MARUTI SUZUKI

MSIL: CSL: NSE: 12

23rd January 2012

Vice President
National Stock Exchange of India Limited
"Exchange Plaza", Bandra – Kurla Complex
Bandra (E)
Mumbai – 400051

Sub: Postal ballot notice

Dear Sir,

Pursuant to clause 31(c) and 33 of the listing agreement executed with National Stock Exchange of India Limited, please find enclosed herewith three copies of postal ballot notice along with the postal ballot form dispatched to shareholders of the Company.

Kindly take the same on record.

Thanking You,

Yours truly,

For **Maruti Suzuki India Limited**

S. Ravi Aiyar
Chief Legal Officer
& Company Secretary

Encl.: As above

MARUTI SUZUKI INDIA LIMITED

Registered Office :
Plot No. 1, Nelson Mandela Road
Vasant Kunj, New Delhi 110070, India
Tel: 011-46781000 Fax: 011-46150275-76

Gurgaon Plant :
Palam Gurgaon Road, Gurgaon 122015
Haryana, India
Tel: 0124-2346721-30 Fax: 0124-2341304

Manesar Plant :
Plot No. 1, Sector 3A, IMT
Manesar, Gurgaon 122051 Haryana, India
Tel: 0124-4884000 Fax: 0124-4884199

MARUTI SUZUKI INDIA LIMITED

Regd. Office: 1, Nelson Mandela Road, Vasant Kunj, New Delhi-110070

NOTICE

Dear Member,

Notice pursuant to Section 192A(2) of the Companies Act, 1956

Notice is hereby given pursuant to Section 192A(2) of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 ("Rules"), that the resolution as appended below for the purpose of alteration in Objects Clause of the Memorandum of Association (MOA) of the Company is proposed to be passed as Special Resolution by way of Postal Ballot.

Pursuant to the provisions of Section 17 of the Companies Act, 1956 read with Section 192A and the Rules provided thereunder, the proposal for alteration of Objects Clause of the Company has to be approved by the shareholders of the Company by way of Postal Ballot.

The Company seeks your consent for the proposal contained in the resolution appended below. The Explanatory Statement pertaining to the resolution setting out the material facts and the reasons therefore is annexed hereto. The said resolution and the Explanatory Statement are being sent for your consideration along with a Postal Ballot Form ("Form") and self addressed, postage pre-paid envelope. The Company has appointed Mr. Manish Gupta, Practising Company Secretary as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Form and return the same duly completed casting your assent or dissent for the resolution, in the attached self addressed, postage pre-paid envelope so as to reach the Scrutinizer not later than the close of working hours i.e. 5.30 P.M. on Wednesday, 22nd February 2012. The Form received after the said date will be treated as not to have been received.

Members may please note that a resolution will be deemed to have been passed if the number of votes cast in favour are more than three times the number of votes cast against the resolution.

The members are requested to consider and, if thought fit, to pass the following resolution:

Item No.1

SPECIAL BUSINESS:

1. **To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:**

   "RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force), and subject to the necessary approvals, required if any in this regard from appropriate authorities, and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, consent of the members of the Company be and is hereby accorded for alteration of the existing Objects Clause of the Memorandum of Association of the Company in the following manner:

   a. **By inserting sub clause 27A in clause III (B) of the Memorandum of Association of the Company as under:**

      "To establish, support and/or aid in the establishment of one or more institute(s) involved in automotive skill development to impart technical /other training."

   b. **The existing sub clause 23 of clause III (B) be deleted and is substituted by a new sub clause 23 as under:**

      "To amalgamate with any other company"

By order of the board of directors

21st January, 2012
New Delhi

S.Ravi Aiyar
Chief Legal Officer & Company Secretary

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

The Company has explored the possibility of establishing an Automotive Skill Development Institute (ASDI) with following objectives:

a. Impart technical training to school pass-outs to make them employable on the shop floor as well as in service workshops;

b. Besides the technical training component, students would be trained in proper value systems of work culture and team work; and

c. On successful completion of course, students will be absorbed at service networks of the Company and at its manufacturing facilities depending on the manpower requirements. However, students would be free to join any other organization that may decide to recruit them. This will serve as a Corporate Social Responsibility (CSR) activity.

