

RMG & ASSOCIATES

Company Secretaries

SCRUTINIZER'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 (hereinafter referred to as "the Rules") and pursuant to Ministry of Corporate Affairs General Circular Nos. 14/2020, 17/2020, 20/2020 and 10/2022 issued on April 08, 2020, April 13, 2020, May 15, 2020 and December 28, 2022 respectively (hereinafter referred to as "MCA Circulars") & Securities Exchange Board of India circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 issued on May 12, 2020 and January 5, 2023 ("SEBI Circulars") respectively & Secretarial Standard-2 issued by the Institute of Company Secretaries of India]

The Chairman,

42nd 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 Tuesday, August 29, 2023 at 10:00 A.M. through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

Sub: Consolidated Scrutinizer'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 "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, Sachin Khurana, 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 Scrutinizer by the Board of Directors of the Company to scrutinize the process of Remote E-voting and e-voting during AGM in respect of the items/resolutions set forth in the Notice of 42nd AGM of the Company, dated July 31, 2023 (**hereinafter referred to as "the AGM Notice"**) issued in accordance with MCA Circulars and SEBI Circulars.

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

- (i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM; and
- (ii) process of e-voting during AGM.



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) the 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.

Scrutinizer's Responsibility

My responsibility as a Scrutinizer 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 Scrutinizer's Report of the total votes cast "**in favor**" or "**against**" on the resolutions, based on the reports generated through Scrutinizer'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 Rules and the provisions of the Listing Regulations, 2015, as amended, the Company has engaged KFin, being the authorized agency engaged by the Company 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 and SEBI Circulars in 'The Financial Express' (English Newspaper - All Editions) and 'Jansatta' (Vernacular Newspaper-Delhi Edition) on July 15, 2023.
3. Thereafter, the Company has sent Annual Report and the Notice of AGM on August 5, 2023 by the electronic mode (e-mail) to those members whose email addresses were registered with the Company/ 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 in 'The Financial Express' (English Newspaper - All Editions) and 'Jansatta' (Vernacular Newspaper-Delhi Edition) on August 6, 2023.
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. Tuesday, August 22, 2023 were entitled to avail either the Remote E-voting facility prior to AGM or facility of e-voting during AGM, in respect of resolutions as set out in the AGM Notice.



6. In terms of the AGM Notice, Remote E-voting commenced on Thursday, August 24, 2023 (9:00 A.M. IST) and ended on Monday, August 28, 2023 (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 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 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 by the Chairman, the electronic system capturing the e-voting was locked by KFin under my instructions.
9. The consolidated results of Remote E-voting and e-voting during the AGM are attached and marked as an **Annexure** hereto.
10. Based on the aforesaid results, Seven (7) Ordinary Resolutions 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.
11. 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.: 734/2020
Firm Registration No: P2001DE016100



Place: New Delhi
Date: 31.08.2023
UDIN: F010098E000898361

CS Sachin Khurana
Partner
FCS: 10098; C.P. No.:13212

Countersigned by:


31.08.2023
Chairman of the AGM of the Company

Annexure

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

ORDINARY BUSINESS (RESOLUTION NO. 1 TO 5)

Resolution No. 1: (Ordinary Resolution)	Consideration and adoption of the audited Standalone financial statements of the Company for the financial year ended 31 st March, 2023 and the reports of the Board of Directors and Auditors thereon;
--	--

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.
268817178	99.97	75376	0.03	2411789

Resolution No. 2: (Ordinary Resolution)	Consideration and adoption of the audited Consolidated financial statements of the Company for the financial year ended 31 st March, 2023 and the report of the Auditors thereon;
--	--

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.
268817187	99.97	75367	0.03	2411789

Resolution No. 3: (Ordinary Resolution)	Declaration of dividend on equity shares of the Company at the rate of INR 90 per share;
--	--

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.
269872365	100	186	0.00	2429823



Resolution No. 4: (Ordinary Resolution)	Appointment of a director in place of Mr. Kinji Saito (DIN: 00049067), who retires by rotation and being eligible, offers himself for re-appointment;
--	---

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.
239270045	88.66	30593032	11.34	2411789

Resolution No. 5: (Ordinary Resolution)	Appointment of a director in place of Mr. Kenichi Ayukawa (DIN: 02262755), who retires by rotation and being eligible, offers himself for re-appointment;
--	---

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.
229381532	85.00	40481547	15.00	2411789

SPECIAL BUSINESS (RESOLUTION NO. 6 & 7)

Resolution No. 6: (Ordinary Resolution)	Appointment of Mr. Yukihiro Yamashita (DIN: 10237093) as a Director and Whole-time Director designated as Joint Managing Director (Engineering and Quality Assurance);
--	--

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.
246433924	91.32	23428994	8.68	2411789



Resolution No. 7: (Ordinary Resolution)	Ratification of remuneration of the Cost Auditor M/s R. J. Goel & Co., Cost Accountants for financial Year 2023-2024.
--	---

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.
269751731	100.00	913	0.00	2411789

