

RMG & ASSOCIATES

Company Secretaries

SCRUTINIZER'S REPORT

[Pursuant to Section 108, Section 110 of the Companies Act, 2013 (hereinafter "the Act") read with Rule 20 and Rule 22 of The Companies (Management and Administration) Rules, 2014 (hereinafter "the Rules") and pursuant to Ministry of Corporate Affairs General Circular No's. 14/2020, 17/2020, 20/2020 and 09/2023 issued on April 08, 2020, April 13, 2020, May 05, 2020 and September 25, 2023 respectively and all other applicable circulars (hereinafter "MCA Circulars") & Secretarial Standard-2 issued by Institute of Company Secretaries of India]

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

Sub : Scrutinizer's Report on Postal Ballot process conducted through electronic voting system, (hereinafter "Remote E-voting") pursuant to provisions of Section 108, Section 110 and other applicable provisions of the Act read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein referred to as "Listing Regulations, 2015") as amended from time to time and MCA Circulars.

Respected 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 Scrutinizer by the Board of Directors of **Maruti Suzuki India Limited ("the Company")** to Scrutinize the process of Postal Ballot conducted through Remote E-voting in respect of the resolution set forth in the Postal Ballot Notice of the Company, dated January 31, 2024 (hereinafter "Postal Ballot Notice").



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The said appointment as Scrutinizer is under the applicable provisions of the Act read with the Rules made thereunder to scrutinize, in fair and transparent manner, the process of Postal Ballot conducted through Remote E-voting in respect of the Resolutions proposed in the Postal Ballot Notice, to approve the following:

SPECIAL BUSINESS NO. 1

Appointment of Mr. Kazunari Yamaguchi (DIN: 07961388) as a Director of the Company.

SPECIAL BUSINESS NO. 2

Appointment of Mr. Kazunari Yamaguchi (DIN: 07961388) as a Whole-time Director designated as Director (Production).

MANAGEMENT'S RESPONSIBILITY

The compliance with the requirements of (i) the Act and the Rules made thereunder (ii) the MCA Circulars and (iii) the Listing Regulations, 2015 relating to e-voting on the resolutions contained in the Postal Ballot Notice 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 render you 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 ON THE VOTING ON THE ORDINARY RESOLUTIONS PROPOSED IN THE POSTAL BALLOT NOTICE, AS UNDER:


1. In terms of Section 108 and Section 110 of the Companies Act, 2013 read with the Rules and the Listing Regulations, 2015, the Company had made arrangement with KFIN for providing facility of voting through Remote E-voting to its members.
2. The Company sent Postal Ballot Notice, along with Explanatory Statement pursuant to Section 102 of the Act on February 13, 2024 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. A copy of said Postal Ballot Notice was published on the website of the Company and KFIN.
3. Pursuant to MCA Circulars, physical ballots were not dispatched. Accordingly, the communication of the assent or dissent of the members had taken place through the Remote E-voting only.



4. As per sub-rule (3) of Rule 22 of the Rules and MCA Circulars, the Company published an advertisement on Wednesday, February 14, 2024 about the dispatch of Postal Ballot Notice in '**Financial Express**' (English Newspaper – All Indian Edition) and '**Jansatta**' (Vernacular Newspaper-Delhi Edition).
5. The members of the Company whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained for it by the Depositories (in case of shares held in dematerialized form) as on the cut-off date i.e. Friday, February 09, 2024 were entitled to avail Remote E-voting facility, in respect of resolutions as set out in the Postal Ballot Notice.
6. In terms of Postal Ballot notice the e-voting commenced on Thursday, February 15, 2024 at (9:00 A.M. IST) and ended on Friday, March 15, 2024 (5:00 P.M. IST).
7. All votes cast through Remote E-voting during the above-mentioned period, were considered for scrutiny and at the end of Remote E-voting period, the Remote E-voting facility was blocked by KFIN forthwith.
8. After the conclusion of Remote E-voting, the votes cast by the members through Remote E-voting facility were unblocked at around 5 P.M. on Friday, March 15, 2024 in the presence of two witnesses viz. Ms. Mahima Gupta, R/o. WZ-46, 'B', Phase - 4, Uttam Nagar West, New Delhi - 110059 and Ms. Varsha Kingwani, R/o. 9/23, South Patel Nagar, New Delhi - 110008 who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



(Signature of witness)
Witness 1:



(Signature of witness)
Witness 2:

9. The Votes cast by the members through Remote E-voting, were reconciled with the Register of Members/ list of beneficial owners of the Company as on Friday, February 09, 2024 and authorizations lodged with the Company.
10. The votes cast through Remote E-voting were scrutinized by me for verification of votes cast in favour and against the resolution.
11. The particulars of voting and other requisite details have been entered in a separate Register maintained for the purpose.
12. The summary of the votes cast is as given below :



SPECIAL BUSINESS NO. 1

Appointment of Mr. Kazunari Yamaguchi (DIN: 07961388) as a Director of the Company :

Valid votes in favor of the Resolution		Valid votes against the Resolution		Invalid votes
No's.	% of total valid votes	No's.	% of total valid votes	No's.
26,45,88,362	93.32	1,89,26,055	6.68	47,49,163

SPECIAL BUSINESS NO. 2

Appointment of Mr. Kazunari Yamaguchi (DIN: 07961388) as a Whole-time Director designated as Director (Production)

Valid votes in favor of the Resolution		Valid votes against the Resolution		Invalid votes
No's.	% of total valid votes	No's.	% of total valid votes	No's.
26,53,11,268	93.58	1,82,03,154	6.42	47,49,163

13. Based upon the aforesaid voting summary, the Resolutions as set out in the postal ballot notice have been approved by the shareholders with requisite majority.
14. The register, all other papers and relevant records relating to Remote E-voting shall remain in my safe custody until the Chairman considers, approves and sign the minutes of the aforesaid Postal Ballot (E-Voting).

**For RMG & Associates
Company Secretaries**

Firm Registration No. P2001DE016100

Peer Review No.: 734/2020



CS Manish Gupta
Partner

Date: 18.03.2024

Place: New Delhi

UDIN: F005123E003597151

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

Countersigned by:

Chairman of the Company

18/3/2024