

IN THE HIGH COURT OF DELHI AT NEW DELHI

COMPANY JURISDICTION

COMPANY APPLICATION (M) NO. 128 OF 2012

IN THE MATTER OF:

The Companies Act, 1956;

AND

IN THE MATTER OF:

Application under Section 391 (1) (b) of the Companies Act, 1956;

AND

IN THE MATTER OF:

Scheme of Amalgamation between Suzuki Powertrain India Limited and Maruti Suzuki India Limited and their respective shareholders and creditors.

AND

IN THE MATTER OF

MARUTI SUZUKI INDIA LIMITED, a company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at Plot No. 1, Nelson Mandela Road, Vasant Kunj, New Delhi – 110 070.

...APPLICANT/AMALGAMATED COMPANY

NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF MARUTI SUZUKI INDIA LIMITED.

To

The Equity Shareholders of Maruti Suzuki India Limited (the "Company").

Take notice that by an Order made on the 22nd day of August, 2012 the Hon'ble High Court of Delhi at New Delhi, has directed that a meeting of the Equity Shareholders of the Company, be held at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi -110003, on Saturday the 29th day of September, 2012 at 03:00 P.M., for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Amalgamation between Suzuki Powertrain India Limited and Maruti Suzuki India Limited and their respective shareholders and creditors (the "Scheme").

Take Further Notice that in pursuance of the said Order, a meeting of the Equity Shareholders of the Company will be held at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi -110003, on Saturday the 29th day of September, 2012 at 03:00 P.M., at which place and time you are requested to attend.

Take further notice that you may attend and vote at the said meeting in person or by proxy, provided that a proxy in the prescribed form, duly signed by you, is deposited at the Registered Office of the Company at Plot No. 1, Nelson Mandela Road, Vasant Kunj, New Delhi – 110 070, not later than 48 hours before the scheduled time of the commencement of the said meeting.

The Hon'ble High Court of Delhi at New Delhi has appointed Ms. Kanika Agnihotri, Advocate and failing her, Mr. Angad Mehta, Advocate, to be the Chairperson of the said meeting.

A copy of the Scheme, the statement under Section 393 of the Companies Act, 1956 and Form of Proxy are enclosed.

Dated this 29th day of August, 2012

sd/-

Kanika Agnihotri

(Chairperson appointed for the meeting)

Notes:

All alterations in the Form of Proxy should be initialed.

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IN THE MATTER OF

MARUTI SUZUKI INDIA LIMITED , a company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at Plot No. 1, Nelson Mandela Road, Vasant Kunj, New Delhi – 110 070APPLICANT/AMALGAMATED COMPANY
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FORM OF PROXY

I/We, the undersigned, as Equity Shareholder(s) of Maruti Suzuki India Limited (the "Company"), hereby appoint _____ of _____, and failing him/her _____ of _____, as my/our proxy, to act for me/us at meeting of the Equity Shareholders of the Company to be held at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003, on Saturday, the 29th day of September, 2012 at 03:00 P.M., for the purpose of considering and, if thought fit, approving with or without modification(s) the Scheme of Amalgamation between Suzuki Powertrain India Limited and Maruti Suzuki India Limited and their respective shareholders and creditors ("the Scheme") and at such meeting and any adjournment thereof, to vote, for me/us and in my/our name(s) **For/Against** the said Scheme as my/our proxy may approve.

Dated this ___ day of _____ 2012.

* Folio No: _____

Signature:

** DP ID: _____ Client ID: _____

Name:

No. of Shares held:

Address:

* Applicable for the shareholder holding shares in Physical Form.

** Applicable for the shareholder holding shares in Demat Form.

Notes:

- (1) Please affix Re. 1/- revenue stamp before putting signature.
- (2) The proxy must be deposited at the Registered Office of Maruti Suzuki India Limited at Plot No. 1, Nelson Mandela Road, Vasant Kunj, New Delhi – 110 070 at least 48 hours before the time of holding the meeting.
- (3) Strike out which is not necessary.
- (4) All alterations made in the Form of Proxy should be initialed.
- (5) Bodies Corporate & FII Equity Shareholder(s) would be required to deposit certified copies of Board/Custodian resolutions/Power of Attorney, as the case may be, authorizing the individuals named therein, to attend & vote at the meeting on its behalf. These documents must be deposited at the Registered Office of Maruti Suzuki India Limited at Plot No. 1, Nelson Mandela Road, Vasant Kunj, New Delhi – 110 070 at least 48 hours before the time of holding the meeting.

Maruti Suzuki India Limited

Registered Office: Plot No. 1, Nelson Mandela Road, Vasant Kunj, New Delhi – 110 070.

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting venue)

I/We hereby record my/our presence at the court convened meeting of the Equity Shareholders of **MARUTI SUZUKI INDIA LIMITED** having its Registered Office at Plot No. 1, Nelson Mandela Road, Vasant Kunj, New Delhi – 110 070, convened pursuant to the Order dated 22nd August, 2012 of the Hon'ble High Court of Delhi at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003, on Saturday, the 29th day of September, 2012 at 03:00 P.M.

Name(s) in Full	Father / Husband's Name	Address
1.		
2.		
3.		

DP ID		Client ID	
Regd. Folio No.*		No. of Shares	

Please tick the appropriate box

MEMBER PROXY

Member's Signature

Proxy's Signature

* Applicable for the shareholder holding shares in Physical Form.

Notes:

1. Shareholders/Proxies are requested to bring their slip with them.
2. Shareholders attending the meeting in person or as proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting.