

MSIL: CSL: NSE&BSE: 2015

17th December 2015

Vice President

National Stock Exchange of India Limited

“Exchange Plaza”, Bandra – Kurla Complex

Bandra (E)

Mumbai – 400 051

General Manager

Department of Corporate Services

Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai – 400 001

Sub: Voting Results of Postal Ballot

Dear Sir,

The Company had sought approval of the shareholders for the related party transaction with Suzuki Motor Gujarat Private Limited. The voting began on 16th November 2015 at 9:00 a.m. and ended on 15th December 2015 at 5:00 p.m. The resolution has been passed with requisite majority. Please find enclosed the following:

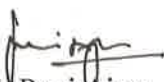
- a. Annexure - “A”: Result of Postal Ballot
- b. Annexure - “B”: Scrutinizer’s Report for Postal Ballot
- c. Annexure - “C”: Copy of press release being issued today

Kindly take the same on record.

Thanking you,

Yours truly,

For **Maruti Suzuki India Limited**


S. Ravi Aiyar

Executive Director (Legal)

& Company Secretary



Encl.: As above

MARUTI SUZUKI INDIA LIMITED

CIN: L34103DL1981PLC011375

Registered & Head Office:

Maruti Suzuki India Limited,
1 Nelson Mandela Road, Vasant Kunj,
New Delhi 110070, India.

Tel: 011-46781000, Fax: 011-46150275/46150276

www.marutisuzuki.com

Gurgaon Plant:

Maruti Suzuki India Limited,
Old Palam Gurgaon Road,
Gurgaon 122015, Haryana, India.

Tel. 0124-2346721, Fax: 0124-2341304

Manesar Plant:

Maruti Suzuki India Limited,
Plot No.1, Phase 3A, IMT Manesar,
Gurgaon 122051, Haryana, India.

Tel: 0124-4884000, Fax: 0124-4884199

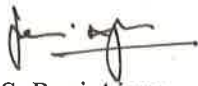
ON THE BASIS OF THE SCRUTINIZER'S REPORT RECEIVED BY THE COMPANY, THE RESULT OF THE VOTING THROUGH POSTAL BALLOT (INCLUDING E-VOTING) ON THE RESOLUTION STATED IN THE NOTICE OF POSTAL BALLOT DATED 27TH OCTOBER 2015 IS AS UNDER:

Ordinary Resolution – To approve Related Party Transaction with Suzuki Motor Gujarat Private Limited

Votes cast in favour of the resolution		Votes cast against the resolution	
Number	Percentage	Number	Percentage
5,90,84,468	89.75%	67,48,684	10.25%

Based on the above results, the Ordinary Resolution has been passed with requisite majority.

For Maruti Suzuki India Limited



S. Ravi Aiyar

Executive Director (Legal)

& Company Secretary



New Delhi

17th December 2015

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SCRUTINIZER'S REPORT

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

Subject: Scrutinizer's Report on passing of Resolution through Postal Ballot under the relevant provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, along with the rules as may be prescribed therein (including any statutory modification or re-enactment thereof)

Dear Sir,

I, **Manish Gupta**, Practising Company Secretary (FCS: 5123; CP No.: 4095), Partner of **RMG & Associates**, having office at 207, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi - 110005 was appointed, in terms of the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, vide a resolution passed in board meeting of **Maruti Suzuki India Limited** ("the Company") held on 27th October, 2015, as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner relating to Ordinary Resolution with respect to the approval of the related party transaction with Suzuki Motor Gujarat Private Limited.

I SUBMIT MY REPORT AS UNDER:

1. The dispatch of the postal ballot notices, forms along with postage prepaid business reply envelopes and e-mails to the members of the Company whose names appeared on the register of members/ list of beneficial owners as on 6th November, 2015 was completed on 13th November, 2015.
2. The Company had published advertisements relating to dispatch of postal ballot forms / e-mails in English language in Financial Express (English newspaper-Delhi edition) and in Hindi language in Jansatha (Hindi newspaper -Delhi edition).
3. The members of the Company had an option to vote either through the physical postal ballot form ("physical ballot") or through the e-voting facility. Members opting for e-voting facility, cast their vote through e-voting facility provided by the **Karvy Computershare Private Limited** ("Karvy") being the authorized agency to provide e-voting facility on its designated website <https://evoting.karvy.com>.
4. The e-voting and voting through physical ballot commenced from 16th November, 2015 at 9.00 A.M. and ended on 15th December, 2015 at 5.00 P.M.
5. All the physical ballots and e-voting received upto 5.00 P.M. on Tuesday, the 15th December, 2015, the last day and time fixed by the Company for the receipt of the ballot were accepted and included for my scrutiny.
6. I monitored the process of electronic voting through the scrutinizer's secured link provided by Karvy on the above said designated website.



