

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PHILOSOPHY

Maruti Suzuki India Limited (the Company) is fully committed to practising sound corporate governance and upholding the highest business standards in conducting business. Being a value-driven organisation, the Company has always worked towards building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of good corporate governance, viz., integrity, equity, transparency, fairness, disclosure, accountability and commitment to values.

The Company fosters a culture in which high standards of ethical behaviour, individual accountability and transparent disclosure are ingrained in all its business dealings and shared by its board of directors, management and employees. The Company has established systems and procedures to ensure that its board of directors is well-informed and well-equipped to fulfil its overall responsibilities and to provide the management with the strategic direction needed to create long-term shareholder value.

MANAGEMENT STRUCTURE

The Company has a multi-tier management structure, comprising the board of directors at the top and followed by managing executive officers, executive officers, divisional heads and departmental heads. Through this, it is ensured that:

- ? Strategic supervision is provided by the board;
- ? Control and implementation of Company's strategy is achieved effectively;

- ? Operational management remains focussed on implementation;
- ? Information regarding the Company's operations and financial performance are made available adequately;
- ? Delegation of decision making with accountability is achieved;
- ? Financial and operating control and integrity are maintained at an optimal level;
- ? Risk is suitably evaluated and dealt with.

BOARD OF DIRECTORS

Composition of the board

As on 31st March 2009, the Company's board of directors consists of eleven members. The chairman of the board is a non-executive director. The Company has an optimum combination of executive and non-executive directors in accordance with the provisions of clause 49 of the listing agreement. The board is made up of four executive directors and seven non-executive directors, of whom four are independent as given in Table 1. No director is related to any other director. All Independent directors are persons of eminence and bring a wide range of expertise and experience to the board thereby ensuring best interest of stakeholders and the Company.

Table 1: Composition of the board of directors as on 31st March 2009

S. No.	Name of the directors	Category	No. of other directorship(s)		No. of other committee(s)	
			Public	Private	Member	Chairman
1	Mr. R. C. Bhargava	Chairman, non-executive	8	1	4	4
2	Mr. Shinzo Nakanishi	Managing Director and CEO, executive	5	1	1	-
3	Mr. Tsuneo Ohashi	Executive	2	-	1	-
4	Mr. Shuji Oishi	Executive	1	1	-	-
5	Mr. Keiichi Asai	Executive	1	-	-	-
6	Mr. Osamu Suzuki	Non-executive	1	-	-	-
7	Mr. Kenichi Ayukawa	Non-executive	-	-	-	-
8	Mr. Amal Ganguli	Independent	11	4	4	4
9	Ms. Pallavi Shroff	Independent	6	2	-	-
10	Mr. Manvinder Singh Banga	Independent	-	-	-	-
11	Mr. Davinder Singh Brar	Independent	1	10	2	-

1. Foreign companies, private companies and companies under section 25 of the Companies Act, 1956 are excluded. The committees considered for the purpose are those prescribed under clause 49 (I) (C) of the listing agreement.
2. Joined w.e.f. 21st July 2008.



In terms of clause 49 of the listing agreement:

1. None of the directors was a member of more than 10 committees or chairman of more than 5 committees across all companies in which he/she is a director.
2. None of the directors holds equity shares in the Company except Mr. Shinzo Nakanishi, who holds 20 equity shares of Rs. 5/- each in capacity of the nominee of Suzuki Motor Corporation, Japan.

BOARD MEETINGS

The board met six times during the year - on 24th April 2008, 21st July 2008, 1st September 2008, 24th October 2008, 29th January 2009 and 23rd March 2009. The board meets at least once in a quarter with a gap of not more than four months between any two meetings. However, additional meetings are held, whenever necessary. Table 2 gives the attendance record of the directors at the board meetings as well as the last annual general meeting (AGM).

Information supplied to the board

The board has complete access to all information of the Company. The following information is provided to the board and the agenda papers for the meetings are circulated in advance of each meeting:

- ? Annual operating plans, capital and revenue budgets and updates;
- ? Quarterly results of the Company and its operating divisions or business segments;
- ? Minutes of meetings of audit committee and other committees of the board;
- ? Information on recruitment and remuneration of senior officers just below the board level including appointment or removal of chief financial officer and company secretary;
- ? Materially important show cause, demand, prosecution and penalty notices;
- ? Fatal or serious accidents and dangerous occurrences;

Table 2: Board meeting and AGM attendance record of the directors in 2008-2009

Name of director	Number of meetings attended (Total meetings held: 6)	Whether attended last AGM
Mr. R.C. Bhargava	6	Yes
Mr. Shinzo Nakanishi	6	Yes
¹ Mr. Hirofumi Nagao	1	N.A.
Mr. Shuji Oishi	6	Yes
Mr. Tsuneo Ohashi	6	Yes
Mr. Keiichi Asai	6	Yes
Mr. Osamu Suzuki	1	Yes
² Mr. Kenichi Ayukawa	2	Yes
Ms. Pallavi Shroff	1	Yes
Mr. Amal Ganguli	5	Yes
Mr. Manvinder Singh Banga	2	No
Mr. Davinder Singh Brar	6	Yes

1. Ceased to be a director with effect from close of business on 10th July 2008.
2. Appointed with effect from 21st July 2008.



