

MSIL: COS: NSE&BSE: 2022

11<sup>th</sup> April, 2022

Vice President  
National Stock Exchange of India Limited  
"Exchange Plaza", Bandra- Kurla Complex  
Bandra (E), Mumbai - 400 051

General Manager  
Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers Dalal Street  
Mumbai- 400001

**Sub: Postal Ballot Notice**

Dear Sir(s),

In furtherance to our letter dated 24<sup>th</sup> March, 2022, please find enclosed the Notice of Postal Ballot dated 24<sup>th</sup> March, 2022 (the "Notice") together with the Explanatory Statement for seeking approval of Members of the Company by way of Ordinary Resolution for (1) Appointment of Mr. Kenichi Ayukawa as a Whole time Director designated as Executive Vice Chairman and (2) Appointment and re-designation of Mr. Hisashi Takeuchi as Managing Director and Chief Executive Officer.

In accordance with the requirements, the said Notice is being sent electronically to those Members whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, the 01<sup>st</sup> April, 2022 ("cut-off date") and whose e-mail IDs are registered with Kfin Technologies Limited ("KFIN"), the Registrar & Share Transfer Agent of the Company or the Depository Participant(s).

The remote e-voting period shall commence at 09:00 a.m. on Friday, the 15<sup>th</sup> April, 2022 and conclude at 05:00 p.m. on Saturday, the 14<sup>th</sup> May, 2022. The results of the remote e-voting shall be declared within two working days of the conclusion of the remote e-voting i.e. Tuesday, the 17<sup>th</sup> May, 2022.

The copy of the said Notice is also being uploaded on the website of the Company i.e. [www.marutisuzuki.com](http://www.marutisuzuki.com), and of KFIN i.e. <https://evoting.kfintech.com>.

Kindly take the same on records.

Thanking you,

Yours truly,

**For Maruti Suzuki India Limited**



Sanjeev Grover  
Executive Vice President  
& Company Secretary

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**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](http://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

**MARUTI SUZUKI INDIA LIMITED**

CIN: L34103DL1981PLC011375

Registered Office: 1, Nelson Mandela Road, Vasant Kunj, New Delhi -110 070, India

Tel: +91-11-46781000, Fax: +91-11-46150275/76

Web: [www.marutisuzuki.com](http://www.marutisuzuki.com) Email Id: [investor@maruti.co.in](mailto:investor@maruti.co.in)

**POSTAL BALLOT NOTICE**

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Members of Maruti Suzuki India Limited,

**NOTICE** is hereby given that pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings / conducting the process of postal ballot through remote e-voting vide General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020; 17/2020 dated 13<sup>th</sup> April, 2020; 22/2020 dated 15<sup>th</sup> June, 2020; 33/2020 dated 28<sup>th</sup> September, 2020; 39/2020 dated 31<sup>st</sup> December, 2020; 10/2021 dated 23<sup>rd</sup> June, 2021 and 20/2021 dated 8<sup>th</sup> December 2021 including any other circular issued in this regard (“**relevant Circulars**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, the resolutions appended below are proposed to be passed by the Members of the Company, by way of postal ballot through remote voting by electronic means only:

**SPECIAL BUSINESS:**

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

“RESOLVED THAT pursuant to the Article 76 of the Articles of Association of the Company and Sections 196 and 197, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Kenichi Ayukawa (DIN: 02262755) be and is hereby appointed as a Whole-time Director designated as Executive Vice-Chairman for a period of six months with effect from 1<sup>st</sup> April, 2022 till 30<sup>th</sup> September, 2022 on the following terms and conditions:

- a. **Salary:** INR 98,62,250 for six months
- b. **Special Salary:** INR 6,10,500 for six months.
- c. **Performance Linked Bonus:** A performance linked bonus equivalent to a guaranteed minimum of four

months’ basic salary and a maximum of ten months’ basic salary, to be paid annually, with authority to the Board (which expression shall include a committee thereof) to fix the same based on certain performance criteria to be laid down by the Board.

- d. **Perquisites and Allowances:** In addition to the salary and performance linked bonus, he shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with the reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings, repairs, servants’ salaries, society charges and property tax etc.; medical reimbursement, medical / accident insurance, leave travel concession for himself and his family; club fees and such other perquisites and allowances in accordance with the rules of the Company provided that such perquisites and allowances will be INR 45,34,250 for six months.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per income tax rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

In addition, he will be entitled for a contribution to the provident and pension fund as per applicable law in force from time to time.

