

8<sup>th</sup> November 2014

The General Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001

**Sub: Annual Report (2013-14)**

Dear Sir,

We wish to submit that we have observed a clerical mistake in the annual report (2013-14) of the Company. The mistake has occurred in page no. 41 just above Table No. 3: Details of remuneration for the financial year ended 31<sup>st</sup> March 2014 of Corporate Governance Report where it has been wrongly mentioned “rupees in million” instead of “rupees”. The mistake is purely unintended and clerical in nature but gives an incorrect fact and therefore, in the best interest of the stakeholders, we request you to kindly replace the existing Annual Report (2013-14) with the revised Annual Report. The revised Annual Report is attached herewith which contains “rupees” and not “rupees in million” in the said page.

Thanking you,

Yours truly,

For Maruti Suzuki India Limited



S. Ravi Aiyar

Executive Director (Legal)

& Company Secretary

Encl.: As above

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**MARUTI SUZUKI INDIA LIMITED**

CIN: L34103DL1981PLC011375

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1 Nelson Mandela Road, Vasant Kunj,  
New Delhi 110070, India.  
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Manesar Plant:

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

**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 the meetings of the 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;
- Any materially significant effluent or pollution problem;
- Any material relevant default in financial obligation 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 payment towards goodwill, brand equity or intellectual property;
- Significant labour problems and their proposed solutions;
- Any significant development in the human resources and industrial relations front;
- 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 the 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 to Directors**

**Table 3** gives details of the remuneration for the financial year ended 31<sup>st</sup> March 2014. The Company did not advance any loans to any of its Directors in the year under review.

**Table 3: Details of remuneration for the financial year ended 31<sup>st</sup> March 2014**

(₹ in millions)

Name	Salary & Perquisites	Performance Linked Bonus*	Sitting Fees	Commission	Total
Mr.R.C. Bhargava	-	-	120,000	45,00,000	46,20,000
Mr. Kenichi Ayukawa	20,319,363	8,331,397	-	-	28,650,760
Mr. Toshioke Hasuike	17,603,590	7,006,849	-	-	24,610,439
Mr. Kazuhiko Ayabe	15,433,052	6,220,000	-	-	21,653,052
Mr. Masayuki Kamiya	6,534,525	2,641,370	-	-	9,175,895
Mr. Kinji Saito	-	-	100,000	-	100,000
Mr. Toshihiro Suzuki	-	-	60,000	-	60,000
Mr. Osamu Suzuki	-	-	100,000	-	100,000
Mr. Amal Ganguli	-	-	220,000	29,00,000	31,20,000
Mr. Davinder Singh Brar	-	-	240,000	21,00,000	23,40,000
Ms. Pallavi Shroff	-	-	80,000	10,00,000	10,80,000
Mr. Rajinder Pal Singh	-	-	100,000	11,00,000	12,00,000
Mr. Tsuneo Ohashi	1,144,535	443,069	-	-	1,587,604
Mr. Keiichi Asai	6,109,075	2,453,918	-	-	8,562,993
Mr. Shinzo Nakanishi	-	-	80,000	-	80,000

\*The performance linked bonus is subject to the approval of the Board of Directors.

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;

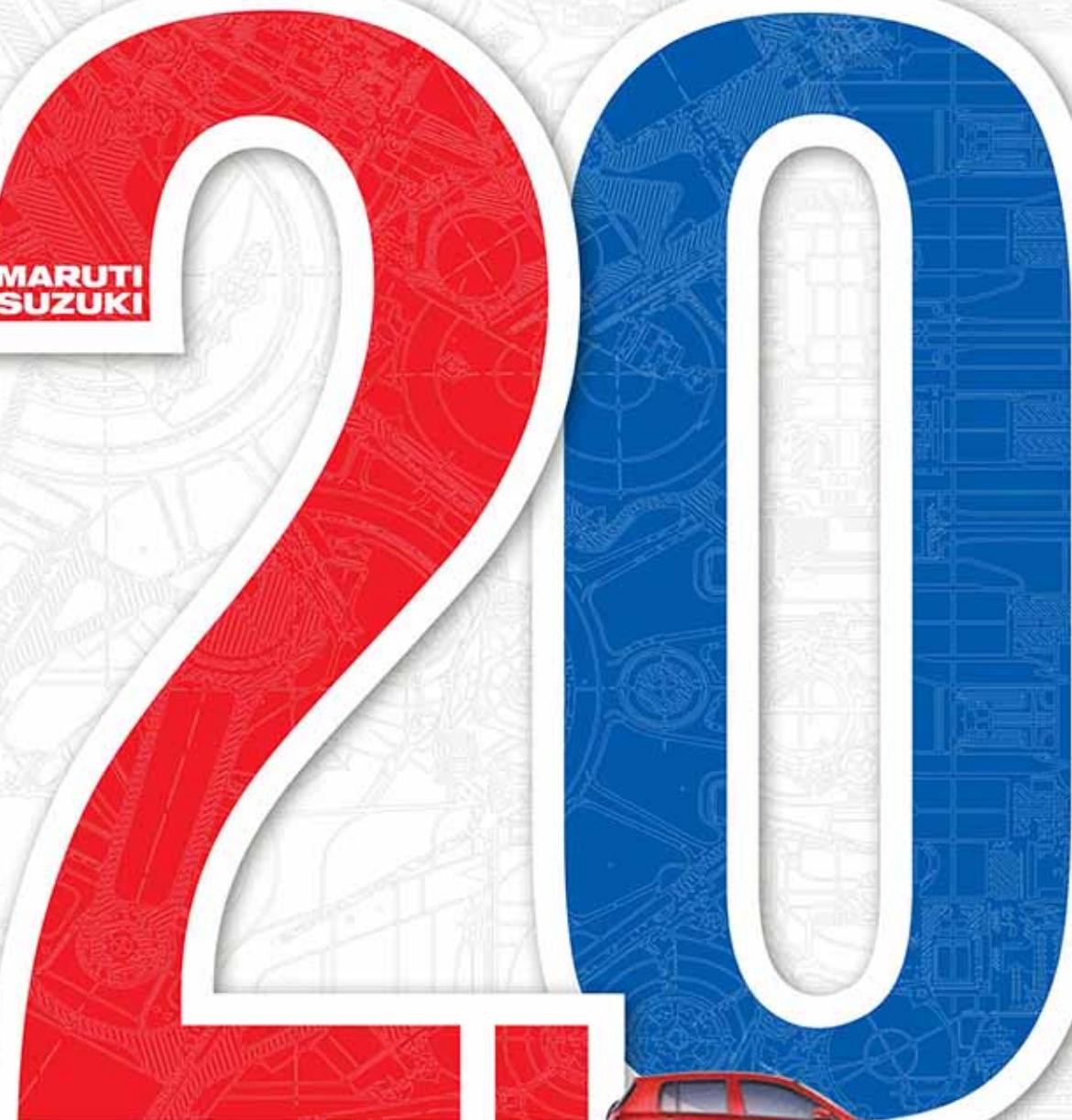
- b) Actual achievement of growth as compared to the budget approved at the beginning of the year; and
- c) Growth of market share of the Company's products as compared to key competitors in the industry.

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

**MARUTI SUZUKI**

**Way of Life!**

**MARUTI  
SUZUKI**



**13/14**

ANNUAL  
REPORT

# WHAT'S INSIDE?

## CORPORATE OVERVIEW

- Our Strategy 2.0 & Achievements in Perspective
- Mobility that Enriches Life
- Passion on Wheels
- Delivering Consistent Value
- Maruti Suzuki 2.0

## MANAGEMENT REVIEW

- Chairman's Message
- MD's Message
- Board of Directors
- Executive Management Team
- In the Spotlight

## STATUTORY REPORTS

- Directors' Report
- Corporate Governance Report
- Management Discussion & Analysis
- Business Responsibility Report

## FINANCIAL STATEMENTS

<b>2</b>	<b>Standalone</b>	
<b>4</b>	Independent Auditors' Report	<b>76</b>
<b>6</b>	Balance Sheet	<b>80</b>
<b>8</b>	Statement of Profit and Loss	<b>81</b>
<b>10</b>	Cash Flow Statement	<b>82</b>
	Notes	<b>84</b>
	Statement Pursuant to Section 212	<b>132</b>
	Financial Statement of Subsidiary Companies	<b>133</b>
<b>20</b>		
<b>22</b>		
<b>24</b>	<b>Consolidated</b>	
<b>26</b>	Independent Auditors' Report	<b>134</b>
<b>28</b>	Balance Sheet	<b>136</b>
	Statement of Profit and Loss	<b>137</b>
	Cash Flow Statement	<b>138</b>
	Notes	<b>140</b>
<b>30</b>		
<b>38</b>		
<b>54</b>		
<b>62</b>		

# WAY FORWARD

YEAR 1983,  
GURGAON, INDIA.

Something big was taking place here for some time that most of India did not know about. They got to know when a small, smart car rolled out of the factory. In no time, this car became synonymous with the rising aspirations of India. It also celebrated in a way the engineering and manufacturing prowess that India was starting to build.

The excitement and passion that was prevalent then has only multiplied manifold today, after more than three decades. It has allowed us to keep pace with India's rapid transformation. Our passion and drive enabled us to unveil successful models in quick succession, spread network to reach hundreds and thousands of people and set into motion the big Indian automobile revolution with millions of happy customers.

As we look towards the future, we realise that the opportunity is expected to grow exponentially, as India is rapidly emerging as one of the world's youngest, entrepreneurial and aspiring countries with a resilient and growing economy.

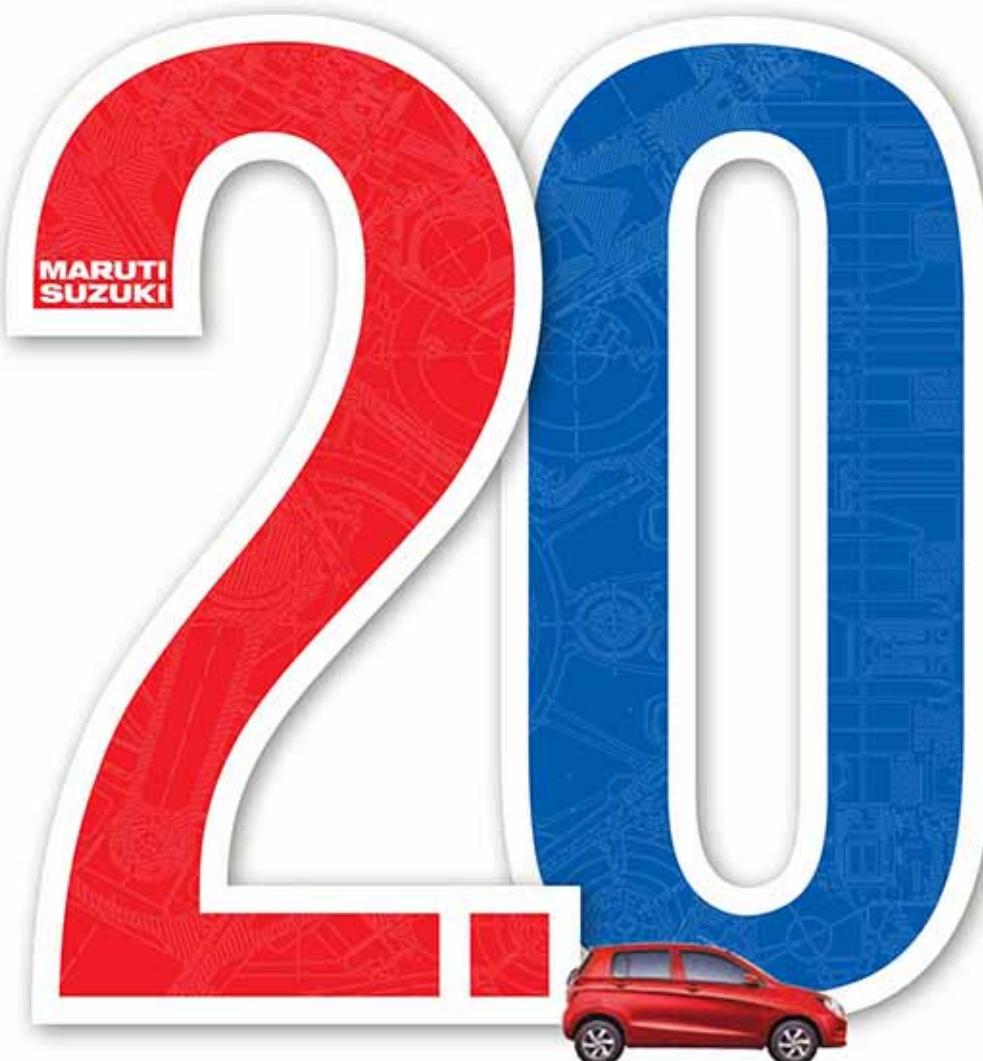
In such an environment, our objective cannot simply be to sustain our leadership. Instead, we are working on strengthening it further. We have stepped up our investments in new initiatives and reinforced our focus on

innovation. Several new products with ground-breaking technologies have been rolled out and more are in the pipeline. We are creating a world-standard test track and R&D centre to optimise the product development time. Besides, we are preparing to offer new-age compact and efficient diesel engines.

We are setting up marketing infrastructure in strategic locations to get closer to customers. We are reinforcing our sales and service network through new format R-outlets and mobile service workshops. Not just that, we are engaging with our vendor and dealer partners to continuously improve systems and processes to enhance customer experience. We are doing all of this and more, to challenge our boundaries and leverage opportunities. Every single day.

Now the road ahead is to take our sales to 2 million units and along the way, revolutionise the automobile industry once again.

