



MARUTI SUZUKI INDIA LIMITED

CIN: L34103DL1981PLC011375

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POSTAL BALLOT NOTICE

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Members of Maruti Suzuki India Limited,

NOTICE is hereby given that pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "**Rules**"), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the "**MCA**") for holding general meetings / conducting postal ballot through e-voting vide General Circular Nos. 14/2020 dated 8th April 2020; 17/2020 dated 13th April 2020; 22/2020 dated 15th June 2020; 33/2020 dated 28th September 2020 and 39/2020 dated 31st December, 2020 (the "**Relevant Circulars**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, the resolution appended below is proposed to be passed by the Members of Maruti Suzuki India Limited (the "**Company**"), by way of postal ballot through remote voting by electronic means only:

SPECIAL BUSINESS:

Alteration of the Object Clause of the Memorandum of Association of the Company

To consider, and if thought fit, to pass the following resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the approval of the Registrar of Companies, the consent of the Members be and is hereby accorded for effecting the alteration in the existing Object Clause of the Memorandum of Association (the "**MoA**") of the Company by adding the following as sub-clause 9 in Clause III (a) of the MoA:

"To carry on the business of: (i) operating/maintaining/availing/providing web-based services, information technology platforms and other IT-enabled services on digital and electronic networks for facilitating sale and/or provision of goods and services, and to undertake all activities that are incidental or ancillary thereto, including, but not limited to: (a) partnering with third party operators and service providers for the operation/maintenance/availing/provision of such platforms and ancillary services; (b) levying fees/charges for providing such platforms; (c) providing advertising space to third party sellers/service providers on such platforms; and (d) facilitating payments by customers for purchase of such goods and/or availing of such services; and (ii) developing and selling / licensing software and relevant applications (including through third party providers) for automobile / mobility management, including but not limited to fleet management services."

"FURTHER RESOLVED THAT the Board of Directors of the Company (the "**Board**" which term shall be deemed to include its committees also) or any officer(s) so authorised by the Board, be and are hereby authorised to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same."

Notes:

1. The relevant explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 setting out the material facts and reasons is annexed herewith.

2. Due to the outbreak of COVID-19 Pandemic, the MCA vide its Relevant Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.

3. In accordance with the Relevant Circulars, the Members are requested to take note of the following:

a) Notice of Postal Ballot and the e-voting instructions along with the User ID and Password are being sent only by email to those Members who have registered their email address with their Depository Participant(s) (“**DPs**”) or with KFin Technologies Private Limited, the Registrars and Share Transfer Agent of the Company (“**KFIN**”) and whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited (the “**Depositories**”) as on **Friday, the 5th February 2021** (“**Cut-off Date**”).

b) Members holding shares in electronic form can verify/update their email address and mobile number with their respective DPs. Members can also temporarily update their email address and mobile number with KFIN, by following the procedure given below:

(i) Visit the link <https://ris.kfintech.com/clientservices/postalballot/>

(ii) Select the Company name: Maruti Suzuki India Limited

(iii) Enter DPID Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and Permanent Account Number (“**PAN**”).

(iv) In case of shares which are held in physical form, if PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.

(v) Enter the email address and mobile number.

(vi) System will check the authenticity of the DPID Client ID/Physical Folio No. and PAN/Certificate No., as the case may be and send the OTPs to the said mobile number and email address, for validation.

(vii) Enter the OTPs received by SMS and Email to complete the validation process. (Please note that the OTPs will be valid for 5 minutes only).

(viii) In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.

(ix) System will confirm the email address for the limited purpose of serving the Postal Ballot Notice and the remote e-voting instructions along with the User ID and Password.

Alternatively, Members may send an email request to einward.ris@kfintech.com along with the scanned copy of their request letter duly signed by the 1st member, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFIN to temporarily register their email address and mobile number so as to enable to issue the Postal Ballot Notice and the remote e-voting instructions along with the User ID and Password, through electronic mode. However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information.

In case of any queries, in this regard, Members are requested to write to einward.ris@kfintech.com or evoting@kfintech.com or contact KFIN at toll free number: 1800 345 4001.

c) The Postal Ballot Notice has been uploaded on the websites of the Company (www.marutisuzuki.com), KFIN (<https://evoting.kfintech.com/public/Downloads.aspx>), National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), in compliance with the Relevant Circulars.

4. Remote e-voting:

I. In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Act, read with the Rules, as amended and the Relevant Circulars, the Company is pleased to provide facility of remote e-voting to enable its Members to cast their votes electronically in respect of the resolution as set out in this Postal Ballot Notice.

II. The Company 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 to scrutinize the remote e-voting process in a fair and transparent manner.

- III. The voting rights of the Members shall be in proportion of their shareholding to the total paid up equity share capital of the Company as on the cut-off date i.e. **Friday, the 5th February, 2021**.
- IV. A person who is not a Member of the Company as on the said cut-off date, will not be entitled to vote and should treat this Postal Ballot Notice, for information purpose only.
- V. Members holding shares either in physical form or dematerialized form, as on the cut-off date i.e. **Friday, the 5th February 2021**, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with KFIN or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in the Postal Ballot Notice only through the remote e-voting.
- VI. Any Member, who has not received the User ID and Password, may obtain the same in the following manner:
- (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. For example:

