Limited (“MSIL”) and Suzuki Motor Gujarat Private Limited (“SMG”), for the purposes of setting up a manufacturing facility by SMG in the designated land. The entire arrangement is for an initial period of 15 years which may be automatically extended for another 15 years, unless terminated in accordance with the terms of the Contract Manufacturing Agreement. In terms of this agreement, SMG would manufacture and supply the vehicles and parts exclusively for MSIL. The entire arrangement would be on the basis that SMG does not have any profits or losses at the end of any financial year as set out in the Contract Manufacturing Agreement. It has been further agreed between MSIL and SMG in the terms of the Contract Manufacturing Agreement that any arrangements in relation to the procurement of capital assets by SMG from SMC and/or other Related Parties of SMG would require the prior approval of MSIL. The capital expenditure to be incurred by SMG would be funded by way of funds raised from the issuance of equity share capital by SMG to Suzuki Motor Corporation (“SMC”) and depreciation. Additionally, the cost of the vehicles would be reduced to the extent of fiscal incentive received from the Government of Gujarat in relation to setting up of the project. Upon termination of the arrangement, MSIL would have the option of purchasing SMC’s shares in SMG at book value in the manner as prescribed under the Contract Manufacturing Agreement.</p>
Lease Deed ¹	Suzuki Motor Gujarat Private Limited	Common parent entity - Suzuki Motor Corporation	<p>The Lease Deed would be entered into between MSIL and SMG for the purposes of effectuating the arrangements as set out in the Contract Manufacturing Agreement wherein MSIL would provide the land admeasuring 5,15,804 Sq. Mtr. at Hansalpur at Rs. 46,731,842 per annum and 26,204 Sq. Mtr. at Sitapur at Rs. 31,86,406 per annum in the state of Gujarat, to SMG on lease. The Lease Deed would be co-terminus with the Contract Manufacturing Agreement and would be for an initial period of 15 years which may be automatically extended for another 15 years. Under this Lease Deed, SMG would set up the manufacturing unit along with all ancillary facilities for manufacturing the vehicles and parts. The lease rental has been determined based on the opportunity cost of funds to MSIL which is at present 10% per annum.</p>

¹For greater detail you may review the draft Contract Manufacturing Agreement and the Lease Deed as set out at www.marutisuzuki.com/GujaratProjectInfo.aspx