Provision for the use of Company’s car for official duties and telephone at residence (including payment for local calls and long-distance official calls) shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

**Minimum Remuneration**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, in the event of loss or inadequacy of profits, the Company will subject to applicable laws, pay remuneration by way of basic and special salary, performance linked bonus not exceeding four months’ basic salary, perquisites and allowances as specified above.”

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

“RESOLVED THAT in partial modification of the resolution approved by the Members at the 40<sup>th</sup> Annual General Meeting of the Company and pursuant to Article 76 of the Articles of Association, Sections 196 and 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government, Mr. Hisashi Takeuchi (DIN: 07806180), be and is hereby appointed and re-designated as Managing Director and Chief Executive Officer for a period of three years from 01<sup>st</sup> April, 2022 till 31<sup>st</sup> March, 2025 on the following terms and conditions:

- a. **Salary:** INR 1,97,24,500 per annum in the scale of INR 1,90,00,000 to INR 2,60,00,000 per annum with authority to the Board (which expression shall include a committee thereof) to revise his salary from time to time. The annual increments will be merit based and take into account the Company’s performance.
- b. **Special Salary:** INR 12,21,000 per annum with authority to the Board (which expression shall include a committee thereof) to increase it upto INR 30,00,000 per annum.
- c. **Performance Linked Bonus:** A performance linked bonus equivalent to a guaranteed minimum of four months’ basic salary and a maximum of ten months’ basic salary, to be paid annually, with authority to the Board (which expression shall include a committee thereof) to fix the same based on certain performance criteria to be laid down by the Board.
- d. **Perquisites and Allowances:** In addition to the salary and performance linked bonus, he shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with the reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings, repairs, servants’ salaries, society charges and property tax etc.; medical reimbursement, medical / accident insurance, leave travel concession for himself and his family; club fees and such other perquisites and allowances in accordance with the rules of the Company provided that such perquisites and allowances will be INR 90,68,500 per annum with authority to the Board (which expression shall include a committee thereof) to increase it upto INR 1,20,00,000 per annum.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per

income tax rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

In addition, he will be entitled for a contribution to the provident and pension fund as per applicable law in force from time to time.

Provision for the use of Company’s car for official duties and telephone at residence (including payment for local calls and long-distance official calls) shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

### Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, in the event of loss or inadequacy of profits, the Company will subject to applicable laws, pay remuneration by way of basic and special salary, performance linked bonus not exceeding four months’ basic salary, perquisites and allowances as specified above.”

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

1. The tenure of Mr. Kenichi Ayukawa as Managing Director expires on 31<sup>st</sup> March, 2022. The Board, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Ayukawa as a Whole-time Director designated as Executive Vice-Chairman with effect from 1<sup>st</sup> April, 2022 for a period of six months till 30<sup>th</sup> September, 2022. Section 196 of the Act read with Listing Regulations provides, *inter-alia*, that a Whole-time Director shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the Company or within a period of three months from the date of appointment, whichever is earlier. The approval of the members is sought for his appointment and payment of remuneration.

None of the Directors/Key Managerial Personnel (KMP) of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution except Mr. Ayukawa and his relatives. The Board recommends his appointment and payment of remuneration for approval of the members.

2. The members had approved the appointment of Mr. Hisashi Takeuchi as a Whole-time Director designated as Joint Managing Director (Commercial) in the Annual General Meeting held on 24<sup>th</sup> August, 2021. Pursuant to the recommendation by the Nomination and Remuneration Committee, the Board appointed and re-designated Mr. Takeuchi as Managing Director and Chief Executive Officer with effect from 01<sup>st</sup> April, 2022 till 31<sup>st</sup>

March, 2025. Section 196 of the Act read with Listing Regulations provides, *inter-alia*, that a Managing Director shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to the approval by a resolution at the next general meeting of the Company or within a period of three months from the date of appointment, whichever is earlier. The approval of the members is sought for his appointment, re-designation and payment of remuneration.

None of the Directors/Key Managerial Personnel (KMP) of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution except Mr. Hisashi Takeuchi and his relatives. The Board recommends his appointment, re-designation and payment of remuneration for approval of the members.