CORPORATE GOVERNANCE REPORT (CONTD.)

- ? Any materially significant effluent or pollution problems;
- ? Any material relevant default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company;
- ? Any issue which involves possible public or product liability claims of a substantial nature;
- ? Details of any joint venture or collaboration agreement;
- ? Transactions that involve substantial payments towards goodwill, brand equity or intellectual property;
- ? Significant labour problems and their proposed solutions;
- ? Any significant development in the human resources and industrial relations fronts;
- ? Sale of material nature of investments, subsidiaries, assets which is not in the normal course of business;
- ? Quarterly details of foreign exchange exposure and the steps taken by management to limit the risks of adverse exchange rate movement; and
- ? Non-compliance of any regulatory, statutory nature or listing requirements and shareholder services such as non-payment of dividend, delay in share transfer, etc.

Remuneration paid / payable to directors

Table 3 gives details of the remuneration paid to directors during the year 2008-09. The Company did not advance any loans to any of its directors in the year under review.

Table 3: Remuneration paid or payable to directors during 2008-09

Name of director	Salary & Perquisites (Rs.)	Performance linked bonus (Rs.)	Sitting fees (Rs.)	Commission (Rs.)	Total (Rs.)
Mr. Shinzo Nakanishi	13,644,470	6,072,000			19,716,470
Mr. Keiichi Asai	11,080,290	4,470,000			15,550,290
Mr. Kenichi Ayukawa			20,000		20,000
Mr. Shuji Oishi	10,641,400	4,470,000			15,111,400
Mr. Tsuneo Ohashi	10,641,400	4,470,000			15,111,400
Mr. R. C. Bhargava			80,000	2,690,000	2,770,000
Mr. O. Suzuki			10,000		10,000
Mr. Amal Ganguli			100,000	1,400,000	1,500,000
Ms. Pallavi Shroff			20,000	400,000	420,000
Mr. Manvinder Singh Banga			20,000	400,000	420,000
Mr. Davinder Singh Brar			140,000	1,300,000	1,440,000
¹ Mr. Hirofumi Nagao	2,678,590	1,236,900			3,915,490

¹Ceased to be director with effect from close of business on 10th July 2008.



The performance criteria for the purpose of payment of performance linked bonus as defined by the board for the whole-time directors including managing director is as under:

- a. Actual achievement in terms of growth in sales, profit, etc. as compared to the previous year;
- b. Actual achievement of growth as compared to the budget approved at the beginning of the year; and
- c. Growth of market share of Company's products as compared to key competitors in the industry.

No employee of the Company is related to any director of the Company.

Non-executive directors' remuneration

Members of the Company had approved payment of remuneration by way of commission to non-executive directors at a sum not exceeding 1% of the net profits of the Company subject to a ceiling of Rs.10 million per annum.

The payment of commission is based on certain criteria such as attendance at the board/ board level committee meetings, time devoted, current trends prevailing in the industry, etc.

Sitting fees are also paid to the non-executive directors for attending board and committee meetings.

COMMITTEES OF THE BOARD

I. Audit Committee

Composition

Table 4 shows the composition of the audit committee. All the members of the audit committee are financially literate and Mr. Amal Ganguli, the Chairman, has expertise in accounting and financial management. The Chairman attended the last annual general meeting to answer shareholder queries.

Table 4: Composition of audit committee

Name	Category	Designation
Mr. Amal Ganguli	Independent	Chairman
Mr. Shinzo Nakanishi	Executive	Member
Mr. Davinder Singh Brar	Independent	Member
Ms. Pallavi Shroff	Independent	Member

The chief financial officer, the head of internal audit and the representative of the statutory auditors, internal auditors and cost auditors are permanent invitees to the audit committee. The company secretary acts as the secretary to the audit committee. Other directors and members of management are also invited from time to time as appropriate.

Role

The role of the audit committee includes the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending the appointment, re-appointment and, if required, the replacement or removal of statutory auditors, fixation of audit fee and also approval for payment for any other services.
3. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the directors' responsibility statement to be included in the board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by the management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
4. Reviewing, with the management, the quarterly/annual financial statements before submission to the board for approval.
5. Reviewing with the management, performance of statutory and internal auditors, the adequacy of internal control system.



CORPORATE GOVERNANCE REPORT (CONTD.)