Welcome to the  
new and bold  
**Maruti Suzuki 2.0**

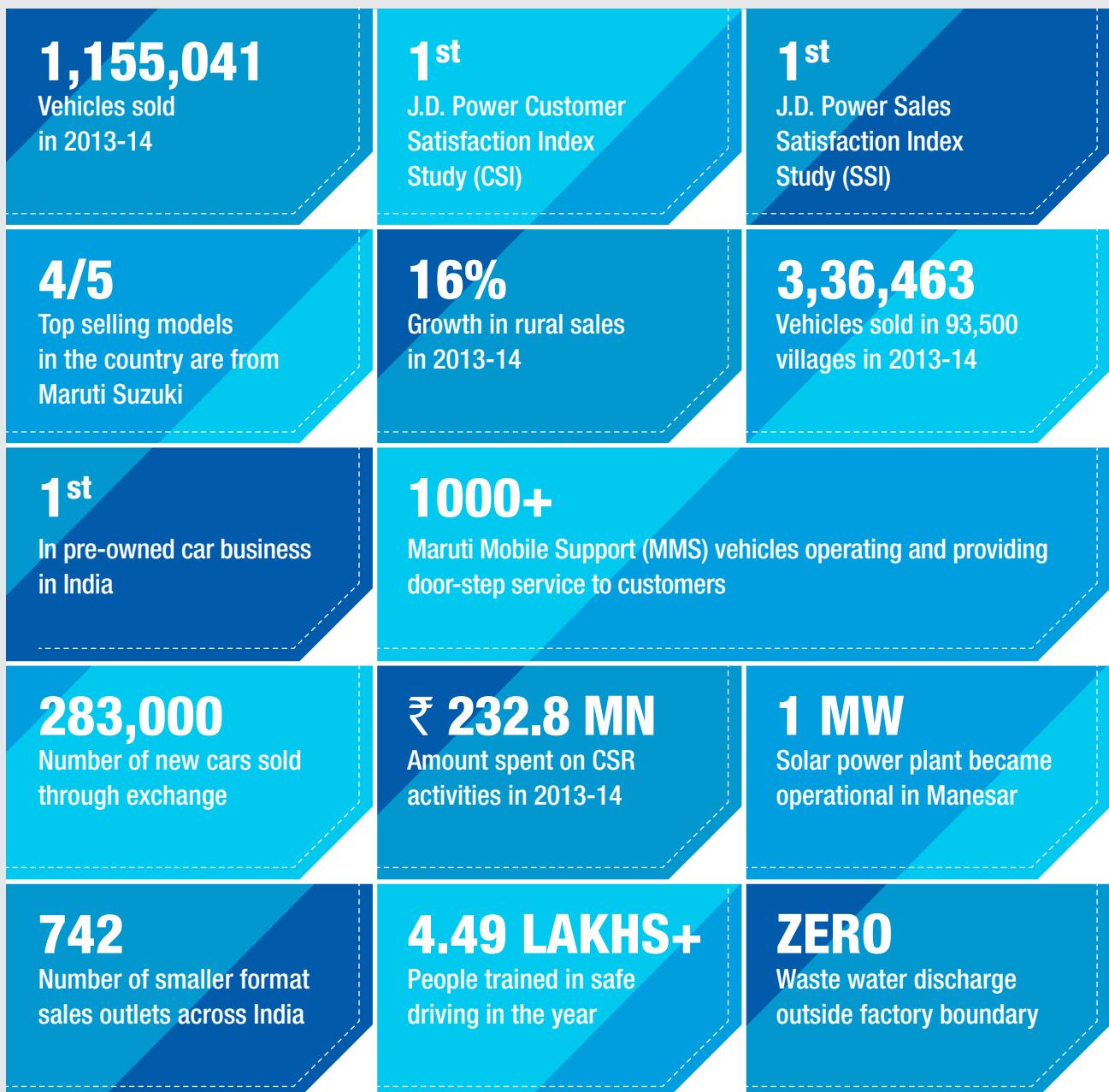


## **OUR STRATEGY 2.0 IS POWERED BY KEY OBJECTIVES:**

- Deliver superior value to customers through a balanced approach to products, performance and price
- Offer products, technology and services that improve quality of life
- Expand reach and customer touch points to provide assurance and comfort to customers
- Focus on improving quality across the value chain
- Develop marketing strategy and communications that connect with customers

## ACHIEVEMENTS IN PERSPECTIVE

In an industry characterised by intense competition, growing customer expectations and elevating quality, safety and environmental norms, we have strengthened our leadership. We faced roadblocks, but challenges have only served to reinforce our confidence to try harder and perform better.



# MOBILITY THAT ENRICHES LIFE

## PASSENGER CARS



Alto 800

(also available Alto K10)



WagonR



Celerio



Ritz



Swift



DZire



SX4

## VANS



Omni



Eco

## UTILITY VEHICLES



Ertiga



Gypsy

# PASSION ON WHEELS

At Maruti Suzuki, we aspire to be a Company that performs with passion to delight customers and create value for all stakeholders. We apply our breadth of expertise and experience to unveil industry-leading initiatives and innovations.

## MILESTONES 2013-14



### YOUTH+

Launched STINGRAY on 21<sup>st</sup> August 2013, bringing along more power, aggression and contemporary looks



### PRODUCTIVITY+

Inaugurated Manesar C-line on 5<sup>th</sup> October 2013



### GREEN+

Introduced ERTIGA Green, CNG Model on 25<sup>th</sup> June 2013



### ADVANTAGE+

Our Managing Director Mr. Kenichi Ayukawa inaugurated the diesel engine plant at Gurgaon on 16<sup>th</sup> September 2013



### CONTINUITY+

Completed one year of New Alto 800 since its launch on 16<sup>th</sup> October 2013

**PRESENCE+**

Expanded presence in export markets with products like Swift, Dzire and Ertiga

**PRODUCTS+**

Unveiled premium prowess with Concept CIAZ and Global SX4 S-CROSS at the Auto Expo on 5<sup>th</sup> February 2014

**PARTNERSHIP+**

Indian Railways and Maruti Suzuki flagged off India's First Flexi Deck Auto-Wagon rake on 6<sup>th</sup> March 2014

**SALES+**

Crossed 1 million unit sales of Swift in the country on 5<sup>th</sup> November 2013

**HERITAGE+**

Completed 30 years of getting its first customer on 14<sup>th</sup> December 2013

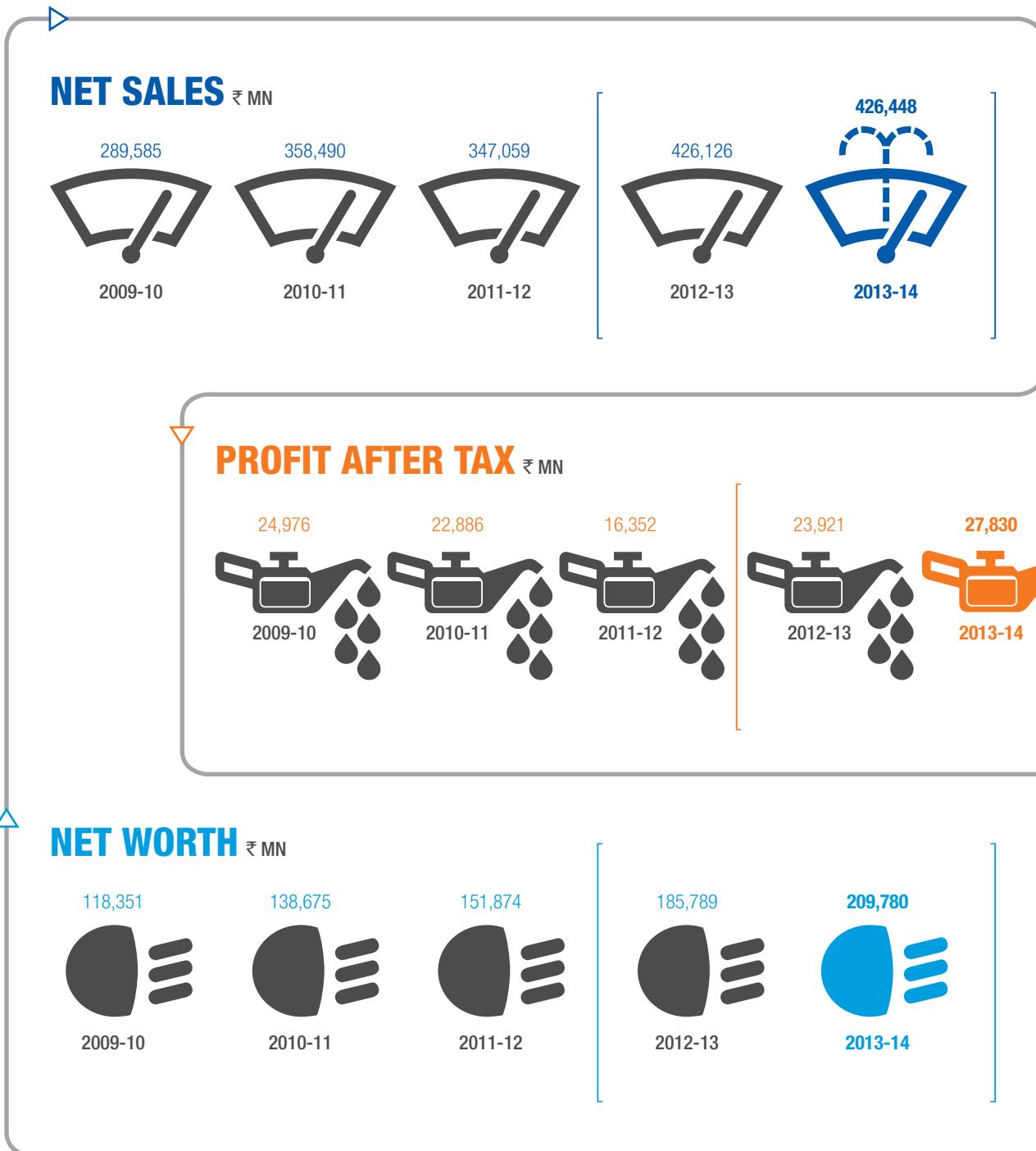
**TECHNOLOGY+**

Introduced 'Celerio' with the revolutionary Auto Gear Shift technology on 6<sup>th</sup> February 2014



# DELIVERING CONSISTENT VALUE

We consistently co-create value for all stakeholders, despite economic volatility and business adversities. This demonstrates our flexible and resilient business model.



