

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 Nos. 14/2020, 17/2020, 20/2020, 33/2020, 39/2020, 10/2021 and 20/2021 issued on April 08, 2020, April 13, 2020, May 05, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 8, 2021 respectively (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.

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 Postal Ballot conducted through Remote E-voting in respect of the resolution set forth in the Postal Ballot Notice of the Company, dated March 24, 2022 (**hereinafter "Postal Ballot Notice"**) issued in accordance with MCA Circulars and SEBI Circulars.

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 Ordinary Resolutions proposed in the Postal Ballot Notice, to approve the following :

207 & 201, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi – 110 005
Phone: 9212221110, 011 - 4504 2509; www.rmgs.com; E-Mail: info@rmgs.com



Special Business No. 1

Appointment of Mr. Kenichi Ayukawa as a Whole-time Director designated as Executive Vice-Chairman.

Special Business No. 2

Appointment and re-designation of Mr. Hisashi Takeuchi as Managing Director and Chief Executive Officer.

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, the Company had made arrangement with **KFin Technologies Limited ("KFIN")** for providing facility of voting through electronic means ("Remote e-voting") to its members.
2. The Company sent Postal Ballot Notice, along with Explanatory Statement under Section 102 of the Act on April 11, 2022 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 Circulars. A copy of said Postal Ballot Notice was published on the website of the Company and KFIN.
3. In adherence to MCA Circulars, physical ballots were not dispatched, due to outbreak of COVID-19 Pandemic. Accordingly, the communication of the assent or dissent of the members had taken place through the remote e-voting system only.
4. As per Sub Rule 3 of Rule 22 of the Rules and MCA Circulars, the Company published an advertisement on Tuesday, April 12, 2022 about the dispatch of Postal Ballot Notice in '**The Financial Express**' (English Newspaper – All Editions) and '**Jansatta**' (Hindi 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, April 1, 2022 were entitled to avail the 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 Friday, April 15, 2022 (9:00 A.M. IST) and ended on Saturday, May 14, 2022 (5:00 P.M. IST).
7. All votes casted through e-voting during the abovementioned 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 on Saturday, May 14, 2022 around 5:07 P.M. in the presence of two witnesses viz. Ms. Uroosa Naaz, R/o C-36, Okhla Vihar, New Delhi -110025 and Ms. Sonali Arora, R/o. 3117, 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.

Uroosa Naaz

(Signature of witness)
Witness 1:

Sonali Arora

(Signature of witness)
Witness 2:

9. The Votes casted by the members through remote e-voting, were reconciled with the Register of Members/ list of beneficial owners of the Company as on April 1, 2022 and authorizations lodged with the Company.
10. The votes cast through remote e-voting were scrutinised 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. Kenichi Ayukawa as a Whole-time Director designated as Executive Vice-Chairman.

Particulars	No. of Ballot	No. of Shares for which Vote Casted	% as to Total of Votes	% as to Valid Votes
Electronic Voting				
Total Votes (A)	2,259	27,29,70,169	100%	----
Less: Invalid Votes (B)	39	7,35,041	0.27%	----
Less: Less Voted (C)	--	9,77,528	0.36%	----
Total Valid Votes (A)-(B)-(C)	2,220	27,12,57,600	99.37%	100%
Votes in favour of the resolution	1,800*	25,25,27,616	92.51%	93.09%
Votes against the resolution	428*	1,87,29,984	6.86%	6.91%

***8 members voted in favour & against electronically on the single ballot.**



Special Business No. 2

Appointment and Re-designation of Mr. Hisashi Takeuchi as Managing Director and Chief Executive Officer.

Particulars	No. of Ballot	No. of Shares for which Vote Casted	% as to of Total Votes	% as to Valid Votes
Electronic Voting				
Total Votes (A)	2,259	27,29,70,169	100%	----
Less: Invalid Votes (B)	39	7,26,536	0.27%	----
Less: Less Voted (C)	--	9,77,529	0.36%	---
Total Valid Votes (A)-(B)-(C)	2,220	27,12,66,104	99.37%	100%
Votes in favour of the resolution	2,125*	27,09,74,995	99.26%	99.89%
Votes against the resolution	96*	2,91,109	0.11%	0.11%

***1 member voted in favour & against electronically on the single ballot.**

13. The Ordinary Resolutions as set out in the postal ballot notice have been approved by the shareholders with requisite majority.
14. You may kindly declare the result of voting by Postal Ballot in respect of the Ordinary Resolutions mentioned in the Postal Ballot Notice.
15. The register, all other papers and relevant records relating to Electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Postal Ballot (E-Voting).

**For RMG & Associates
Company Secretaries**

Peer Review No. 734/2020

Firm Registration No. P2001DE016100



CS Manish Gupta

Partner

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

Place: New Delhi

Date: 16-05-2022

UDIN: F005123D000328501

Countersigned by:

Chairman of the Company
17.05.2022