6. Reviewing the adequacy of internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
7. Discussion with internal auditors about any significant findings and follow up thereon.
8. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
9. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
10. Looking into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
11. Reviewing the functioning of the whistle blower mechanism on a regular basis.
12. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
13. Reviewing any other matter which may be specified as role of the audit committee under the amendments, if any, from time to time, to the listing agreement, Companies Act, 1956 and other statutes.

Meetings

The audit committee met six times in the year under review - on 24th April 2008, 21st July 2008, 29th September 2008, 24th October 2008, 29th January 2009 and 23rd March 2009. Table 5 gives the details of attendance of audit committee members.

Table 5: Attendance record of audit committee members

Name	Category	Meetings attended in 2008 -09 (Total meetings held: 6)
Mr. Amal Ganguli	Chairman	5
Mr. Shinzo Nakanishi	Member	6
Mr. Davinder Singh Brar	Member	6
Ms. Pallavi Shroff	Member	1

II. Shareholders' / Investors' Grievance Committee

Composition

Table 6 shows the composition of the shareholders' / investors' grievance committee of the Company. Mr. R. C. Bhargava, the Chairman attended the last annual general meeting to address shareholders' queries.

Table 6: Composition of shareholders'/investors' grievance committee

Name	Category	Designation
Mr. R.C. Bhargava	Non-Executive	Chairman
Mr. Shinzo Nakanishi	Executive	Member
Mr. Davinder Singh Brar	Independent	Member
Mr. Kenichi Ayukawa*	Non-Executive	Member

*Appointed as member with effect from 21st July 2008.

The company secretary acts as the secretary to the committee.

Objective

The committee oversees redressal of shareholders' and investors' grievances, transfer of shares, non - receipt of balance sheet, non - receipt of declared dividends and related matters. The committee also oversees the performance of the registrar and transfer agents, recommends measures for overall improvement in the quality of investors' services, approves issue of duplicate / split / consolidation of share certificates and reviews all matters connected with the securities' transfers.

In order to provide efficient and timely services to investors, the board has delegated the power of approval of issue of duplicate / split / consolidation of share certificates, transfer





of shares, transmission of shares, dematerialisation / rematerialisation of shares not exceeding 2000 equity shares per transaction to the managing director, director & managing executive officer and company secretary severally.

Meetings

During the year, shareholders'/investors' grievance committee met twice i.e. on 24th April 2008 and 24th October 2008. Table 7 gives the attendance record.

Table 7: Attendance record of shareholders' / investors' grievance committee members

Names	Meetings attended in 2008-09 (Total Meetings held: 2)
Mr. Shinzo Nakanishi	2
Mr. Kenichi Ayukawa*	-
Mr. Hirofumi Nagao**	1
Mr. R. C. Bhargava	2
Mr. Davinder Singh Brar	2

* appointed with effect from 21st July 2008.

** Ceased to be a member with effect from close of business on 10th July 2008.

Investor grievance redressal

During the year, 48 complaints were received and resolved. No transfer of shares was pending as on 31st March 2009.



MANAGEMENT

Management discussion and analysis report

This annual report has a detailed report on management discussion and analysis.

Disclosures made by the management to the board

During the year, there were no transactions of material nature with the promoters, the directors or the management, their subsidiaries or relatives, etc. that had potential conflict with the interest of the Company. All disclosures related to financial and commercial transactions where directors may have a potential interest are provided to the board and the interested directors do not participate in the discussion nor do they vote on such matters.

Related party transactions

None of the transactions with any of the related parties was in conflict with the interests of the Company. Details of transactions between the Company and its subsidiaries, fellow subsidiaries, joint ventures, associates during 2008-09 are given in note no. 25 in schedule 23 to the annual accounts.

All related party transactions are negotiated on an arm's length basis and are in the interests of the Company.

Code of conduct for the board of directors and senior management personnel

The Company has laid down a code of conduct for the members of the board and identified senior management personnel of the Company.

A copy of the code of conduct has been posted on the Company's website www.marutisuzuki.com

The code of conduct has been circulated to all the members of the board and senior management personnel and they have affirmed their compliance with the said code of conduct for the financial year ended 31st March 2009. A declaration to this effect signed by Mr. Shinzo Nakanishi, Managing Director & CEO of the Company forms part of this report as Annexure A.



CORPORATE GOVERNANCE REPORT (CONTD.)