#### Notes:

1. The relevant explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 setting out the material facts and reasons is given hereinabove.
2. Due to the outbreak of COVID-19 Pandemic, the Ministry of Corporate Affairs (“MCA”) vide the relevant Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. The communication of the assent or dissent of the Members would take place through the process of remote e-voting.
3. In accordance with the relevant Circulars, the Members are requested to take note of the following:
  - a) Notice of Postal Ballot and the e-voting instructions along with the User ID and Password are being sent by email to those Members who have registered their email address with their Depository Participant(s) (“DPs”) or with Kfin Technologies Limited, the Registrar and Share Transfer Agent of the Company (“KFIN”) and whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited (“Depositories”) as on **Friday, 1<sup>st</sup> April, 2022** (“Cut-off Date”).
  - b) Members holding shares in electronic form can verify/update their email address and mobile number with their respective DPs. Members can also temporarily update their email address and mobile number with KFIN, by following the procedure given below:
    - (i) Visit the link [https://ris.kfintech.com/client\\_services/postalballot/registration.aspx](https://ris.kfintech.com/client_services/postalballot/registration.aspx)
    - (ii) Select the company name: Maruti Suzuki India Limited

- (iii) Enter DPID Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and Permanent Account Number (“PAN”).
- (iv) In case of shares which are held in physical form, if PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- (v) Enter the email address and mobile number.
- (vi) System will check the authenticity of the DPID Client ID/Physical Folio No. and PAN/Certificate No., as the case may be and send the OTPs to the said mobile number and email address, for validation.
- (vii) Enter the OTPs received by SMS and Email to complete the validation process. (Please note that the OTPs will be valid for 5 minutes only).
- (viii) In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.
- (ix) System will confirm the email address for the limited purpose of serving the Postal Ballot Notice and the remote e-voting instructions along with the User ID and Password.

Alternatively, Members may send an email request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with the scanned copy of their request letter duly signed by the 1<sup>st</sup> member, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFIN to temporarily register their email address and mobile number so as to enable to issue the Postal Ballot Notice and the remote e-voting instructions along with the User ID and Password, through electronic mode. However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information.

In case of any queries, in this regard, Members are requested to write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com) or contact KFIN at toll free number: 1800 309 4001.

- c) The Postal Ballot Notice has been uploaded on the website of the Company ([www.marutisuzuki.com](http://www.marutisuzuki.com)), KFIN (<https://evoting.kfintech.com/public/Downloads.aspx>), National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)), in compliance with the relevant Circulars.



#### 4. Remote e-voting:

- I. In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant Circulars, the Company is pleased to provide facility of remote e-voting to enable its Members to cast their votes electronically in respect of the Resolution(s) as set out in this Postal Ballot Notice.
- II. The remote e-voting period commences from **Friday, 15<sup>th</sup> April, 2022 (9:00 a.m. IST)** and ends on **Saturday, 14<sup>th</sup> May, 2022, (5:00 p.m. IST)**. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFIN upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- III. The Company has appointed Mr. Manish Gupta, Partner of RMG & Associates, Company Secretaries in whole-time practice with Membership No. FCS 5123 and Certificate of Practice No.4095, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- IV. The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid up equity share capital of the Company as on the cut-off date i.e. **Friday, 1<sup>st</sup> April, 2022**.
- V. A person who is not a Member of the Company as on

the said cut-off date, will not be entitled to vote and should treat this Postal Ballot Notice, for information purposes only.

- VI. Members holding shares either in physical form or dematerialized form, as on the cut-off date i.e. **Friday, 1<sup>st</sup> April, 2022**, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with KFIN or the DPs, as aforesaid) can cast their votes electronically, in respect of the Resolution(s) as set out in the Postal Ballot Notice only through the remote e-voting.

#### VII. Instructions for voting through remote e-voting:

- a. In pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participant (s) ('DPs') in order to increase the efficiency of the voting process.
- b. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. The members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

#### Login method for remote e-voting for Individual Shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li><b>1. User already registered for Internet-based Demat Account Statement (IDeAS) facility:</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the 'Beneficial Owner' icon under 'Login' under 'IDeAS' section</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on 'Access to e-voting'</li> <li>IV. Click on company name or e-voting service provider and members will be redirected to e-voting service provider website for casting the vote during the remote e-voting period</li> </ol> </li> <li><b>2. User not registered for IDeAS e-Services:</b> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select 'Register Online for IDeAS' or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields and follow steps given in point 1 above.</li> </ol> </li> <li><b>3. Accessing the e-voting website of NSDL:</b> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon 'Login' which is available under 'Shareholder/Member' section</li> <li>III. A new screen will open. Enter User ID (i.e. sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen</li> </ol> </li> </ol>

