

RMG & ASSOCIATES

Company Secretaries

SCRUTINIZER'S REPORT

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

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any statutory amendment, modification or re-enactment thereof for the time being in force, and voting at meeting through ballot paper in respect of 36th Annual General Meeting ("AGM") of the members of the Company

Dear Sir,

I, **Manish Gupta**, Company Secretary in Whole Time Practice, Partner of RMG & Associates, 207, Suchet Chambers, 1224/5 Bank Street, Karol Bagh, New Delhi – 110005, have been appointed as the Scrutinizer of **Maruti Suzuki India Limited** for the purpose of remote e-voting and voting at AGM through ballot paper conducted in respect of resolution(s) set out in the notice of its 36th AGM held on Tuesday, 5th September, 2017 at 10:00 A.M at the Air Force Auditorium, Subroto Park, New Delhi – 110010.

The compliance with the provisions of the Act read with the rules made there-under relating to remote e-voting and voting at AGM through ballot paper is the responsibility of management of the Company.

The notice dated 27th July, 2017 along with explanatory statement pursuant to Section 102 of the Act and relevant details pursuant to Listing Regulations was duly sent and immediately on completion of dispatch of notice for meeting, an advertisement was made in Jansatta (Hindi Newspaper) dated 11th August, 2017 circulating in New Delhi and Financial Express (English Newspaper) dated 11th August, 2017 circulating in all editions.

The voting rights were reckoned on Thursday, 29th August, 2017, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting or voting at the meeting through ballot paper.



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As the Scrutinizer, I report that in compliance of the provisions of Secretarial Standards and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the remote e-voting was made available to the members from 09:00 AM on Saturday, 02nd September, 2017 till 05:00 PM on Monday, 4th September, 2017 and thereby the remote e-voting period ended at 05:00 PM on the day preceding the date of AGM.

I have monitored the process of voting at AGM through ballot paper and remote e-voting through the Scrutinizer's secured link as provided by Karvy Computershare Private Limited ("**Karvy**") on the designated website for conducting the same in fair and transparent manner.

At the end of the remote e-voting period (05:00 PM on Monday, 4th September, 2017), the remote e-voting facility was blocked forthwith and in compliance of Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, as amended from time to time, for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the AGM, the ballot papers were distributed only to those members who had attended the meeting and have not casted their vote(s) earlier through remote e-voting.

Ballot boxes were kept and sealed by me in the presence of members and proxies present at the meeting.

After the conclusion of voting at the meeting (11:30 AM on Tuesday, 5th September, 2017) :

1. The sealed ballot boxes were opened and the votes casted through ballot paper were diligently scrutinized, counted and reconciled with the records maintained by Karvy, being the Registrar and Transfer Agent of the Company and with the authorizations / proxies lodged with the Company and the ballot papers, which were incomplete and which were otherwise found defective have been treated as invalid and kept separately;
2. The votes casted through remote e-voting were unblocked and the details containing, inter-alia, list of equity shareholders, who voted "for" and "against", for each of the resolutions that were put to vote, were generated from the remote e-voting website of "Karvy" i.e. <https://evoting.karvy.com/>

Both the opening of sealed ballot box and unblocking of remote e-voting were done by me, in the presence of two witnesses, **Mr. Ankur Bansal** and **Mr. Parth Tripathi**, who were not in employment of the Company, and who have signed below in confirmation.

Ankur Bansal

Mr. Ankur Bansal

Parth Tripathi

Mr. Parth Tripathi



My responsibility as a Scrutinizer was to ensure that the voting process, both through remote e-voting and voting at AGM through ballot paper are conducted in a fair and transparent manner and based on the reports generated from the electronic voting system provided by Karvy, the authorized agency engaged by the Company to provide remote-voting facilities and voting at AGM through ballot paper, render to you, a consolidated scrutinizer's report of the total votes casted "in favour or against", as the case may be.

Based on the aforesaid report by Karvy, **Eight (8) Ordinary Resolutions** and **One (1) Special Resolution** as proposed in Item No. 1 to 9 of the notice of the 36th AGM of the Company have been passed with requisite majority as per the provisions of the Act.

I submit herewith my consolidated report on the results of remote e-voting together with voting at AGM through ballot paper as under :-

Ordinary Resolution

Res No.	Subject matter of Resolution	Valid Votes in favor of the resolution		Valid Votes against the resolution		Invalid Votes	Votes Abstained
		Nos.	%	Nos.	%	Nos.	Nos.
1.	To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the year ended 31 st March 2017 including the audited Balance Sheet as at 31 st March 2017, the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.	260701126	99.9865	35215	0.0135	105	423582
2.	To declare dividend on equity shares.	260795690	100.0	2	-	105	408696



3.	To appoint a director in place of Mr. Toshihiro Suzuki (DIN: 06709846) who retires by rotation and being eligible, offers himself for re-appointment.	247546623	95.2479	12350444	4.7521	105	1307321
4.	To appoint a director in place of Mr. Shigetoshi Torii (DIN: 06437336) who retires by rotation and being eligible, offers himself for re-appointment.	252431101	96.7931	8363552	3.2069	105	409735
5.	To ratify the appointment of Auditors and fix their remuneration.	260459096	99.8942	275981	0.1058	105	469311
6.	To re-appoint Mr. Shigetoshi Torii (DIN: 06437336) as Whole Time Director, designated as Director (Production).	259214462	99.7374	682604	0.2626	105	1307322
7.	To appoint Ms. Renu Sud Karnad (DIN: 00008064) as an Independent Director.	233958545	91.4762	21800486	8.5238	105	5357327
8.	To ratify the remuneration of Cost Auditor, M/s R. J. Goel & Co., Cost Accountants.	260718879	99.9723	72363	0.0277	105	409736



Special Resolution


Res No.	Subject matter of Resolution	Votes in favor of the resolution		Votes against the resolution		Invalid Votes	Votes Abstained
		Nos.	%	Nos.	%	Nos.	Nos.
9.	To adopt a new set of Memorandum and Articles of Association of the Company in conformity with the Companies Act, 2013.	254936857	97.7634	5832382	2.2366	105	435149

The particulars of all votes casted through remote e-voting and voting at AGM through ballot papers have been entered in a register separately maintained for the purpose and the register, documents and all other papers relating to the same shall remain in our safe custody until the Chairman considers, approves and sign the minutes of the AGM and thereafter the same shall be returned and handed over to the Company for safe keeping.

As requested by management, I have also issued separate Scrutinizer's Reports dated 6th September, 2017 for remote e-voting on the resolutions contained in the notice to the 36th AGM.

Thanking You,

Yours faithfully,



CS Manish Gupta
RMG & Associates
Company Secretaries
FCS No: 5123, CP No: 4095



06.09.2017.

Place: New Delhi

Dated: 06-09-2017