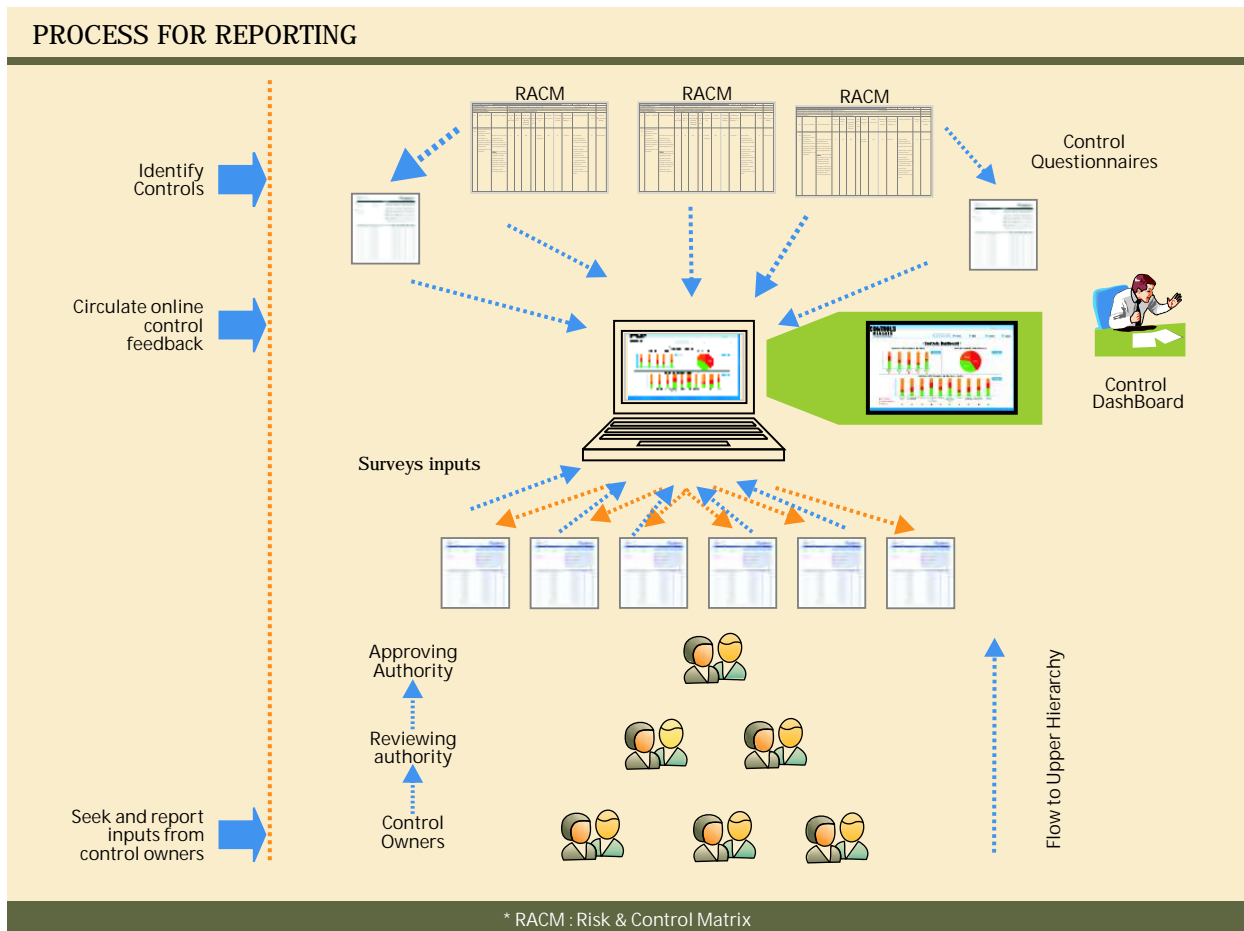
CEO/CFO certification

The Company has in place a well defined and transparent control self assessment mechanism to evaluate the effectiveness of internal controls over financial reporting. To facilitate certification by CEO/CFO for the financial year

reporting, thereby reinforcing the commitment to adopt best corporate governance practices.

As required by clause 49 of the listing agreement, the certificate duly signed by Managing Director & CEO and Chief Financial Officer was placed before the board of directors at its meeting held on 24th April 2009.

Enabling controls self-assessments through the "Controls Manager"



2008-09, key internal controls over financial reporting were identified and adequately assessed to provide sufficient comfort. To ensure complete transparency and effectiveness of the self assessment, the whole process was carried out through an on-line web based tool called "Controls Manager".

With the successful implementation of the on-line controls self assessment framework, the Company has become one of the few companies in India to have a transparent framework for evaluating the internal controls over financial

Risk assessment and minimization procedure

The Company is impacted by changes in the business environment from time to time that necessitate continuous evaluation and management of significant risks faced by the Company. The Company has established appropriate risk assessment and minimisation procedures. The process for formulating a defined risk assessment framework encompassed, inter-alia, a methodology for assessing and identifying risks on an ongoing basis, risk prioritising, risk

mitigation, monitoring plan and comprehensive reporting on management of enterprise wide risks.