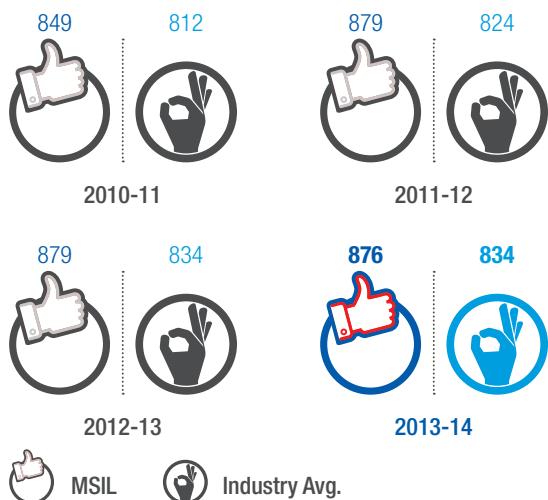
## BOOK VALUE & EPS ₹



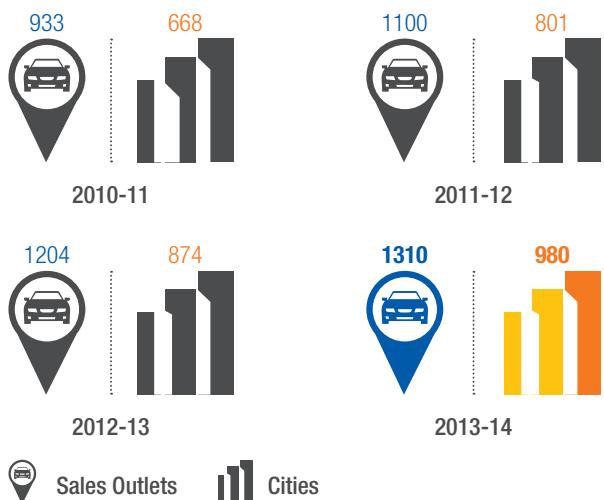
## TOTAL UNIT SALES



## J.D. POWER CUSTOMER SATISFACTION INDEX



## GROWING PROMINENCE



# MARUTI SUZUKI 2.0...

...is about  
**Technological Innovation  
and Sensitivity to Customer Needs**





**EZ DRIVE**  
TECHNOLOGY

We believe innovation is about applying technology to solve real-life problems. Our products are sensitive to customer aspirations, geared to address their multiple on-road challenges, at a price more attractive than ever before.

India's metro cities are highly congested, warranting frequent start-stop traffic movement. In such a scenario, customers need cars with better driving convenience, manoeuvrability and mileage.

Automatic transmission cars offer convenience, while driving on congested Indian roads. However, they consume more fuel and cost much more than a manual version. **At Maruti Suzuki, we wanted to offer our customers the convenience of automatic transmission, which would be as fuel efficient as a manual gear shift, without costing that much more. This is what inspired us to launch Celerio.**

**Celerio**, powered by Maruti Suzuki's auto-gear-shift technology, represents a path-breaking solution for the Indian market. It provides convenience at less cost, with no compromise on mileage. Therefore, our innovation has received an overwhelming market response.

We are now developing 800 cc compact diesel engines for Indian roads, another first for the industry.

More innovations are on the anvil to create better customer experiences, at affordable costs.



# MARUTI SUZUKI 2.0...

...is about

New Products and Foraying  
into New Customer Segments





Thanks to changing lifestyles, better roads, economy of diesel engines, people love long-distance road travel with friends and family. It satisfies an intrinsic wanderlust, a desire for adventure, with the togetherness of family and friends. At Maruti Suzuki, we see this social trend as an attractive business opportunity.

The demand for sturdy and affordable utility vehicles is growing significantly in India. These vehicles provide spacious interiors, the comforts of a sedan and the rugged strength of an off-roader. All this, at a price well below the traditional utility vehicles.

At Maruti Suzuki, we are focused on expanding our presence in this segment. **S-Cross is one of the most anticipated cross-overs. It stole the limelight at Auto Expo 2014.** We are also developing a compact SUV, to fulfil the desire for a smart looking, spacious and rugged vehicle that is fun to drive and easy to manoeuvre.

That is not all. The new Maruti Suzuki CIAZ in the premium mid-size sedan segment (displayed at Auto Expo 2014) is up and ready to be launched soon.



# MARUTI SUZUKI 2.0...

...is about  
**Getting Closer to Customers**





**Our fraternity of customers is growing every single day. Across cities, small towns and villages of India, people are taking the first step to owning a Maruti Suzuki. Their first vehicle, a prized possession, a big step-up in their quality of life and social prestige.**

We are honoured, even touched, by the position accorded to our brand. It means enhanced responsibility, to increase our customer touch points and be there for them. Over the last few years, we have expanded our network significantly. Not just that, we have made several innovations, so we can be with our customers, in a place and form they prefer most. So besides urban outlets, we have developed emerging market outlets, and recruited and groomed nearly 8000 local youth as resident dealer sales executives (RDSE) to offer comfort and assurance to first time buyers in small towns and rural areas.

**Now, we believe it is time to take another step closer to customers: R-outlets and Maruti Mobile Support.**

We have introduced the concept of R-outlets during 2013-14. In our distribution architecture, R-outlets is our way to reach out deeper than emerging market outlets. Maintenance service will be provided via Maruti Mobile Support (MMS) vans, capable of reaching the customer's doorstep and fully equipped to handle normal service and repair needs.

We aim to considerably enhance our presence through this low-cost distribution format.

