

RMG & ASSOCIATES

Company Secretaries

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 (hereinafter "the Act") read with Rule 20 of The Companies (Management and Administration) Rules, 2014 (hereinafter "the Rules") and pursuant to Ministry of Corporate Affairs General circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 issued on April 08, 2020, April 13, 2020, May 15, 2020 and January 13, 2021 respectively (hereinafter "MCA Circulars") & Securities Exchange board of India circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 respectively & Secretarial Standard-2 issued by the Institute of Company Secretaries of India]

The Chairman,

40th Annual General Meeting (hereinafter "AGM") of the Equity shareholders of Maruti Suzuki India Limited (hereinafter "the Company") held on Tuesday, August 24, 2021 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 "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 "Listing Regulations, 2015") as amended from time to time and MCA Circulars and SEBI Circular and Voting through E-voting system at the AGM of the members of the Company (hereinafter "e-voting during AGM ").

Dear Sir,

I, **Manish Gupta**, 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 40th AGM of the Company, dated July 28, 2021 (**hereinafter "the AGM Notice"**) issued in accordance with MCA Circulars and SEBI Circular.

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 Circular 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

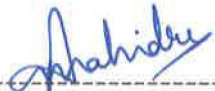
My responsibility as a Scrutinizer was to ensure that the e-voting process both through Remote E-voting and e-voting during AGM is conducted in a fair and transparent manner and to render you a Consolidated Scrutinizer's Report of the total votes cast "**in favor**" or "**against**" on the resolutions, based on the reports generated through Scrutinizer's secured link as provided by **KFin Technologies Private Limited** (hereinafter "**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 Circular in 'The Financial Express' (English Newspaper – All Editions) and 'Jansatta' (Vernacular Newspaper-Delhi Edition) on Friday, July 30, 2021.
3. Thereafter, the Company has sent Annual Report and the Notice of AGM on Monday, August 02, 2021 only 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 Circular.
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 Tuesday, August 3, 2021.
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 17, 2021 were entitled to avail either of 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 Friday, August 20, 2021 (9:00 A.M. IST) and ended on Monday, 23rd August, 2021 (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 provided the facility of e-voting during AGM only to such members who had not cast their vote through Remote E-voting.
8. At the end of discussion on the resolutions on which voting at AGM was to be held, the members were allowed to vote using facility of e-voting during AGM. The voting was open and made available till the conclusion of AGM.
9. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting was locked by KFin under my instructions.
10. After the conclusion of e-voting at the AGM, the votes cast by the members present through VC/OAVM through facility of e-voting during AGM and through Remote E-voting facility were unblocked in the presence of two witnesses viz. Mr. Aniesh Mahindru, R/o. 404, New Modern Apartments, Plot No. 26/2, Sector-9, Rohini, New Delhi -110085 and Mr. Jitesh Goyal, R/o. H. No. 203, F - 24, Sector -3, Rohini, New Delhi -110085.



(Signature of witness)



(Signature of witness)

11. The consolidated results of Remote E-voting and e-voting during AGM are attached and marked as an **Annexure** hereto.
12. Based on the aforesaid results, Eight (8) 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.
13. 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 the AGM of the Company.

Place : New Delhi
Date : 25-08-2021
UDIN : F005123C00829122

For RMG & Associates
Company Secretaries


CS Manish Gupta 25/8/2021
Partner
FCS: 5123; C.P. No.: 4095

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 4)

Resolution No. 1: (Ordinary Resolution)	Consideration and adoption of (a) the audited financial statements of the Company for the financial year ended 31st March, 2021 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2021 and the report of the Auditors thereon.
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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.
268934211	99.99	1120	0.0004	1600246

Resolution No. 2: (Ordinary Resolution)	Declaration of dividend on equity shares of the Company at the rate of Rs.45 per share.
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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.
269428801	99.99	1193	0.0004	1600246

Resolution No. 3: (Ordinary Resolution)	Appointment of a director in place of Mr. Toshihiro Suzuki (DIN: 06709846), who retires by rotation and being eligible, offers himself for re-appointment.
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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.
232440590	86.61	35944620	13.39	1600246



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.
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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.
243952609	90.90	24432124	9.10	1600246

SPECIAL BUSINESS (RESOLUTION NO. 5 TO 8)

Resolution No. 5: (Ordinary Resolution)	Re-appointment of M/s Deloitte Haskins & Sells LLP (Regn. No. 117366W/W100018) as Statutory Auditors for the second term of five years.
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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.
267524261	99.30	1892272	0.70	1600246

Resolution No. 6: (Ordinary Resolution)	Appointment of Mr. Shigetoshi Torii (DIN 06437336) as a Director and Whole time Director designated as Joint Managing Director (Production and Supply Chain).
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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.
250640094	93.03	18776430	6.97	1600246



Resolution No. 7: (Ordinary Resolution)	Appointment of Mr. Hisashi Takeuchi as a Whole-time Director designated as Joint Managing Director (Commercial).
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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.
252120447	93.58	17287441	6.42	1600246

Resolution No. 8: (Ordinary Resolution)	Ratification of remuneration of the Cost Auditor, M/s R. J. Goel & Co., Cost Accountants.
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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.
269413884	99.99	2542	0.0009	1600246