	<p>IV. On successful authentication, you will enter the e-voting module of NSDL. Click on “Active E-Voting Cycles/VC or OAVMs” option under e-voting. You will see company name on the next screen. Click on the e-voting link available or select e-voting service provider “KFintech” and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication.</p>
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	<p><b>1. Existing user who have opted for Easi / Easiest:</b></p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi.</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-voting menu. The menu will have links of e-voting service provider i.e. KFintech e-voting portal.</p> <p>V. Click on e-voting service provider name to cast your vote.</p> <p><b>2. Users who have not opted for Easi/Easiest:</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields and follow the steps given in point 1 above.</p> <p><b>3. Accessing the e-voting website of CDSL:</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</p> <p>II. Provide your Demat Account Number and PAN.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</p> <p>IV. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-voting link available or select E-Voting Service Provider “KFintech” and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication.</p>
Individual Shareholders login through their demat accounts / Website of Depository Participant	<p>I. Members can also login using the login credentials of their demat accounts through their DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, members will be able to see the e-voting option. Click on e-voting option, members will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.</p> <p>III. Click on options available against company name or e-voting service provider - KFintech and members will be redirected to e-voting website of KFintech for casting vote during the remote e-voting period without any further authentication.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

**For technical Assistance:** Members facing any technical issue in logging can contact the respective helpdesk by sending a request on the e-mail id's or contact on the phone nos. provided below:

NSDL	CDSL
E-mail: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> Toll free no. 1800 1020 990 / 1800 22 44 30	E-mail : <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> Phone no: 022 - 23058738 / 022-23058542-43

**VIII. Login method for e-voting for members other than Individuals holding securities in demat mode and members holding securities in physical mode.**

A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFIN which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

a. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>

b. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfin for e-voting, you can use your existing User ID and password for casting the vote.

c. After entering these details appropriately, click on “LOGIN”

d. You will now reach password change Menu wherein

- you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
  - f. On successful login, the system will prompt you to select the “EVEN” of “Maruti Suzuki India Limited” and click on “Submit”
  - g. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
  - h. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - i. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - j. You may then cast your vote by selecting an appropriate option and click on “Submit”.
  - k. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s)
  - l. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast vote on its behalf through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [e-voting@rmgcs.com](mailto:e-voting@rmgcs.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) on or before Saturday, 14<sup>th</sup> May, 2022.

**IX. Members whose email IDs are not registered with the Company/ Depository Participants(s), and consequently Notice of Postal Ballot and e-voting instructions cannot be serviced, will have to follow the following process:**

- a. Members who have not registered their email address and in consequence, the Notice of Postal Ballot Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFIN, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
- b. Alternatively, member may send an email request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the notice of postal ballot and the e-voting instructions.
- c. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

**X. Other Instructions:**

- A. Any member who has not received/forgotten the User ID and Password, may obtain/generate/retrieve the same from KFIN in the manner as mentioned below:
  - a. If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: MYEPWD<space> e-voting Event Number + Folio No. or DP ID Client ID to 9212993399.
    - i. Example, for NSDL:  
MYEPWD<SPACE>IN12345612345678
    - ii. Example, for CDSL:  
MYEPWD<SPACE>1402345612345678
    - iii. Example for Physical:  
MYEPWD<SPACE>1234567890
  - b. If email address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> the Member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a new password.

- c. Members who may require any technical assistance or support during the e-voting period are requested to contact KFIN's toll-free numbers 1800-309-4001 or write them to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).
- d. In case of any query, clarification(s) and/or grievance(s), in respect of remote e-voting, please refer the Help & Frequently Asked Questions (FAQs) section and e-voting user manual available at the download Section of KFIN's website <https://evoting.kfintech.com/public/Downloads.aspx> or contact Mr. Raj Kumar Kale at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFIN's toll free No. 1800-309-4001 for any further clarification.
5. The Scrutinizer shall, after conclusion of remote e-voting submit his report to the Chairman of the Company. The result of the Postal Ballot will be declared by the Chairman or any person authorized by him, in this regard, not later than two working days of the conclusion of the remote e-voting i.e. **Tuesday, 17<sup>th</sup> May, 2022**.
6. The Result(s) in respect of the Resolution(s) as set out in the Postal Ballot Notice, so declared, along with the Scrutinizer's Report will be communicated to the Stock Exchanges, not later than **Tuesday, 17<sup>th</sup> May, 2022** and will be uploaded on the website of the Company i.e. [www.marutisuzuki.com](http://www.marutisuzuki.com) and of KFIN i.e. <https://evoting.kfintech.com/public/Downloads.aspx>. The said Results will also be displayed at the Registered and Corporate Office of the Company.
7. In case Members have any queries or need any assistance on remote e-voting, they may write to KFIN at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com) or they may contact KFIN at toll free number: 1800 309 4001.