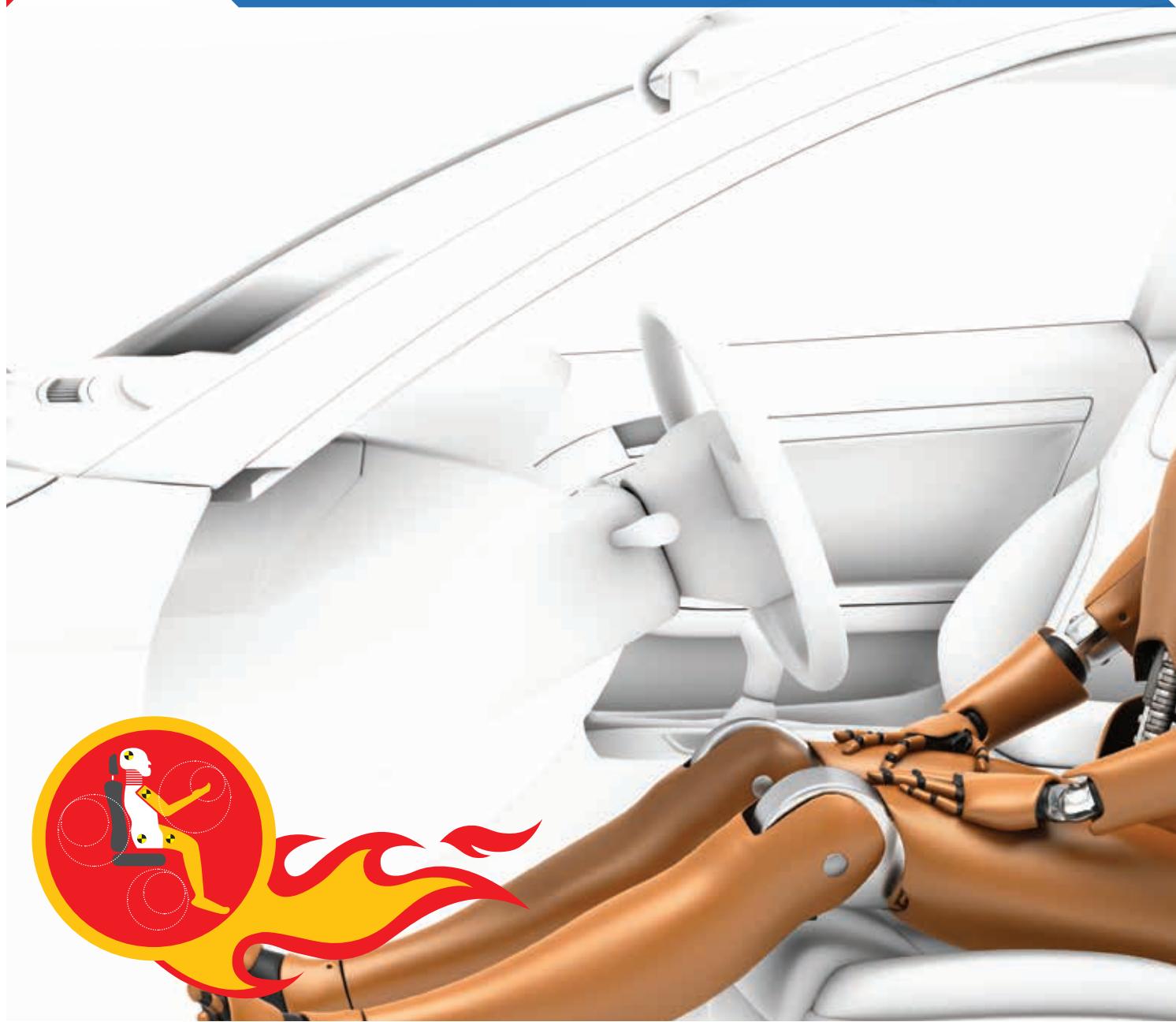
Meanwhile, our RDSEs will continue to enhance our customer engagements. These bright and enterprising youth from the local communities stay close to customers and create demand by deepening engagement at a personal level.

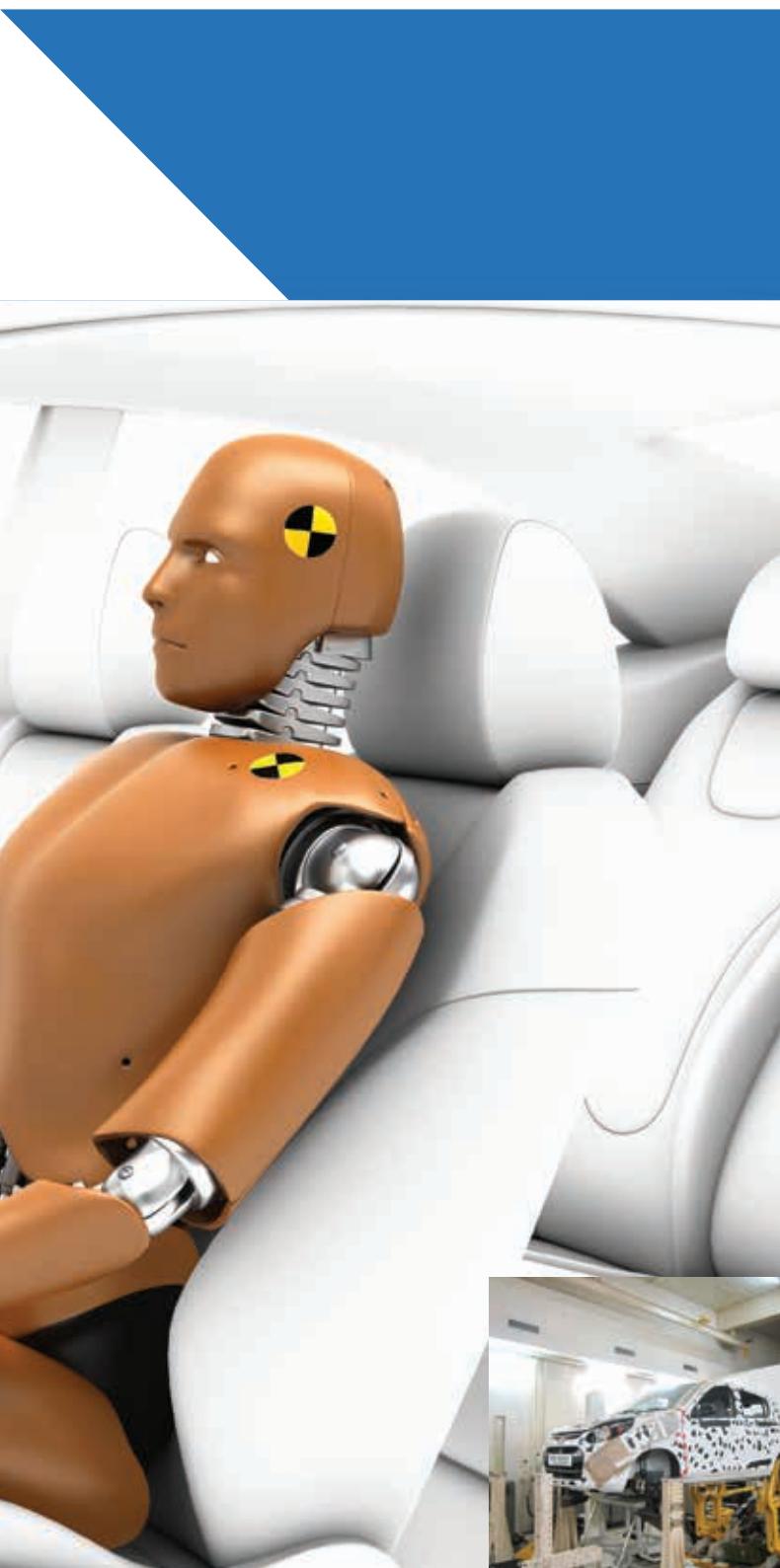
We will continue to expand our reach and touch more lives with exciting innovations.



# MARUTI SUZUKI 2.0...

...is about  
**Sterling R&D Initiatives**





**Customers are ever more discerning.  
Competition is intensifying.  
Going forward, 'time to market' for  
new products and services will matter  
significantly. Like never before.**

**This operating landscape is an  
opportunity for us to bolster our R&D  
initiatives and step onto a higher  
growth trajectory.**