An Executive Risk Management Committee (ERMC) is in place to review the risk management activities of the Company on a regular basis. The composition of the committee consists of Managing Director & CEO and all Managing Executive Officers of the Company. Risks are evaluated by ERMC. In addition to the Company level risks, ERMC also reviews, from time to time, any new risks that may arise due to market dynamics and changes in the business environment. The audit committee and the board of directors also review the status of the risk management activities in the Company.

Legal compliance reporting

The board periodically reviews reports of compliance with all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances.

The Company has developed comprehensive legal compliance scheduling and management software by which specific compliance tasks are assigned to each individual. The software enables in planning and monitoring all compliance activities across the Company.

Code for prevention of insider trading practices

The Company has instituted a comprehensive code of conduct in compliance with the SEBI regulations on prevention of insider trading. The code lays down guidelines, which advise on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautions on the consequences of non-compliances.

Details of non - compliance

No penalties or strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital market since the last three years.

Subsidiary companies information

A statement, wherever applicable, of all significant transactions and arrangements entered into by the Company's subsidiaries is presented to the board of the Company at its meetings.

The audit committee of the Company reviews the financial statements and investments made by unlisted subsidiary companies. The minutes of unlisted subsidiary companies are placed before the board of the Company.

SHAREHOLDERS INFORMATION

Means of communication

Financial results	Quarterly and annual financial results are published in "Times of India", "Economic Times", "Business Standard", "Financial Express" and in Hindi editions of "Jansatta".
Monthly sales	Monthly sales figures are sent to stock exchanges as well as displayed on Company's website www.marutisuzuki.com .
News releases	All official news releases are sent to stock exchanges as well as displayed on the Company's website www.marutisuzuki.com .
Website	The Company's website www.marutisuzuki.com contains a dedicated segment called 'investors' where all information needed by shareholders is available including ECS mandate, nomination form and annual report. The website also displays information regarding presentation made to media/ analysts/ institutional investors etc.
Annual report	Annual report is circulated to members and all others entitled there to like auditors, equity analysts, etc.
Corporate Filing and Dissemination System (Corpfilling)	All disclosures and communications to BSE and NSE are filed electronically through Corpfilling. Hard copies of the said disclosures and correspondence are also filed with the exchanges.
Exclusive e-mail id's for investors	Following e-mail id's have been exclusively dedicated for the investors queries: msilinvestorrelations@maruti.co.in mailmanager@karvy.com Queries relating to annual report may be sent to msilinvestorrelations@maruti.co.in and queries relating to transfer of shares and splitting/ consolidation / remat of shares, revalidation of expired dividend warrants and other queries relating to dividend may be sent to mailmanager@karvy.com





General body meetings

Table 8: Details of the last three AGMs of the Company

Financial Year	Location	Date	Time
2005 - 06	Airforce Auditorium, Subroto Park, New Delhi	5th September 2006	10:00 a. m.
2006 - 07	Airforce Auditorium, Subroto Park, New Delhi	6th September 2007	10:00 a. m.
2007 - 08	Airforce Auditorium, Subroto Park, New Delhi	2nd September 2008	10:00 a. m.

The Company had passed special resolutions in the previous three AGM's. No special resolutions were required to be put through postal ballot last year.

ADDITIONAL SHAREHOLDER INFORMATION

ANNUAL GENERAL MEETING

Date:	2 nd September 2009
Day:	Wednesday
Time:	10:00 a.m.
Venue:	Airforce Auditorium, Subroto Park, New Delhi - 110010.

Financial year

Financial year: 1st April to 31st March.

For the year ending 31st March 2010, results will be announced:

By end of July 2009: First quarter results

By end of October 2009: Second quarter results

By end of January 2010: Third quarter results

By end of June 2010: Fourth quarter and annual results.

Book closure

The period of book closure is from Friday, 21st August 2009 to Wednesday, 2nd September 2009 (both days inclusive).

Dividend payment

A dividend payment of Rs.3.50/- per equity share (face value Rs.5/- per equity share) will be paid on or after 2nd September 2009, to those whose names appear in the register of members / beneficial owners at the close of business hours on 20th August 2009 subject to the approval of the members in the annual general meeting.

Listing on stock exchanges

The equity shares of the Company are listed on Bombay Stock Exchange Limited, Mumbai (BSE) and National Stock Exchange of India Limited (NSE). The annual listing fees for the year 2009-10 have been paid to both the stock exchanges. Table 9 lists the Company's stock exchange codes. The Company has also paid the annual custodial fee for the year 2009-10 to both the depositories namely, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Table 9: Stock code

Bombay Stock Exchange Ltd., Mumbai (BSE)	532500
National Stock Exchange of India Ltd. (NSE)	MARUTI
ISIN	INE585B01010

Stock market data

Table 10 gives the monthly high and low prices of the Company's equity shares on BSE and NSE for the year 2008 - 09. Chart A plots the movement of Company's share prices on BSE vis-a-vis BSE Sensex for the year 2008 -09.