7. The sealed physical ballots received by me were kept under my safe custody before commencing the scrutiny of such physical ballots.
8. On completion of the e-voting period, in compliance of the provisions of Rule of the Companies (Management and Administration) Amendment Rules, 2015, I unblocked the votes on 15th December, 2015, at 5:00 P.M. in the presence of Mr. Abhinav Agarwal and Mr. Harsh Sehrawat, who are not the employees of the Company, and who have signed below as witness to the unblocking of votes.

Witnesses to the unblocking of votes:


Mr. Abhinav Agarwal


Mr. Harsh Sehrawat

9. The physical ballots and e-voting were matched with the Register of Members/ list of beneficial owners of the Company as on 6th November, 2015.
10. I further report that the e-voting and physical ballots were scrutinized by me for verification of votes cast in favor and against the resolution.
11. A register was maintained recording the assent and dissent received, particulars of name, address, folio number/ client ID of the members, number of shares held by them, nominal value of shares and the physical ballots received in defaced forms and those invalid.
12. The papers/ registers and records pertaining to physical ballots and e-voting shall be handed over to the Company for safe custody of the same.
13. i) **The summary of the votes cast is as given below :**

Particulars	No. of Ballot	No. of Shares for which Vote Casted
Physical Mode		
Total Votes	246	19,37,010
Less: Invalid Votes	6	587
Total Valid Votes (A)	240	19,36,423
Votes in favor of the resolution (B)	201	3,32,036
Votes against the resolution (C)	39	16,04,387
Electronic Voting		
Total Votes	1,127	7,23,31,573
Less: Invalid Votes	146	84,34,844
Total Valid Votes (D)	981	6,38,96,729
Votes in favor of the resolution (E)	655*	5,87,52,432
Votes against the resolution (F)	327*	51,44,297



ii) The summary of Total Net Valid Postal Ballot in physical and electronic mode is as given below:

Particulars	No. of Ballot	No. of Shares/ Votes	% of Votes
Total Voting			
Total Net Valid Postal Ballot in physical and electronic mode (A+D)	1,221	6,58,33,152	100%
Total Votes in favor of the Resolution (B+E)	856*	5,90,84,468	89.75%
Total Votes against the Resolution (C+F)	366*	67,48,684	10.25%

* One member voted in favor & against electronically on the single ballot.

14. The Ordinary Resolution as set out in the Postal Ballot Notice has been approved by the shareholders with requisite majority.

15. You may accordingly declare result of the voting by postal ballot.

Thanking You

Yours faithfully



CS Manish Gupta
Partner

For RMG & Associates
Company Secretaries
FCS No: 5123, CP No: 4095

Place : New Delhi
Dated : 17-12-2015



R. Sharga
17.12.2015.
445pm.
New Delhi

Press Release

Results: Shareholder Voting

New Delhi, 17th December, 2015: Maruti Suzuki India Limited had sought approval of the minority shareholders, pursuant to the Companies Act, 2013 and the Listing Regulations, for a related party transaction with Suzuki Motor Gujarat Private Limited for entering into:

- a) A contract manufacturing agreement for the production and sale of vehicles; and
- b) Lease deed for leasing land for purposes of implementing the contract manufacturing agreement.

The voting by the shareholders began on 16th November, 2015 and ended on 15th December, 2015.

The result of the voting as per the report issued by the Scrutinizer is as follows:

Particulars	No. of Ballot	No. of shares / votes	% of Votes
Total Net Valid Ballot in physical & electronic mode	1221	6,58,33,152	100%
Total Votes in favour of the resolution	856*	5,90,84,468	89.75%
Total Votes against the Resolution	366*	67,48,684	10.25%

*One ballot, which had both positive and negative votes, is counted in both categories.

The ordinary resolution has been passed with requisite majority.