**Additional Information:**

Details of Directors recommended for appointment/re-appointment:

<b>Particulars</b>	<b>Mr. K. Ayukawa</b>	<b>Mr. Hisashi Takeuchi</b>
<b>Age</b>	66	58
<b>Qualification</b>	Law graduate from Osaka University, Japan	Graduated from the Faculty of Economics, Yokohama National University
<b>Experience</b>	He joined Suzuki Motor Corporation (SMC) in 1980 and worked at various levels there including General Manager, Overseas Marketing, Administration Department and Managing Director of Pak Suzuki Motor Company Limited. He joined the board of Maruti Suzuki India Limited in 2008 as a non executive Director and was appointed as Managing Director with effect from 1 <sup>st</sup> April, 2013 for a period of three years and his tenure was further extended in 2016 for a period of three years and in 2019 till 31 <sup>st</sup> March, 2022. His area of specialization is knowledge of all aspects of the car industry.	He joined SMC in April 1986 and was assigned overseas marketing department, Europe Group, SMC. In 1996, he was assigned overseas marketing department, Oceania Group, SMC and promoted in 1997 as Director (Marketing and Sales), Suzuki Australia PTY Ltd. Thereafter, he worked at various levels like Deputy Managing Director/Managing Director, Magyar Suzuki Corporation; Department General Manager, Global Automobile Planning Department and India Automobile Department; Divisional General Manager, Global Business Administration & Planning Division; Deputy Executive General Manager, Global Automobile Marketing /India Automobile Department, SMC; Managing Officer, In Charge of Asia, Global Automobile Marketing/India Automobile Department; and Managing Officer, Executive General Manager, Asia Automobile Marketing/India Automobile Department, SMC.  His area of specialization is Global Automobile Marketing.
<b>Terms &amp; conditions of appointment/ re-appointment</b>	As per resolution at item no. 1	As per resolution at item no. 2
<b>Remuneration proposed to be paid</b>	As per resolution at item no. 1	As per resolution at item no. 2
<b>Remuneration last drawn (per annum)</b>	Basic Salary: INR 21,324,000 Special Salary: INR 1,320,000 Performance Linked Bonus: minimum 4 months basic salary and maximum 10 months basic salary Perquisites: INR 9,804,000	Basic Salary: INR 18,125,000 Special Salary: INR 1,122,000 Performance Linked Bonus: minimum 4 months basic salary and maximum 10 months basic salary Perquisites: INR 8,333,000
<b>Date of first appointment on the Board</b>	21 <sup>st</sup> July, 2008	27 <sup>th</sup> July, 2019
<b>Shareholding in the Company</b>	Nil	Nil
<b>Relationship with other directors, manager and key managerial personnel</b>	N.A.	N.A.
<b>Number of Board meetings attended during 2021-22</b>	Attended all the five meetings held in 2021-22	Attended all the five meetings held in 2021-22

<b>Other directorships</b>	<ol style="list-style-type: none"> <li>1. Subros Limited</li> <li>2. SKH Metals Limited</li> <li>3. Krishna Maruti Limited</li> <li>4. Denso India Private Limited</li> <li>5. Maruti Suzuki Toyotsu India Pvt Ltd.</li> </ol>	1. Marelli Powertrain India Private Limited
<b>Memberships/chairpersonship of committees</b>	<p>Maruti Suzuki India Limited</p> <p>Member of Stakeholders' Relationship Committee; Corporate Social Responsibility Committee and Risk Management Committee</p>	<p>Maruti Suzuki India Limited</p> <p>Risk Management Committee</p>
<b>Listed entities in which the person has resigned in the past three years</b>	N.A.	N.A.

By order of the Board  
for MARUTI SUZUKI INDIA LIMITED

**Sanjeev Grover**  
Vice President & Company Secretary  
FCS No. 3788

New Delhi  
24<sup>th</sup> March, 2022