Table 10: Monthly high & low quotation of the Company's equity share

Month	Bombay Stock Exchange		National Stock Exchange	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
Apr 08	854.40	718.00	855.00	720.00
May 08	834.90	735.30	835.00	751.10
Jun 08	804.00	612.05	802.00	610.00
Jul 08	662.00	530.50	660.00	520.50
Aug 08	720.00	474.90	725.70	553.00
Sep 08	750.00	618.35	766.00	618.50
Oct 08	747.60	476.15	749.00	475.00
Nov 08	635.00	468.25	639.00	467.80
Dec 08	569.70	446.00	568.90	433.00
Jan 09	607.00	428.40	604.00	502.30
Feb 09	714.00	557.00	709.40	555.00
Mar 09	798.00	639.00	799.00	640.40

Registrar and transfer agent

Karvy Computershare Pvt. Limited
 Plot No. 17-24, Vittal Rao Nagar
 Madhapur, Hyderabad 500 081
 Ph. No: 040-2342 0815-28
 Fax No. : 040-2342 0814 / 2342 0857
 Mail Id: mailmanager@karvy.com
 Website: www.karvycomputershare.com

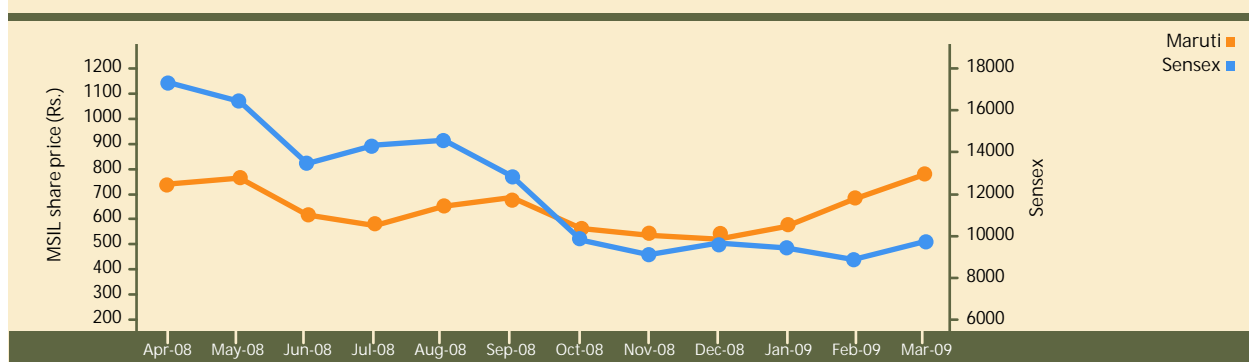
Share transfer system

The Company's shares are transferred in dematerialised form and are traded on the stock exchanges compulsorily in the demat mode. Any request for rematerialisation and / or transfer of shares in physical mode is also attended within the stipulated time.

Shareholding pattern

Table 11 and 12 lists the shareholding pattern and distribution schedule of equity shares of the Company as on 31st March 2009 respectively.

CHART A: MSIL STOCK PERFORMANCE AT BSE RELATIVE TO SENSEX



CORPORATE GOVERNANCE REPORT (CONTD.)