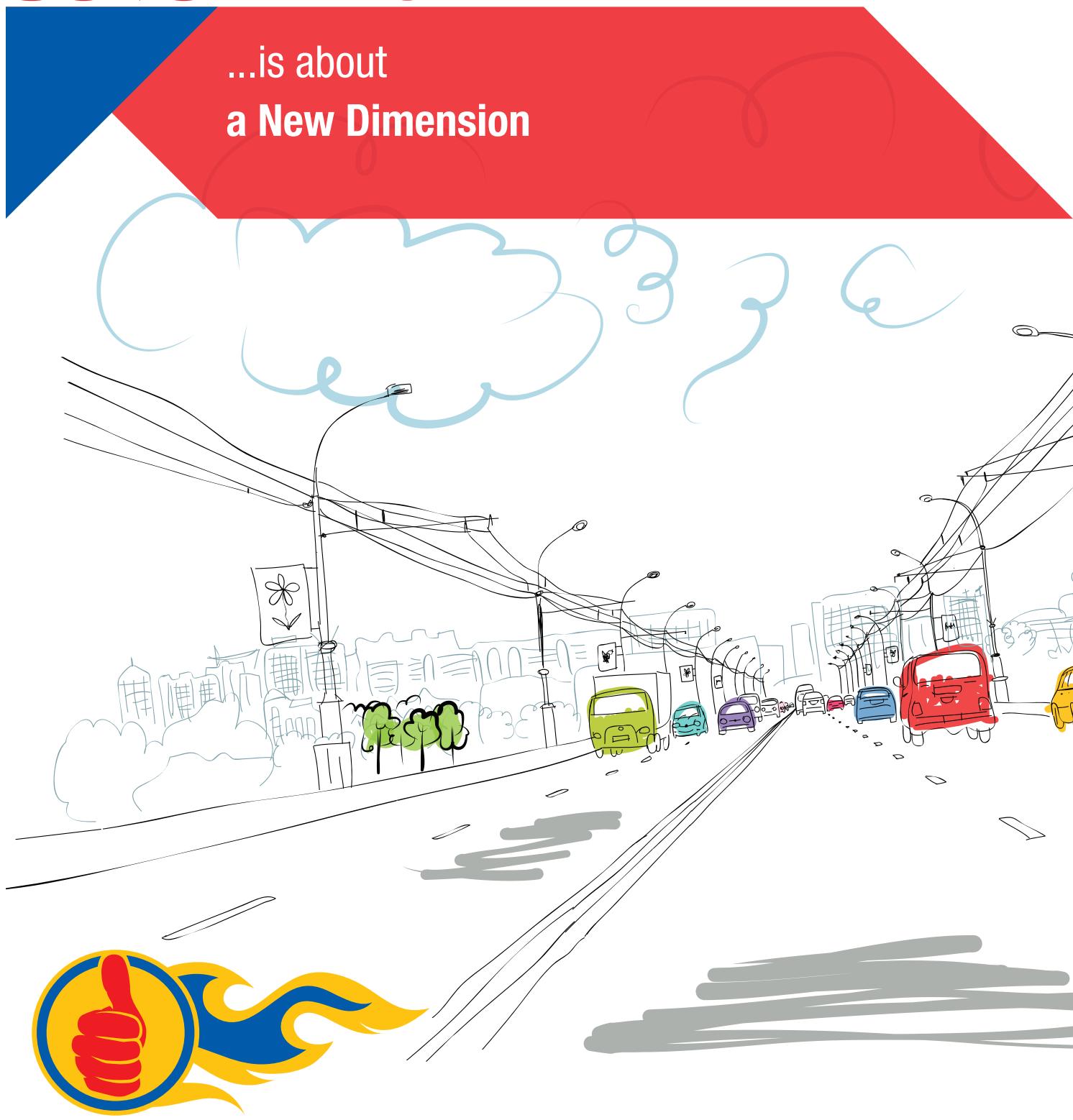
For 30 years, Maruti Suzuki has been able to offer products in tune with the changing aspirations of Indian customers. Now, something more exciting is on the cards. India is emerging as the major research hub for Suzuki Motor Corporation (SMC). **Maruti Suzuki's R&D Centre and test course at Rohtak, Haryana, is a state-of-the-art facility, comparable to the best in the world. It also happens to be SMC's first global R&D centre outside Japan.**

In preparation for this, the number of engineers has been scaled up in Maruti Suzuki in the last few years. Together with SMC engineers, they will gain expertise and use these facilities to test and evaluate new products, and eventually design and develop them. Such a strategy will entail a significant investment across all aspects of research and development. It will enable Maruti Suzuki to offer new products and product upgrades at a much faster pace, in step with the rapid change in customer requirements.



# MARUTI SUZUKI 2.0...

...is about  
a New Dimension





For us a new dimension is a quest  
for unexplored opportunities. There  
are challenges, but the journey is  
refreshing and rewarding.

In our pursuit to strengthen our products portfolio, we are consciously planning to foray into the Light Commercial Vehicle segment.

Over the years, Maruti Suzuki has led the automobile industry in India in the passenger vehicle segment. **The trust, confidence and love reposed in our brand by millions of people inspires us to offer mobility solutions to diverse customer segments.** Such a strategy will strengthen our brand recall, and create additional revenue streams for business sustainability.

# CHAIRMAN'S MESSAGE



## Dear Shareholders,

I write this message with a sense of hope and optimism for the future.

2013-14 was a significant milestone year for us, as in December we completed 30 years of selling cars. It is a good time to review what we have achieved and what we should do in our next 30 years—Maruti 2.0.

During the last 30 years the economy of the country, and the state of Indian manufacturing, has changed very significantly. The seeds of the liberalisation process, which formally started in 1991, were sown when the Government decided to establish Maruti as a PSU joint venture, with 40 per cent foreign equity. The partnership with Suzuki Japan resulted in our bringing modern manufacturing systems to India, with emphasis on quality, cost and productivity. A modern auto-component industry came into being. The Japanese style management-labour relations that were introduced in Gurgaon will, I believe, need to be established all over India if India is to become a globally competitive manufacturing country. We have today over 40 per cent of the car market in India and are also exporting cars. Our profitability, among Indian car manufacturers, is the best. What do we do in the next 30 years?

The car industry's growth and development is intrinsically linked with the growth of the economy. The people of India surprised all the political pundits, in India and abroad, by voting for a stable and strong government, and belying forecasts that India would have weak coalition governments for decades in the future. The Prime Minister has promised the people that Indian manufacturing will revive and will create jobs for the millions of our young men and women. I believe this Government has the will, and the skill, to make this happen and manufacturing in India will become increasingly competitive. Gradually all the impediments to attaining globally competitive operating conditions will go. As a company that is already globally competitive, Maruti Suzuki would be at the forefront of this effort to make India a significant player in the global market place.

## The partnership with Suzuki Japan resulted in our bringing modern manufacturing systems to India, with emphasis on quality, cost and productivity. A modern auto-component industry came into being.

You are aware that our plans for expanding the manufacturing capacity in Gujarat were put on hold as the economy took a downturn and car sales declined. The sentiment in the country has changed and in the last two months, the car market is showing signs of revival. I believe that this sentiment-driven growth will be soon replaced by economic factors driving higher sale of cars. Your company will need more production to meet the expected increase in demand. It is time to go ahead with the creation of the new production capacity in Gujarat.

Maruti Suzuki already has a very significant share in the consolidated balance sheet of Suzuki, Japan. In the next decade, the weightage of Maruti Suzuki in Suzuki's global results will increase significantly. Suzuki has, therefore, been giving thought as to how to strengthen Maruti Suzuki, improve its finances and competitive position and enhance its capability to overcome the increasing global competition in India. The answer to achieve all these objectives has been found by Suzuki Japan bringing in the very low cost funds available in that country to establish the manufacturing capacity in Gujarat. The amount of these funds, in the form of Suzuki's equity, would be what is required to meet the total capex requirements less the depreciation accruing in Gujarat. The Gujarat plant would enter into a contract manufacturing agreement with Maruti. The production in Gujarat would be as per Maruti's requirements; the cars would be provided to Maruti at cost, with no mark up on account of a return on capital employed; the Gujarat company would not sell cars to any one else anywhere; the Gujarat company would not make any profit or loss or accumulate any surplus; Maruti would realise all the profits arising from the production in Gujarat. In addition, Maruti would have available thousands of crores of Rupees that it would not be investing in Gujarat, and those funds would earn additional profit for Maruti and its shareholders. Thus Maruti would earn much higher profits, without deploying any funds in Gujarat than what it could do by investing its own money.

The much higher availability of funds with Maruti would enable your company to strengthen its R&D and develop, and maintain the much larger number of models required to achieve sales of 3 million cars. In addition, the Company would also be able to invest in strengthening and de-risking its infrastructure for sales, service and spare parts, required to cater to a sale of 3 million cars a year.

This is a unique arrangement not existing anywhere in the world. MNCs do not normally establish 100 per cent subsidiaries and pass on the profits from the production of these subsidiaries to a listed joint venture. Suzuki is an exception and we need to thank Mr. Osamu Suzuki for developing this wonderful model that will ensure the future of Maruti Suzuki in India for the next 30 years.

People ask why Suzuki is doing this. If we consider that Suzuki will get 56 per cent of the additional profits that accrue to Maruti from the Gujarat operations, the answer is very clear. From Suzuki's point of view, Maruti and Gujarat should be viewed together.

We will be putting this proposal for approval by the minority shareholders a little later and I am sure all of you would support this proposal in view of its huge benefit to Maruti.