NSDL: MYEPWD<SPACE>IN12345612345678

CDSL: MYEPWD<SPACE>1402345612345678

Physical: MYEPWD<SPACE>1234567890
 - (ii) If email address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a new password.
 - (iii) Members may send an e-mail request to evoting@kfintech.com.
- VII. If the Member has already registered with KFIN for e-voting then he can use his existing User ID and Password for casting his vote through remote e-voting.
- VIII. The instructions for remote e-voting, are as under:
- (i) Members shall use the following URL for remote e-voting: <https://evoting.kfintech.com/>
 - (ii) Members to enter the login credentials (i.e., User ID & Password) mentioned in the email, Folio No. / DP ID & Client ID will be the USER ID. Please note that the password is an initial password.
 - (iii) Members holding shares either in physical form or in dematerialized form, as on the said cut-off date, may cast their vote electronically.
 - (iv) After entering the said details, please click on LOGIN.
 - (v) Members will reach the password change menu wherein they are required to mandatorily change the 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. The system will prompt the Members to change the password and update any contact details like mobile number, email address etc., on first login. Members may also enter the secret question and answer of their choice to retrieve password in case they have forgotten it. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
- (vi) Members will need to login again with the new credentials.
 - (vii) On successful login, the system will prompt the Member to select the EVENT i.e. Maruti Suzuki India Limited.
 - (viii) On the voting page, Members are requested to enter the number of shares held as on the said cut-off date under FOR/AGAINST or alternately enter any number FOR and any number AGAINST and ensure that the total number of shares cast FOR/AGAINST, does not exceed their total shareholding, as on the said cut-off date. Members may also choose the option ABSTAIN.

- (ix) Members holding multiple folio(s)/demat account(s) shall follow the said voting process separately for each folio(s)/demat account(s).
- (x) Members may cast their vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once a Member confirms his vote, he will not be allowed to modify his vote subsequently. During the voting period, Members can login any number of times till they have voted on the resolution.
- (xi) The remote e-voting facility shall be available during the following period:

Commencement of remote e-voting: **Monday, the 15th February 2021 (9:00 A.M.)**

End of remote e-voting: **Tuesday, the 16th March, 2021 (5:00 P.M.)**

During this period, only those persons whose names appears in the Register of Members or in the Register of beneficial owners maintained by the Depositories, as on the cut-off date i.e. **Friday, the 5th February, 2021**, shall be entitled to cast their vote through remote e-voting. The remote e-voting facility shall be forthwith disabled by KFIN after expiry of the said period.

- (xii) Institutional Shareholders (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 email to e-voting@imgcs.com with a copy marked to evoting@kfintech.com, **on or before Tuesday, the 16th March, 2021**.

IX. The Scrutinizer shall, after conclusion of remote e-voting submit his report to the Chairman of the Company. The result of the Postal Ballot will be declared by the Chairman or any person authorized by him, in this regard, not later than 48 hours of the conclusion of the remote e-voting i.e. **Thursday, the 18th March, 2021**.

X. The Result(s) in respect of the resolution as set out in the Postal Ballot Notice, so declared, along with the Scrutinizer's Report will be communicated to the Stock Exchanges, not later than **Thursday, the 18th March, 2021** and will be uploaded on the website of the Company i.e. www.marutisuzuki.com and of KFIN i.e. <https://evoting.kfintech.com/public/Downloads.aspx>. The said Results will also be displayed at the Registered and Corporate Office of the Company.

5. In case Members have any queries or need any assistance on remote e-voting, they may write to KFIN at inward.ris@kfintech.com or evoting@kfintech.com or they may contact KFIN at toll free number: 1800 345 4001.

By order of the Board
for MARUTI SUZUKI INDIA LIMITED

Sanjeev Grover
Vice President & Company Secretary
FCS No. 3788

Gurugram
28th January, 2021

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts relating to the Special Business in the Notice

The business landscape in the automobile sector has witnessed a paradigm shift in the last decade with increasing application of digital tools as well as the propensity of the consumers to opt for digital solutions. With growing penetration of high speed internet connectivity and increasing digital proficiency among customers, our target audiences' buying behavior has evolved to prefer digital solutions across the value chain. Furthermore, changing lifestyles have impacted the mobility needs of the customers, whereby novel solutions are being sought in addition to the traditional vehicle ownership model. The above trends have only been accelerated post the 'new normal' enforced by the Covid-19 pandemic. Keeping in mind the changing customer behavior and for increased customer convenience, the Company proposes to undertake digital initiatives in terms of operating, maintaining, availing or providing web-based services, information technology platforms and other IT-enabled services on digital and electronic networks for facilitating sale and/or provision of goods and services, and to undertake all activities that are incidental or ancillary thereto, including, but not limited to: (a) partnering with third party operators and service providers for the operation/maintenance/availing/provision of such platforms and ancillary services; (b) levying fees/charges for providing such platforms; (c) providing advertising space to third party sellers/service providers on such platforms; and (d) facilitating payments by customers for purchase of such goods and/or availing of such services; and also developing and selling / licensing software and relevant applications (including through third party providers) for automobile / mobility management, including but not limited to fleet management services.

Section 13 of the Companies Act, 2013 states that a Company, may, by a special resolution, alter the provisions of its Memorandum of Association (the "**MoA**"). The Board of Directors, on 28th January, 2021 has approved the aforesaid alteration in the Object Clause of the MoA of the Company, subject to the approval of the Members of the Company by way of postal ballot. The special resolution passed by postal ballot shall be filed with the Registrar of Companies who shall register the alteration of the MoA with respect to the objects of the Company and certify the registration.

The Board has recommended approval of the resolution as set out in the accompanying Notice as a special resolution. In light of the above facts, the approval of the Members is sought through remote e-voting via postal ballot for effecting the alteration in the existing Object Clause of the MoA of the Company by adding sub-clause 9 in Clause III (a) of the MoA.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the resolution for approval of the Members. The existing Object Clause of the MoA is available for inspection by the Members on the Company's website.

By order of the Board
for MARUTI SUZUKI INDIA LIMITED

Sanjeev Grover
Vice President & Company Secretary
FCS No. 3788

Gurugram
28th January, 2021