Table 11: (I) (a) Shareholding pattern as on 31st March 2009

Category code	Category of shareholder	Number of shareholder	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares	As a percentage of (A+B) 1	As a percentage of (A+B+C)
(I)	(II)	(III)	(IV)	(V)	(VI)	(VI1)	(VI1)
(A)	PROMOTER AND PROMOTER GROUP 2						
(1)	INDIAN						
(a)	Individuals /Hindu Undivided Family	0	0	0	0.00	0.00	0.00
(b)	Central Government/State Government(s)	0	0	0	0.00	0.00	0.00
(c)	Bodies Corporate	0	0	0	0.00	0.00	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00	0.00
(e)	Any Others	0	0	0	0.00	0.00	0.00
	Sub-Total (A) (1)	0	0	0	0.00	0.00	0.00
(2)	FOREIGN						
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0.00	0.00
(b)	Bodies Corporate	5	156618440	0	54.21	54.21	54.21
(c)	Institutions	0	0	0	0.00	0.00	0.00
(d)	Any Others	0	0	0	0.00	0.00	0.00
	Sub-Total (A)(2)	5	156618440	0	54.21	54.21	54.21
	Total Share Holding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	5	156618440	0	54.21	54.21	54.21
(B)	PUBLIC SHAREHOLDING 3						
(1)	INSTITUTIONS						
(a)	Mutual Funds /UTI	118	8917144	8917144	3.09	3.09	3.09
(b)	Financial Institutions /Banks	52	53693847	53693847	18.58	18.58	18.58
(c)	Central Government / State Government(s)	0	0	0	0.00	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0.00	0.00
(f)	Foreign Institutional Investors	345	55930494	55930494	19.36	19.36	19.36
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00	0.00
(h)	Any Others	0	0	0	0.00	0.00	0.00
	Sub-Total (B)(1)	515	118541485	118541485	41.03	41.03	41.03
(2)	NON-INSTITUTIONS						
(a)	Bodies Corporate	1267	6576273	6576273	2.28	2.28	2.28
(b)	Individuals						
	(i) Individual shareholders holding nominal share capital up to Rs.1 lakh	105740	6426742	6419535	2.22	2.22	2.22
	(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	1	95000	95000	0.03	0.03	0.03
(c)	Any Others						
	Clearing Members	186	469659	469659	0.16	0.16	0.16
	Non Resident Indians	1499	177881	177881	0.06	0.06	0.06
	Trusts	17	4116	4116	0.00	0.00	0.00
	Foreign Nationals	2	464	464	0.00	0.00	0.00
	OCB	0	0	0	0.00	0.00	0.00
	Sub-Total (B)(2)	108712	13750135	13742928	4.76	4.76	4.76
	Total Public Share Holding (B)=(B)(1)+(B)(2)	109227	132291620	132284413	45.79	45.79	45.79
	Total (A)+(B)	109232	288910060	132284413	100.00	100.00	100.00
(C)	Shares held by custodians, against which Depository Receipts have been issued	0	0	0	0.00	0.00	0.00
	GRAND TOTAL (A)+(B)+(C)	109232	288910060	132284413	100.00	100.00	100.00





(I) (b) Statement showing shareholding of persons belonging to the category "promoter and promoter group"

SI No.	Name of the Shareholder	Total shares held		Shares pledged or otherwise encumbered		
		Number	As a % of Grand Total (A)+(B)+(C)	Number	As a Percentage	As a % of Grand Total (A)+(B)+(C) of Sub Clause (I) a
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(III)*100	(VII)
1	SUZUKI MOTOR CORPORATION (SMC)	156618360	54.21	0	0.00	0.00
2	SHINZO NAKANISHI NOMINEE OF SMC	20	0.00	0	0.00	0.00
3	KINJI SAITO NOMINEE OF SMC	20	0.00	0	0.00	0.00
4	SHINICHI TAKEUCHI NOMINEE OF SMC	20	0.00	0	0.00	0.00
5	MOTOHIRO ATSUMI NOMINEE OF SMC	20	0.00	0	0.00	0.00
	TOTAL	156618440	54.21	0	0.00	0.00

No shares have been pledged by the Promoters as on 31st March 2009.

(I) (c) Statement showing shareholding of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the shareholder	Number of shares	Shares as a percentage of total number of shares (i.e. Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)
1	HSBC GLOBAL INVESTMENT FUNDS A/C HSBC GLOBALINVEST	7972000	2.76
2	STATE BANK OF INDIA, (EQUITY)	4958362	1.72
3	LIFE INSURANCE CORPORATION OF INDIA	31910182	11.05
4	LIC OF INDIA - MARKET PLUS	4786403	1.66
5	LIC OF INDIA MONEY PLUS	5474518	1.89
	TOTAL	55101465	19.08

(I) (d) Statement showing details of locked-in shares

Sr No.	Name of the shareholder	Category of shareholders (Promoters/Public)	Number of locked-in shares	Locked-in shares as a percentage of total number of shares (i.e. Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)
1	Nil	Nil	Nil	Nil
2	Nil	Nil	Nil	Nil
	TOTAL			



CORPORATE GOVERNANCE REPORT (CONTD.)



(II)(a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e. Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)
1	Global Depository Receipts (GDRs)	0	0	0
	TOTAL	0	0	0

(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares are in excess of 1% of the total number of shares

Sr No.	Name of the DR Holder	Type of outstanding DRs (ADRs, GDRs, SDRs, etc.)	Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e. Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)
1	0	0	0	0
	TOTAL	0	0	0

Table 12: Distribution schedule as on 31st March 2009

Shareholding Class	Number of shareholders	%	Number of shares	%
1 to 5000	108,415	99.25	31,737,905	2.20
5,001 to 10,000	223	0.20	1,627,335	0.11
10,001 to 20,000	93	0.09	1,338,090	0.09
20,001 to 30,000	49	0.04	1,219,735	0.08
30,001 to 40,000	30	0.03	1,061,360	0.07
40,001 to 50,000	20	0.02	930,585	0.06
50,001 to 1,00,000	68	0.06	4,872,745	0.34
1,00,001 and above	334	0.31	1,401,762,545	97.05
TOTAL	109,232	100.00	1,444,550,300	100.00





Table 13: Top ten shareholders

List of top-ten shareholders as on 31st March 2009 is as follows:

Name	% of holding
1 Suzuki Motor Corporation	54.21
2 Life Insurance Corporation of India	11.05
3 HSBC Global Investments Funds A/C HSBC Global Investment Funds Mauritius Limited	2.76
4 LIC of India Money Plus	1.89
5 State Bank of India, (Equity)	1.72
6 LIC of India Market Plus	1.66
7 The Master Trust Bank of Japan Ltd. A/C HSBC Indian Equity Mother Fund	0.80
8 Norges Bank A/C Government Petroleum Fund	0.80
9 T Rowe Price International Inc A/C T Rowe Price New Asia Fund	0.77
10 JP Morgan Asset Management (Europe) S.A.R.L A/C Flagship Indian Investment Company (Mauritius) Limited	0.70
Total	76.36

Dematerialisation of shares and liquidity

As on 31st March 2009, 45.79% of the Company's total paid up equity capital representing 132,284,413 equity shares was held in dematerialised form and the balance 54.21% representing 156,625,647 equity shares was held in physical form. The equity shares of the Company are listed under specified category in BSE and are part of Nifty in NSE.

Secretarial audit

As stipulated by the Securities and Exchange Board of India (SEBI), a qualified practising Company Secretary carries out secretarial audit and provides a report to reconcile the total admitted capital with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This

audit is carried out every quarter and the report thereon is submitted to the stock exchanges and is also placed before the board of directors. The audit, inter-alia, confirms that the total listed and paid up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

Outstanding GDRs / ADRs / warrants or any convertible instruments, conversion date and likely impact on equity

The Company had no outstanding GDRs / ADRs / warrants or any convertible instruments.

Details of public funding obtained in the last three years

The Company has not obtained any public funding in the last three years.

Adoption of non-mandatory requirements

The Company complies with the following non-mandatory requirements as provided in listing agreement:

- a. The chairman's office with required facilities is being maintained by the Company at its expense, for use by its non-executive chairman.
- b. The Company has established an effective mechanism called Whistle Blower Policy (Policy). The mechanism under the policy has been appropriately communicated within the organisation. The purpose of this policy is to provide a framework to promote responsible whistle blowing by employees. It protects employees wishing to raise a concern about serious irregularities, unethical behaviour, actual or suspected fraud within the Company.

Mr. Amal Ganguli, the Chairman of audit committee has been appointed as the ombudsperson and direct access has been given to the employees to contact him through e-mail, post and telephone for reporting any matter.



CORPORATE GOVERNANCE REPORT (CONTD.)

Plant location

The Company has four plants, three located in Palam Gurgaon Road, Gurgaon, Haryana and one located at Manesar Industrial Town, Gurgaon, Haryana.

Address for correspondence

Investors may please contact for queries related to:

- I. Shares held in dematerialised form
Their Depository Participant(s)
and/or
Karvy Computershare Pvt. Limited
Plot No. 17-24, Vittal Rao Nagar
Madhapur, Hyderabad-500 081.
Phone No.: 040-2342 0815-28
Fax No. : 040-2342 0814 / 2342 0857
Mail Id: mailmanager@karvy.com
Website: www.karvycomputershare.com

- II. Shares held in physical form
Karvy Computershare Pvt. Limited
(at the above given address)
or
The Company at the following address:

Maruti Suzuki India Limited
1, Nelson Mandela Road, Vasant Kunj
New Delhi-110070.
Phone No.: (91)-11-4678 1000
Email Id: msilinvestorrelations@maruti.co.in
Website: www.marutisuzuki.com

Secretarial standards issued by the Institute of Company Secretaries of India (ICSI)

ICSI, one of the premier professional bodies in India, has issued 9 secretarial standards as on 31st March 2009. These secretarial standards are recommendatory in nature. The Company substantially observes secretarial standards voluntarily as good corporate governance practice and for protection of interest of all stakeholders.



DECLARATION OF THE MANAGING DIRECTOR & CEO

This is to certify that the Company has laid down code of conduct for all the board members and senior management personnel of the Company and the same is uploaded on the website of the company www.marutisuzuki.com.

Further, certified that the members of the board of directors and senior management personnel have affirmed the compliance with the code applicable to them during the year ended 31st March 2009.

Date: 28th April 2009
Place: New Delhi

Shinzo Nakanishi
Managing Director & CEO

AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members of Maruti Suzuki India Limited

We have examined the compliance of conditions of Corporate Governance by Maruti Suzuki India Limited, for the year ended March 31, 2009, as stipulated in Clause 49 of the Listing Agreement(s) of the said Company with stock exchange(s) in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement(s).

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Gurgaon
Date: May 29, 2009

Anupam Dhawan
Partner
Membership No: F 084451
For and on behalf of
Price Waterhouse
Chartered Accountants