In order to start the proposed institute, a new sub clause 27A needs to be inserted in clause III(B) of the MOA.

Further, sub clause 23 of clause III(B) of MOA provides that the Company can amalgamate with any other company having objects altogether or in part similar to those of this Company. This sub clause needs suitable amendment so as to include a provision of amalgamation with any other company whether having similar objects or not.

The existing MOA is available for inspection at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. till 21st February 2012.

None of the Directors of the Company is in any way concerned or interested in the aforesaid Special Resolution except to the extent of his shareholding, if any.

The Directors recommend passing of the said resolution as a Special Resolution.

By order of the board of directors

21st January, 2012
New Delhi

S.Ravi Aiyar
Chief Legal Officer & Company Secretary

MARUTI SUZUKI INDIA LIMITED New Delhi

MARUTI SUZUKI INDIA LIMITED

Regd. Office: 1, Nelson Mandela Road, Vasant Kunj, New Delhi-110070

POSTAL BALLOT FORM

Serial No. .....

(1)	Name(s) of Shareholder(s)/ Beneficial Owner (IN BLOCK LETTERS) (Including Joint-holders, if any)	
(2)	Registered Address of the Sole / First named Shareholder/ Beneficial Owner	
(3)	Registered Folio No. DP ID No. / Client ID No.* (*Applicable to members holding shares in dematerialized form)	
(4)	No. of Shares held	

(5) I/We hereby exercise my/our vote in respect of the special resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below.

Item No.	Description		No. of Shares held	Please tick (✓) in the appropriate box below
1.	Special Resolution under Section 17 for alteration of the Objects clause of the Company	I/We assent to the resolution (For)		
		I/We dissent to the resolution (Against)		

Place :
Date :

Signature of the Shareholder/
First holder/Beneficial Owner
(Refer to instruction No. 3 overleaf)

Note: *please read carefully the instructions printed overleaf before exercising your vote.*

Instructions

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form ("Form") and send it to the Company in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Form, if deposited in person or if sent by courier at the expense of the registered shareholder will also be accepted.

2. The self-addressed envelope bears the address of the Scrutinizer appointed by the board of directors of the Company.

3. The Form should be completed and signed by the member. In case of joint holding, the Form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his absence, by the next named member.

4. Incomplete, unsigned or incorrect Forms will be rejected. The Scrutinizer's decision on the validity of the Form shall be final and binding.

5. Duly completed Form should reach the Company not later than the close of working hours i.e. 5.30 PM on Wednesday, 22nd February 2012. The Form received after this date will be strictly treated as if the reply from the member has not been received.

6. There shall be one Form for every folio/client Id, irrespective of the number of joint holders. A proxy shall not exercise the Postal Ballot.

7. The members are requested to put tick mark (✓) at the appropriate box given at paragraph no. 5 of the Form. The Forms bearing tick marks in both the boxes will render the form invalid.

8. In case shares are held by the companies, trusts, societies, etc. the duly completed Form should be accompanied by a certified true copy of Board Resolution/Authorization. A member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Form. Unsigned Form will be rejected.

9. Members may request for duplicate Form, if so required. However, the duly filled in duplicate Form should reach the Scrutinizer not later than the date specified at item 5 above.

10. Members are requested not to send any other paper along with the Form in the enclosed self addressed postage prepaid envelope as such all envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

11. A member need not use all his votes.

12. The Form received by fax will be rejected as if reply from member has not been received unless the original Form is received within prescribed time period.

13. The Scrutinizer will submit the report after completion of the scrutiny on 24th February 2012 and result of the Postal Ballot will be announced by the Chairman of the Company and in his absence by any person authorised by him on 24th February 2012 at the Registered Office of the Company at 5.00 PM. The date of declaration of the result of the Postal Ballot will be taken to be date of passing of the resolution.