The rationalisation of the diesel-pricing policy has enabled the consumers to buy cars without being influenced by the large subsidy that was inherent in diesel pricing. This has been of benefit to your company.

Our sale of cars in rural areas continues to grow and is now 32 per cent of our total sales. The future growth of our industry will be more and more from the non-metro cities and the rural areas. We continue to strengthen our sales and service structure in these areas.

Our dealers and vendors continue to be our valued partners and are gearing up to work in a manner that is mutually beneficial to both. In the coming years they will have to also expand to meet the needs of our growth.

Our workers continue to be our strength. We are working to strengthen our communication with them and to get their full involvement with the Company. We are interacting with the Government of Haryana to solve a critical requirement of low-cost housing for them. I do believe that we will arrive at a good solution soon.

You, our shareholders have always supported us, and I am sure that we will continue to win your trust in the future.

Thank you and Jai Hind.

Regards,

**R. C. Bhargava**  
Chairman

# MD'S MESSAGE

**All our actions need to be assessed in the context of being able to sell 2 million cars in a globally competitive market and enhanced customer expectations.**

## Dear Shareholders,

I appreciate this opportunity to express my thoughts to you through our Annual Report.

The year 2013-14 was definitely challenging, but we made strong efforts to reach more customers and optimise cost while keeping our business partners motivated and focused on quality. We were able to enhance our market share to 42.1 per cent and our PAT/Net Sales margin to 6.5 per cent. The sentiment in 2014-15 seems to be improving and we have to be ready to leverage an economic recovery.

Thinking slightly longer term, I see that Maruti Suzuki has seen three decades of clear leadership and strength. One has to, however, be conscious that not many organisations in the world have seen dominance and sunshine for perpetuity. It is not impossible to have long periods of leadership, but as human beings we tend to either get complacent or continue as captives of our legacy, while the external environment would have seen slow but significant change over the decades. We have to introspect, are we prepared to draw the blueprint for our future?

While the dream and desire are a resounding "Yes", our assessment of the actions required has to be more honest and logical and not emotional. All our actions need to be assessed in the context of being able to sell 2 million cars in a globally competitive market and enhanced customer expectations. Which means, we have to think afresh and open our doors to the needs of today and tomorrow. Be clear of which strengths we need to carry over from yesterday and which areas to forego. Our assessment has to be honest, our selection has to be judicious, and our approach has to be one of openness and courage.

For instance, while we continue to provide compact cars, we will also enter new segments like SUVs/MUVs with full bandwidth. We will also be open to leverage opportunities in the LCV space, if our product and platform offer a compelling proposition. Similarly, we will try our own capability with compact diesel engines even if there is little precedence. Cars have to expand their role from providing value to value plus affinity. We have to stretch harder to provide both power and fuel efficiency. We have to work on new

technologies and features like auto-gear shift or infotainment that enhance driving pleasure and yet break existing barriers of cost.

Quality has been the hallmark of our leadership; it will now be the hallmark of our leadership and survival. We have changed the organisation structure to make Quality an independent vertical, reporting to the CEO. Here, the work on the ground with our vendors and second tier vendors that we have been doing for three decades shall continue, though with higher benchmarks.

In terms of our value chain, in an increasingly competitive environment, we have to come closer to the customer. The most important customer interface is the product itself. If we are thinking of doubling or tripling our volumes, the number of products has to correspondingly go up. These products will have to be refreshed periodically also. The bar of technology, performance and features has to also go up considering the competition in the future. We have to build in-house R&D capability and capacity in line with this need. While investment in hard assets like testing infrastructure can be done relatively faster, R&D resides in the brains of the design engineer; that has to be grown and built over years of hard work and practice. These engineers have to be provided the right motivation and environment in a new location.

Functions like marketing, sales and distribution have to acquire scale, robustness and derisking. The idea is that a customer should get a car of his choice of colour, variant and model close to himself in a prompt manner. This means that we have to expand our network heavily and have to be present in the right locations and ensure real estate prices do not affect our distribution business. We have to ensure that there is an adequate availability of retail showroom space and stockyards. Good after sales service of the cars has helped us generate tremendous customer confidence and that will also benefit from the above.

In terms of production of the car, about three-fourth by value is already outsourced to component/system manufacturers and Maruti Suzuki is quite satisfied with this business model over the past three decades. After exhausting our surplus capacity at plants in Haryana, we have thought of expanding in Gujarat by way of outsourcing the vehicle assembly operations. It is alright to have these additional operations and administrative

task outsourced, particularly since it is more profitable and it allows management to devote more bandwidth and resources to critical functions like R&D, product development and marketing, sales and service mentioned above.

The component/RM sourcing function should be strengthened within the company leveraging full economies of scale, localisation and design and process value analysis and value engineering.

A market leader always has additional responsibilities. It has to expand the reach of mobility to wider sections of society and also make mobility friendly to society. We have to be sensitive to the role we can play in enhancing road safety. Maruti Suzuki has started offering options like antilock braking and air bags even in small cars, much ahead of its peers. However, there is a larger role outside the car. Statistics says, more than three-fourths of road accidents in India happen because of driver fault and more often the victims are innocent pedestrians/cyclists/motor-cyclists. Maruti Suzuki has trained two million people in safe driving and much more needs to be done. We have to engage with the government on linking driver licences with good training and certification. At the same time, we will engage with the communities around our plants to see if we can enhance the quality of their lives and that of their children.

Innovation involves change and change can be uncomfortable. Challenging status quo needs courage. The way to take the leap is to communicate transparently and objectively to all stakeholders. If we believe, change is in the long term interest of the company, it will definitely be in the long term interest of all stakeholders.

It will be my endeavour to work hard along with all stakeholders to see the new incarnation of Maruti Suzuki.

Best wishes

**K. Ayukawa**  
Managing Director & CEO



# BOARD OF DIRECTORS



## Mr. S. Torii

Director  
(Production)

## Mr. K. Ayabe

Director & Managing  
Executive Officer  
(Supply Chain)

## Ms. P. Shroff

Independent  
Director

## Mr. D. S. Brar

Independent  
Director

## Mr. O. Suzuki

Director

## Mr. R. C. Bhargava

Chairman

## AUDIT COMMITTEE

Mr. A. Ganguli  
Mr. K. Ayukawa  
Ms. P. Shroff  
Mr. D. S. Brar

## STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. R. C. Bhargava  
Mr. K. Ayukawa  
Mr. D. S. Brar

## CSR COMMITTEE

Mr. R. C. Bhargava  
Mr. K. Ayukawa  
Mr. R. P. Singh

**Mr. K. Ayukawa**Managing Director  
& CEO**Mr. T. Hasuike**Joint Managing  
Director**Mr. T. Suzuki**

Director

**Mr. A. Ganguli**Independent  
Director**Mr. R. P. Singh**Independent  
Director**Mr. K. Saito**

Director

## **NOMINATION & REMUNERATION COMMITTEE**

Mr. A. Ganguli

Mr. D. S. Brar

Mr. R. C. Bhargava

Mr. T. Suzuki

## **EXECUTIVE OFFICER (LEGAL) & COMPANY SECRETARY**

Mr. S. Ravi Aiyar

## **AUDITORS**

Price Waterhouse

# EXECUTIVE MANAGEMENT TEAM



01 Mr. K. Ayukawa, MD & CEO

02 Mr. T. Hasuike, JMD

03 Mr. K. Ayabe, Dir & MEO (Supply Chain)

04 Mr. M. Suzuki, Executive Officer (Engineering)

05 Mr. A. K. Tomer, Executive Officer (QA)

06 Mr. S. Y. Siddiqui, Chief Mentor

07 Mr. R. Gandhi, Executive Officer (Production)

08 Mr. A. Seth, Executive Officer (Finance)

09 Mr. M. Nishio, Executive Officer (Finance)

10 Mr. S. Torii, Director (Production)

11 Mr. Y. Suzuki, Executive Officer (QA)

12 Mr. C. V. Raman, Executive Officer (Engineering)



**13** Mr. M. Pareek, Sr. Executive Officer (Marketing & Sales)  
**14** Mr. T. Hashimoto, Executive Officer (Marketing & Sales)  
**15** Mr. K. Suzuki, Executive Officer (International Marketing)  
**16** Mr. S. Ravi Aiyar, Executive Officer (Legal)  
**17** Mr. M. M. Singh, Chief Mentor  
**18** Mr. P. Narula, Executive Officer (Service)

**19** Mr. S. Srivastava, Executive Officer (International Marketing)  
**20** Mr. Y. Ozawa, Executive Officer (HR)  
**21** Mr. Y. Kojima, Executive Officer (Corporate Planning)  
**22** Mr. D. K. Sethi, Chief General Manager (Supply Chain)  
**23** Mr. R. Uppal, Executive Officer (IT)  
**24** Mr. R. S. Kalsi, Executive Officer (Parts & Accessories)

# IN THE SPOTLIGHT

At Maruti Suzuki, we believe in continuous improvement and in setting high benchmarks for ourselves. Our efforts have found recognition through the following awards and accolades.



