

RMG & ASSOCIATES

Company Secretaries

Scrutinizer's Report

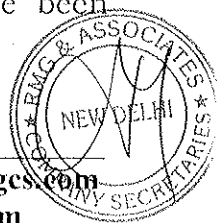
[Pursuant to section 108 of the Companies At, 2013
[Rule 20(xi) of the Companies (Management and Administration) Rues, 2014]

To,
The Chairman
Maruti Suzuki India Limited
Plot No. 1, Nelson Mandela Road,
Vasant Kunj,
New Delhi -110 070

Sub: Scrutinizer's Report on e-voting conducted in terms of provisions of Section 108 of the Companies Act, 2013 read with Clause 35B of Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof

Dear Sir,

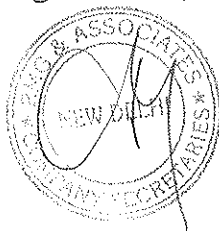
1. I **Manish Gupta**, Practicing Company Secretary (FCS: 5123. CP No.: 4095), Partner of **RMG & Associates**, 207, Suchet Chambers 1224/5, Bank Street, Karol Bagh, Delhi – 110005 was appointed as Scrutinizer by the Board of Directors of Maruti Suzuki India Limited (the Company) for the purpose of e-voting process on the agenda items to be transacted at the Thirty Third Annual General Meeting (AGM) of the Company to be held on Thursday, September 04, 2014 at 10.00 a.m. at the Air Force Auditorium, Subroto Park, New Delhi-110010.
2. I submit my report as under:
 - a) The Company has provided e-voting facility to all the Shareholders registered with the Company and entitled to vote as on 01st August, 2014.
 - b) The e-voting period began at 09.00 a.m., on Friday, 29th August, 2014 and ended at 06.00 p.m., on Sunday, 31st August, 2014. The votes received electronically from the Shareholders till Sunday, 31st August, 2014 up to 06:00 p.m. being the last date and time fixed by the Company for e-voting was considered for my scrutiny.
 - c) The members have casted their vote through e-voting facility provided by the Karvy Computershare Private Limited ("**Karvy**") as the Authorised Agency to provide e-voting facilities.
 - d) I have monitored the process of electronic voting through the scrutinizer's secured link provided by the Karvy on the designated website.
 - e) Particulars of all votes received electronically from the Members have been entered in a register separately maintained for the purpose.



- f) The votes received electronically were duly scrutinized and the shareholding was matched / confirmed with the Register of members of the Company as on the cut-off date i.e. 01st August, 2014.
- g) The votes were unblocked at New Delhi on 02nd September, 2014 at 11.43 a.m. in the presence of CS. Abhishek Gupta and CS. Anuj Sood, who are not the employees of the Company, and who have signed below as witness to the unblocking of votes.

**Name : CS Abhishek Gupta****Name : CS Anuj Sood**

- h) Thereafter, the details containing, inter-alia, list of Equity Shareholders, who voted "For" and "Against", each of the resolutions that were put to vote, were generated from the e-voting website of "Karvy" i.e <https://evoting.karvy.com/> and based on such reports generated, the result of the e-voting is provided hereunder.



3. A summary of the votes received electronically is given below :

a) Resolution 1

To receive, consider and adopt the financial statements of the Company for the year ended 31st March 2014 including the audited Balance Sheet as at 31st March 2014, the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon:

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting ¹	465	215239663	71.2529
Less: Invalid votes	12	664016	0.220000
Net valid votes cast	453	214575647	71.032900

i) Voted **in favour** of the resolution:

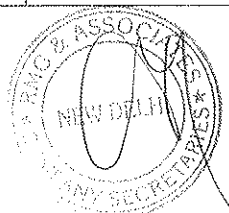
Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
451	214575397	99.9999

ii) Voted **against** the resolution:

Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
2	250	0.0001

iii) **Invalid** votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them
12	664016



¹Four (4) shareholders holding 305486 shares have participated in e-voting but did not vote.

b) Resolution 2

To declare dividend on equity shares:

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting ²	465	215514601	71.2529
Less: Invalid votes	1	10099	0.003000
Net valid votes cast	464	215229564	71.249900

i) Voted **in favour** of the resolution:

