

# RMG & ASSOCIATES

*Company Secretaries*

## **SCRUTINISER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 20 of The Companies (Management and Administration) Rules, 2014 and pursuant to Ministry of Corporate Affairs General Circular No. 14/2020, dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and 09/2024 dated September 19, 2024 respectively (hereinafter referred to as "MCA Circulars") and Securities and Exchange Board of India Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (hereinafter referred to as "SEBI Circular") and Secretarial Standard-2 issued by the Institute of Company Secretaries of India]

**The Chairman,**

**44<sup>th</sup> Annual General Meeting (hereinafter referred to as "AGM") of the Equity Shareholders of Maruti Suzuki India Limited (hereinafter referred to as "the Company") held on Thursday, the August 28, 2025 at 10:00 A.M. through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).**

**Sub: Consolidated Scrutiniser's Report on Voting through electronic means, from a place other than the venue of meeting (hereinafter referred to as "Remote E-voting") conducted pursuant to provisions of Section 108 of the Act read with the Rules and Regulation 44 of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations, 2015") as amended from time to time and MCA Circulars and SEBI Circulars and Voting through E-voting system at the AGM of the members of the Company (hereinafter referred to as "E-voting during AGM").**

Dear Sir,

I, Manish Gupta, Managing Partner, RMG & Associates, Company Secretaries in Whole Time Practice having office at 207, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi-110005, have been appointed as Scrutiniser by the Board of Directors of the Company to scrutinise the process of Remote E-voting and E-voting during AGM in respect of the items/resolutions set forth in the notice of 44<sup>th</sup> AGM of the Company, dated July 31, 2025 (**hereinafter referred to as "the AGM Notice"**) issued in accordance with MCA Circulars and SEBI Circulars.

The said appointment as Scrutiniser is under the provisions of Section 108 of the Act read with the Rules. As the Scrutiniser, I have to scrutinise:

- (i) process of Remote E-voting, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM; and

process of E-voting during AGM.



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### **Management's Responsibility**

The compliance with the requirements of (i) the Act and the Rules made there-under (ii) the MCA Circulars and SEBI Circulars and (iii) SEBI Listing Regulations, 2015 relating to E-voting on the resolutions contained in the Notice calling the AGM is the responsibility of the management of the Company. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

### **Scrutiniser's Responsibility**

My responsibility as a Scrutiniser was to ensure that the E-voting process both through Remote E-voting and E-voting during AGM is conducted in a fair and transparent manner and to render you a Consolidated Scrutiniser's Report of the total votes cast **"in favor"** or **"against"** on the resolutions, based on the reports generated through Scrutiniser's secured link as provided by **KFin Technologies Limited** (hereinafter referred to as **"KFin"**)

### **I hereby submit my report as under:**

1. In terms of Section 108 of the Act read with Rule 20 of The Companies (Management and Administration) Rules, 2014 and the provisions of the SEBI Listing Regulations, 2015, as amended, the Company has engaged KFin, being the authorized agency to provide Remote E-voting facility and facility of E-voting during AGM on all resolutions set forth in the AGM Notice.
2. Before sending AGM Notice and Annual Report, the Company published advertisement in accordance with the MCA Circulars in 'The Financial Express' (English Newspaper – All Editions) and 'Jansatta' (Vernacular Newspaper - Delhi Edition) on Thursday, July 24, 2025.
3. Thereafter, the Company has sent Annual Report and the Notice of AGM on Tuesday, August 05, 2025 by the electronic mode (e-mail) to those members whose email addresses were registered with the Company or the Depository/ Depository Participants pursuant to the aforementioned MCA Circulars and SEBI Circulars.
4. As per Rule 20(4)(v) of the Rules, on completion of dispatch of Annual Report and the Notice of AGM, an advertisement was published in 'The Financial Express' (English Newspaper – All Editions) and 'Jansatta' (Vernacular Newspaper - Delhi Edition) on Wednesday, August 06, 2025.
5. The members of the Company whose names were recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories (in case of shares held in dematerialized form) as on the cut-off date i.e. Thursday, August 21, 2025 were entitled to avail either of the Remote E-voting facility prior to AGM or facility of E-voting during AGM, in respect of all the resolutions as set out in the AGM Notice.



6. In terms of the AGM Notice, Remote E-voting commenced on Saturday, August 23, 2025 (9:00 A.M. IST) and ended on Wednesday, August 27, 2025 (5:00 P.M. IST). At the end of the Remote E-voting period, the Remote E-Voting facility was blocked by KFin forthwith.
7. The Company has also provided the facility of E-voting during AGM only to such members who had not cast their vote through Remote E-voting and at the end of discussion on the resolutions in the AGM, the members were allowed to vote using the facility of E-voting during AGM. The voting was thereafter open and made available till the conclusion of AGM.
8. After the time fixed for closure of E-voting during AGM, the Chairman, the electronic system for the E-voting was locked by KFin under my instructions.
9. Thereafter, we have verified the Board Resolutions and Power of Attorney downloaded from KFin portal and received on our email id as mentioned in the AGM Notice for corporate shareholders and voting results on all the resolutions mentioned below are validated according to the mandate provided in the documents therein.
10. The consolidated results of Remote E-voting and E-voting during the AGM are attached and marked as an **Annexure** hereto.
11. Based on the aforesaid results, Ten (10) Ordinary Resolutions and One (1) Special Resolution pertaining to the items of business set forth in the AGM Notice have been passed with requisite majority as per the provisions of the Act.
12. I will return the registers and all other papers relating to Remote E-voting and E-voting during AGM to the Company after the Chairman of the meeting considers, approves and signs the minutes of AGM of the Company.

