

# RMG & ASSOCIATES

Company Secretaries

## SCRUTINIZER'S REPORT

**The Chairman**  
**Maruti Suzuki India Limited**  
**Plot No.1, Nelson Mandela Road**  
**Vasant Kunj, New Delhi- 110070**

**Subject: Scrutinizer's Report on passing of Resolution through Postal Ballot under the relevant provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, along with the rules as may be prescribed therein (including any statutory modification or re-enactment thereof)**

Dear Sir,

I, **Manish Gupta**, Practising Company Secretary (FCS: 5123; CP No.: 4095), Partner of **RMG & Associates**, having office at 207, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi – 110005 was appointed, in terms of the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, vide a resolution passed in board meeting of **Maruti Suzuki India Limited** ("the Company") held on 27<sup>th</sup> October, 2015, as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner relating to Ordinary Resolution with respect to the approval of the related party transaction with Suzuki Motor Gujarat Private Limited.


### I SUBMIT MY REPORT AS UNDER:

1. The dispatch of the postal ballot notices, forms along with postage prepaid business reply envelopes and e-mails to the members of the Company whose names appeared on the register of members/ list of beneficial owners as on 6<sup>th</sup> November, 2015 was completed on 13<sup>th</sup> November, 2015.
2. The Company had published advertisements relating to dispatch of postal ballot forms / e-mails in English language in Financial Express (English newspaper-Delhi edition) and in Hindi language in Jansatha (Hindi newspaper -Delhi edition).
3. The members of the Company had an option to vote either through the physical postal ballot form ("physical ballot") or through the e-voting facility. Members opting for e-voting facility, cast their vote through e-voting facility provided by the **Karvy Computershare Private Limited** ("Karvy") being the authorized agency to provide e-voting facility on its designated website <https://evoting.karvy.com>.
4. The e-voting and voting through physical ballot commenced from 16<sup>th</sup> November, 2015 at 9.00 A.M. and ended on 15<sup>th</sup> December, 2015 at 5.00 P.M.
5. All the physical ballots and e-voting received upto 5.00 P.M. on Tuesday, the 15<sup>th</sup> December, 2015, the last day and time fixed by the Company for the receipt of the ballot were accepted and included for my scrutiny.
6. I monitored the process of electronic voting through the scrutinizer's secured link provided by Karvy on the above said designated website.



7. The sealed physical ballots received by me were kept under my safe custody before commencing the scrutiny of such physical ballots.
8. On completion of the e-voting period, in compliance of the provisions of Rule of the Companies (Management and Administration) Amendment Rules, 2015, I unblocked the votes on 15<sup>th</sup> December, 2015, at 5:00 P.M. in the presence of Mr. Abhinav Agarwal and Mr. Harsh Sehrawat, who are not the employees of the Company, and who have signed below as witness to the unblocking of votes.

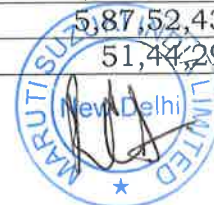
**Witnesses to the unblocking of votes:**

  
**Mr. Abhinav Agarwal**

  
**Mr. Harsh Sehrawat**

9. The physical ballots and e-voting were matched with the Register of Members/ list of beneficial owners of the Company as on 6<sup>th</sup> November, 2015.
10. I further report that the e-voting and physical ballots were scrutinized by me for verification of votes cast in favor and against the resolution.
11. A register was maintained recording the assent and dissent received, particulars of name, address, folio number/ client ID of the members, number of shares held by them, nominal value of shares and the physical ballots received in defaced forms and those invalid.
12. The papers/ registers and records pertaining to physical ballots and e-voting shall be handed over to the Company for safe custody of the same.
13. **i) The summary of the votes cast is as given below :**

Particulars	No. of Ballot	No. of Shares for which Vote Casted
<b>Physical Mode</b>		
Total Votes	<b>246</b>	<b>19,37,010</b>
Less: Invalid Votes	6	587
Total Valid Votes (A)	<b>240</b>	<b>19,36,423</b>
Votes in favor of the resolution (B)	201	3,32,036
Votes against the resolution (C)	39	16,04,387
<b>Electronic Voting</b>		
Total Votes	<b>1,127</b>	<b>7,23,31,573</b>
Less: Invalid Votes	146	84,34,844
Total Valid Votes (D)	<b>981</b>	<b>6,38,96,729</b>
Votes in favor of the resolution (E)	655*	5,87,52,432
Votes against the resolution (F)	327*	51,44,297



ii) The summary of Total Net Valid Postal Ballot in physical and electronic mode is as given below:

Particulars	No. of Ballot	No. of Shares/ Votes	% of Votes
<b>Total Voting</b>			
Total Net Valid Postal Ballot in physical and electronic mode (A+D)	1,221	6,58,33,152	100%
Total Votes in favor of the Resolution (B+E)	856*	5,90,84,468	89.75%
Total Votes against the Resolution (C+F)	366*	67,48,684	10.25%

\* One member voted in favor & against electronically on the single ballot.

14. The Ordinary Resolution as set out in the Postal Ballot Notice has been approved by the shareholders with requisite majority.

15. You may accordingly declare result of the voting by postal ballot.

Thanking You

Yours faithfully



*Manish Gupta*  
**CS Manish Gupta**  
Partner



*R. Sharga*  
17.12.2015.  
445th  
New Delhi

**For RMG & Associates**  
Company Secretaries  
FCS No: 5123, CP No: 4095

Place : New Delhi  
Dated : 17-12-2015