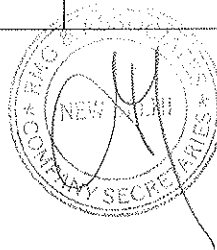
Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
464	215229564	100

ii) Voted **against** the resolution:

Numbers of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii) **Invalid** votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them
1	10099



² Four (4) shareholders holding 305486 shares have participated in e-voting but did not vote.

c) Resolution 3

To appoint a director in place of Mr. R.C. Bhargava (DIN: 00007620), who retires by rotation and being eligible, offers himself for reappointment:

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting ³	465	215239653	71.2529
Less: Invalid votes	3	10174	0.003000
Net valid votes cast	462	215229479	71.249900

i) Voted **in favour** of the resolution:

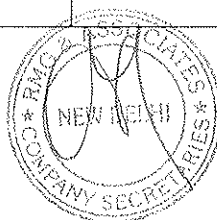
Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
417	209870173	97.5100

ii) Voted **against** the resolution:

Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
45	5359306	2.4900

iii) **Invalid** votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them
3	10174



³ Five (5) shareholders holding 305496 shares have participated in e-voting but did not vote.

d) Resolution 4

To appoint a director in place of Mr. Kazuhiko Ayabe (DIN: 02917011), who retires by rotation and being eligible, offers himself for re-appointment

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting ⁴	465	215239653	71.2529
Less: Invalid votes	3	10174	0.003000
Net valid votes cast	462	215229479	71.249900

i) Voted **in favour** of the resolution:

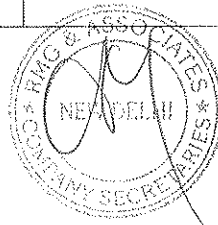
Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
442	214457740	99.6414

ii) Voted **against** the resolution:

Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
20	771739	0.3586

iii) **Invalid** votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them
3	10174



⁴ Five (5) shareholders holding 305496 shares have participated in e-voting but did not vote.

e) Resolution 5

Appointment of M/s. Price Waterhouse (Registration No. FRN301112E), Chartered Accountants as Statutory Auditors of the Company

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting ⁵	465	215239662	71.2529
Less: Invalid votes	47	1792840	0.593000
Net valid votes cast	418	213446822	70.659900

i) Voted **in favour** of the resolution:

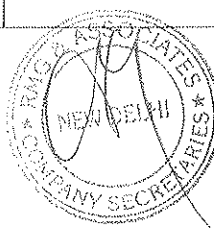
Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
383	211335821	99.0110

ii) Voted **against** the resolution:

Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
35	2111001	0.9890

iii) **Invalid** votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them
47	1792840



⁵ Five (5) shareholders holding 305487 shares have participated in e-voting but did not vote.

f) Resolution 6

Appointment of Mr. Toshiaki Hasuike as Director

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting ⁶	465	21249061	71.2529
Less: Invalid votes	47	1792840	0.593000
Net valid votes cast	418	213446822	70.659900

i) Voted **in favour** of the resolution:

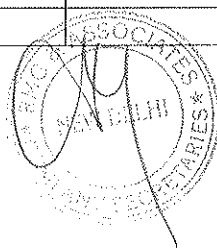
Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
445	214692973	99.7507

ii) Voted **against** the resolution:

Numbers of members Voted)	Number of votes cast by them	% of total number of valid votes cast
17	536514	0.2493

iii) **Invalid** votes:

Total Number of whose votes were declared invalid	Total number of votes cast by them
3	10174



⁶ Five (5) shareholders holding 305488 shares have participated in e-voting but did not vote.

g) Resolution 7

Appointment of Mr. Masayuki Kamiya as Whole-time Director designated as Director (Production)

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting ⁷	465	215239659	71.2529
Less: Invalid votes	3	10174	0.003000
Net valid votes cast	462	215229485	71.249900

i) Voted **in favour** of the resolution:

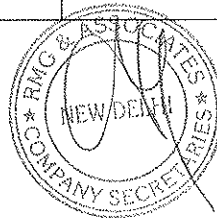
Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
454	215228760	99.9997

ii) Voted **against** the resolution:

Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
9	725	0.0003

iii) **Invalid** votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them
3	10174



⁷ Five (5) shareholders holding 305490 shares have participated in e-voting but did not vote.

h) Resolution 8

Appointment of Mr. Shigetoshi Torii as Whole-time Director designated as Director (Production)

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting ⁸	465	215239663	71.2529
Less: Invalid votes	3	10174	0.003000
Net valid votes cast	462	215229489	71.249900

i) Voted **in favour** of the resolution:

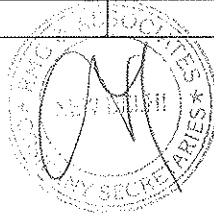
Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
451	214988839	99.8882

ii) Voted **against** the resolution:

Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
12	240650	0.1118

iii) **Invalid** votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them
3	10174



⁸ Four (4) shareholders holding 305486 shares have participated in e-voting but did not vote.

i) Resolution 9

Increase in remuneration of Mr. Toshiaki Hasuike, Joint Managing Director

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting ⁹	465	215239643	71.2529
Less: Invalid votes	4	13059	0.004000
Net valid votes cast	461	215226584	71.248900

i) Voted **in favour** of the resolution:

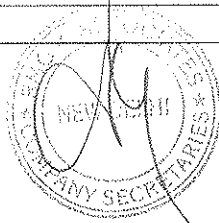
Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
439	215196892	99.9862

ii) Voted **against** the resolution:

Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
22	29692	0.0138

iii) **Invalid** votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them
4	13059



⁹ Five (5) shareholders holding 305506 shares have participated in e-voting but did not vote.

j) Resolution 10

Authority to the Board of Directors to increase the remuneration of Mr. Kenichi Ayukawa, Managing Director and Chief Executive Officer from time to time.

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting ¹⁰	465	215239603	71.2529
Less: Invalid votes	3	13009	0.004000
Net valid votes cast	462	215226594	71.248900

i) Voted **in favour** of the resolution:

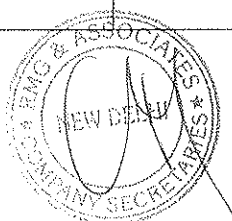
Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
441	215178708	99.9778

ii) Voted **against** the resolution:

Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
22	47886	0.0222

iii) **Invalid** votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them
3	13009



¹⁰ Six (6) shareholders holding 305546 shares have participated in e-voting but did not vote.

k) Resolution 11

Authority to the Board of Directors to increase the remuneration of Mr. Toshiaki Hasuike, Joint Managing Director from time to time.

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting ¹¹	465	215239653	71.2529
Less: Invalid votes	3	13009	0.004000
Net valid votes cast	462	215226644	71.248900

i) Voted **in favour** of the resolution:

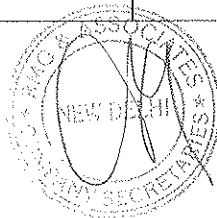
Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
441	215178743	99.9777

ii) Voted **against** the resolution:

Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
22	47901	0.0223

iii) **Invalid** votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them
3	13009



¹¹ Five (5) shareholders holding 305496 shares have participated in e-voting but did not vote.

1) Resolution 12

Authority to the Board of Directors to increase the remuneration of Mr. Kazuhiko Ayabe, Director and Managing Executive Officer (Supply Chain) from time to time.

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting ¹²	465	215239643	71.2529
Less: Invalid votes	3	13009	0.004000
Net valid votes cast	462	215226634	71.248900

i) Voted **in favour** of the resolution:

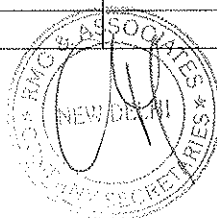
Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
441	215178695	99.9777

ii) Voted **against** the resolution:

Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
22	47939	0.0223

iii) **Invalid** votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them
3	13009



¹² Five (5) shareholders holding 305506 shares have participated in e-voting but did not vote.