**For RMG & Associates**

**Company Secretaries**

**Peer Review No. 6403/2025**

**Firm Registration No. P2001DE016100**



**CS Manish Gupta**

**Managing Partner**

**FCS: 5123; C.P. No.: 4095**

**Place: New Delhi**

**Date: August 30, 2025**

**UDIN: F005123G001119192**

**Countersigned by:**

**Chairman of the AGM of the Company**

**Annexure**

**RESULTS OF REMOTE E-VOTING AND E-VOTING DURING AGM**

**ORDINARY BUSINESS (RESOLUTION NO. 1 TO 6)**

<b>Resolution No. 1: (Ordinary Resolution)</b>	<b>To consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon.</b>
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<b>Valid votes in favor of the Resolution</b>		<b>Valid votes against the Resolution</b>		<b>Invalid votes</b>
<b>Nos.</b>	<b>% of total valid votes</b>	<b>Nos.</b>	<b>% of total valid votes</b>	<b>Nos.</b>
291111564	99.95	131552	0.05	2220013

<b>Resolution No. 2: (Ordinary Resolution)</b>	<b>To consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 and the report of the Auditors thereon.</b>
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<b>Valid votes in favor of the Resolution</b>		<b>Valid votes against the Resolution</b>		<b>Invalid votes</b>
<b>Nos.</b>	<b>% of total valid votes</b>	<b>Nos.</b>	<b>% of total valid votes</b>	<b>Nos.</b>
291111564	99.95	131551	0.05	2220013

<b>Resolution No. 3: (Ordinary Resolution)</b>	<b>To declare dividend on equity shares.</b>
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<b>Valid votes in favor of the Resolution</b>		<b>Valid votes against the Resolution</b>		<b>Invalid votes</b>
<b>Nos.</b>	<b>% of total valid votes</b>	<b>Nos.</b>	<b>% of total valid votes</b>	<b>Nos.</b>
292298150	100.00	1129	0.00	2220013





<b>Resolution No. 4: (Ordinary Resolution)</b>	<b>To appoint a director in place of Mr. Kenichi Ayukawa, who retires by rotation and being eligible, offers himself for re-appointment.</b>
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<b>Valid votes in favor of the Resolution</b>		<b>Valid votes against the Resolution</b>		<b>Invalid votes</b>
<b>Nos.</b>	<b>% of total valid votes</b>	<b>Nos.</b>	<b>% of total valid votes</b>	<b>Nos.</b>
287461175	98.34	4838250	1.66	2217686

<b>Resolution No. 5: (Ordinary Resolution)</b>	<b>To appoint a director in place of Mr. Kenichiro Toyofuku, who retires by rotation and being eligible, offers himself for re-appointment.</b>
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<b>Valid votes in favor of the Resolution</b>		<b>Valid votes against the Resolution</b>		<b>Invalid votes</b>
<b>Nos.</b>	<b>% of total valid votes</b>	<b>Nos.</b>	<b>% of total valid votes</b>	<b>Nos.</b>
287252539	98.27	5046886	1.73	2217686

<b>Resolution No. 6: (Ordinary Resolution)</b>	<b>To appoint Price Waterhouse Chartered Accountants LLP ("PW") as Statutory Auditors and to fix their Remuneration.</b>
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<b>Valid votes in favor of the Resolution</b>		<b>Valid votes against the Resolution</b>		<b>Invalid votes</b>
<b>Nos.</b>	<b>% of total valid votes</b>	<b>Nos.</b>	<b>% of total valid votes</b>	<b>Nos.</b>
291577919	99.76	712809	0.24	2220013



**SPECIAL BUSINESS (RESOLUTION NO. 7 to 11)**

<b>Resolution No. 7: (Special Resolution)</b>	<b>To alter the Object Clause of the Memorandum of Association of the Company.</b>
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Valid votes in favor of the Resolution		Valid votes against the Resolution		Invalid votes
Nos.	% of total valid votes	Nos.	% of total valid votes	Nos.
292297834	100.00	1542	0.00	2217686

<b>Resolution No. 8: (Ordinary Resolution)</b>	<b>To appoint Mr. Koichi Suzuki as a Director.</b>
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Valid votes in favor of the Resolution		Valid votes against the Resolution		Invalid votes
Nos.	% of total valid votes	Nos.	% of total valid votes	Nos.
288200283	98.60	4099130	1.40	2217686

<b>Resolution No. 9: (Ordinary Resolution)</b>	<b>To re-appoint Mr. Kenichiro Toyofuku as Whole-time Director designated as Director (Sustainability).</b>
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Valid votes in favor of the Resolution		Valid votes against the Resolution		Invalid votes
Nos.	% of total valid votes	Nos.	% of total valid votes	Nos.
287415191	98.33	4884222	1.67	2217686

<b>Resolution No. 10: (Ordinary Resolution)</b>	<b>To ratify the remuneration of the Cost Auditor, M/s R. J. Goel &amp; Co., Cost Accountants.</b>
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Valid votes in favor of the Resolution		Valid votes against the Resolution		Invalid votes
Nos.	% of total valid votes	Nos.	% of total valid votes	Nos.
292282470	100.00	1489	0.00	2217686



<b>Resolution No. 11: (Ordinary Resolution)</b>	<b>To appoint RMG &amp; Associates as Secretarial Auditors and to fix their remuneration.</b>
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<b>Valid votes in favor of the Resolution</b>		<b>Valid votes against the Resolution</b>		<b>Invalid votes</b>
<b>Nos.</b>	<b>% of total valid votes</b>	<b>Nos.</b>	<b>% of total valid votes</b>	<b>Nos.</b>
292296932	100.00	2485	0.00	2220013