m) Resolution 13

Payment of commission to non-executive directors

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting ¹³	465	215239623	71.2529
Less: Invalid votes	3	13009	0.004000
Net valid votes cast	462	215226614	71.248900

i) Voted **in favour** of the resolution:

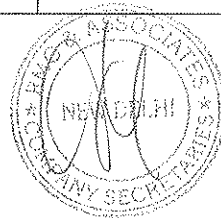
Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
447	214987503	99.8889

ii) Voted **against** the resolution:

Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
17	239111	0.1111

iii) **Invalid** votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them
3	13009



¹³ Six (6) shareholders holding 305256 shares have participated in e-voting but did not vote.

n) Resolution 14

Appointment of Mr. Amal Ganguli as an Independent Director

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting ¹⁴	465	215239623	71.2529
Less: Invalid votes	5	171825	0.057000
Net valid votes cast	460	215067798	71.195900

i) Voted **in favour** of the resolution:

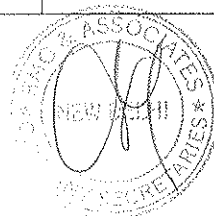
Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
416	208332633	96.8684

ii) Voted **against** the resolution:

Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
44	6735165	3.1316

iii) **Invalid** votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them
5	171825



¹⁴ Five (5) shareholders holding 305526 shares have participated in e-voting but did not vote.

o) Resolution 15

Appointment of Mr. D.S. Brar as an Independent Director

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting ¹⁵	465	215239662	71.2529
Less: Invalid votes	5	171825	0.057000
Net valid votes cast	460	215067837	71.195900

i) Voted **in favour** of the resolution:

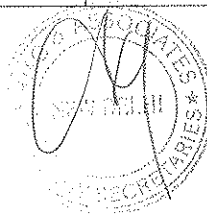
Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
446	214594324	99.7798

ii) Voted **against** the resolution:

Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
14	473513	0.2202

iii) **Invalid** votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them
5	171825



¹⁵ Five (5) shareholders holding 305487 shares have participated in e-voting but did not vote.

p) Resolution 16

Appointment of Mr. R.P. Singh as an Independent Director

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting ¹⁶	465	215239661	71.354000
Less: Invalid votes	4	13059	0.004000
Net valid votes cast	461	215226602	71.248900

i) Voted **in favour** of the resolution:

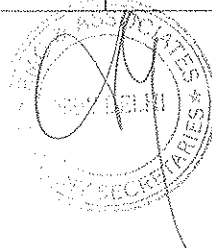
Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
449	214988245	99.8893

ii) Voted **against** the resolution:

Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
12	238357	0.1107

iii) **Invalid** votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them
4	13059



¹⁶ Five (5) shareholders holding 305488 shares have participated in e-voting but did not vote.

q) Resolution 17

Appointment of Ms. Pallavi Shroff as an Independent Director

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting ¹⁷	465	215239610	71.354000
Less: Invalid votes	13	483403	0.160000
Net valid votes cast	452	214756207	71.092900

i) Voted **in favour** of the resolution:

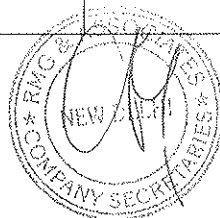
Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
264	196538460	91.5170

ii) Voted **against** the resolution:

Numbers of members Voted	Number of votes cast by them	% of total number of valid votes cast
190	18217747	8.4830

iii) **Invalid** votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them
13	483403



¹⁷ Six (6) shareholders holding 305539 shares have participated in e-voting but did not vote.

RMG & Associates

Company Secretaries

Continuation Sheet No. 20

4. The Register and all other papers relating to e-voting shall remain in our safe custody until the Chairman considers, approve and sign the minutes of the Annual General Meeting and thereafter the same shall be returned and handed over to the Company.

Thanking You.

Yours faithfully



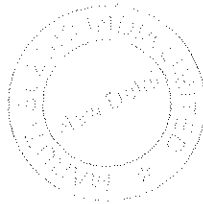
CS Manish Gupta
RMG & Associates
Company Secretaries

FCS No : 5123

CP No: 4095

Place: New Delhi

Date: 03-09-2014



Chairman

Maruti Suzuki India Limited