Maruti Suzuki bagged the prestigious **Platinum Award from Greentech Foundation**, which recognised its outstanding achievement in the category of '**Best HR Strategy**'

Maruti Suzuki was awarded **12<sup>th</sup> Annual Greentech Safety Award - 2013** for best safety practices

Maruti Suzuki received the ***Prashansa Patra Award*** in September 2013 by **the National Safety Council of India in the manufacturing sector** for 2012

Maruti Suzuki was ranked **No.1 in J.D. Power Sales Satisfaction Index (SSI) Study**

Maruti Suzuki was ranked amongst the **Top 10 most admired companies in India**, by Hay group and Fortune India

Maruti Suzuki was ranked **No.1 in J.D. Power Customer Satisfaction Index (CSI) Study** for the 14<sup>th</sup> time in a row

Maruti Suzuki **Alto 800** (entry compact) and **Swift** (premium compact) were ranked **highest for the second consecutive year in their respective segments** in J.D. Power IQS 2013

**Swift Dzire** and **Ertiga** bagged the India Design Mark: **Good Design Award 2013**

**Swift Dzire** was awarded the **best Entry-level Midsize Car** by the India Vehicle Dependability Study, **for the third time in a row**

**Maruti 800** bagged the '**Hall Of Fame**' award. CNB Awards for excellence at AUTO EXPO 2014, held in January; **CELERIO** bagged the '**Best Launch Car**'

Maruti Suzuki was honoured with the **1<sup>st</sup> position** for significant achievement in '**Excellence in Suggestion Scheme 2013**' organised by INSSAN

Maruti Suzuki was conferred with the **Special Recognition Excellence Award** for continuously being ranked **No.1 in J.D. Power Customer Satisfaction Index (CSI)** for over **10 years**

Maruti Suzuki was **recognised in the Limca Book of Records** - 2014 edition for '**Highest Genuine Spare Part Outlet**' at **Leh, Jammu & Kashmir**

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## **STATUTORY REPORTS**

- Directors' Report
- Corporate Governance Report
- Management Discussion & Analysis
- Business Responsibility Report

## **FINANCIAL STATEMENTS**

<b>30</b>	<b>Standalone</b>	
<b>38</b>	Independent Auditors' Report	<b>76</b>
<b>54</b>	Balance Sheet	<b>80</b>
<b>62</b>	Statement of Profit and Loss	<b>81</b>
	Cash Flow Statement	<b>82</b>
	Notes	<b>84</b>
	Statement Pursuant to Section 212	<b>132</b>
	Financial Statement of Subsidiary Companies	<b>133</b>

### **Consolidated**

	Independent Auditors' Report	<b>134</b>
	Balance Sheet	<b>136</b>
	Statement of Profit and Loss	<b>137</b>
	Cash Flow Statement	<b>138</b>
	Notes	<b>140</b>

# DIRECTORS' REPORT



**The Company was awarded the highest financial credit rating of AAA/stable (long term) and A1+ (short term) on its bank facilities by CRISIL.**  
**The rating underscores the financial strength of the Company in terms of the highest safety with regard to timely fulfilment of its financial obligations.**

Your Directors have pleasure in presenting the 33<sup>rd</sup> annual report together with the audited accounts for the year ended 31<sup>st</sup> March 2014.

## FINANCIAL RESULTS

The Company's financial performance during the year 2013-14 as compared to the previous year 2012-13 is summarised below:

	₹ in million)	2013-14	2012-13
Total revenue	445,235	444,003	
Profit before tax	36,585	29,910	
Tax expense	8,755	5,989	
Profit after tax	27,830	23,921	
Balance brought forward	153,043	130,777	
Addition on amalgamation	-	3,565	
Profit available for appropriation	180,873	158,263	
<b>Appropriations:</b>			
General reserve	2,783	2,392	
Proposed dividend	3,625	2,417	
Corporate dividend tax	616	411	
Balance carried forward to balance sheet	173,849	153,043	

## FINANCIAL HIGHLIGHTS

The total revenue (net of excise) was ₹ 445,235 million as against ₹ 444,003 million in the previous year showing an increase of 0.28 per cent. Sale of vehicles in the domestic market was 1,053,689 units as compared to 1,051,046 units in the previous year showing an increase of 0.25 per cent. Total number of vehicles exported was 101,352 units as compared to 120,388 units in the previous year.

Profit before tax (PBT) was ₹ 36,585 million against ₹ 29,910 million showing an increase of 22 per cent and profit after tax (PAT) stood at ₹ 27,830 million against ₹ 23,921 million in the previous year showing an increase of 16 per cent.

## DIVIDEND

The Board recommends a dividend of ₹ 12 (twelve) per equity share of ₹ 5 (five) each for the year ended 31<sup>st</sup> March 2014 amounting to ₹ 3,624,960,720.

## OPERATIONAL HIGHLIGHTS

The operations are exhaustively discussed in the report on 'Management Discussion and Analysis' which forms part of this annual report.

## CRISIL RATINGS

The Company was awarded the highest financial credit rating of AAA/stable (long term) and A1+ (short term) on its bank facilities by CRISIL. The rating underscores the financial strength of the Company in terms of the highest safety with regard to timely fulfillment of its financial obligations.

## QUALITY

The Company was again awarded ISO:27001 certification by STQC Directorate (Standardisation, Testing and Quality Certificate), Ministry of Communications and Information Technology, Government of India after re-assessment. The Company has established and is maintaining an Information Security Management System.

**The Company has been investing to strengthen positive employee relations through continuous communication, education, engagement and welfare initiatives. Several new initiatives have been introduced to reinforce people connect and engagement.**

During the year, ISO 14001 Surveillance audit was carried out by M/s AVI, Belgium and the Auditors recommended continuation of the ISO 14001.

The quality management system of the Company is certified against ISO 9001:2008 Standard. Re-assessment of the quality systems is done at regular intervals and re-certification assessments are done at every 3 years by an accredited third party agency. Also, the Company has an internal assessment mechanism to verify and ensure adherence of defined quality systems across the Company.

#### **AWARDS/RECOGNITION/RANKINGS**

- J.D. Power 2013 Customer Satisfaction Index (CSI) Study ranked the Company highest for the 14<sup>th</sup> time in a row. J.D. Power Special Recognition Excellence Award also honoured to the Company for continuously being number one in customer satisfaction for more than ten years.
- J.D. Power SSI Study ranked the Company highest.
- Entry Compact Car of the year by J.D. Power IQS – 2013 awarded to Alto 800 and Premium Compact Car of the year by J.D. Power IQS – 2013 awarded to Swift.
- Best launch car awarded to Celerio by CNB awards at auto expo 2014.
- India Design Mark - Good Design Award 2013 given to Ertiga and Swift Dzire.
- Best Entry-Level Midsize Car by the India Vehicle Dependability Study for the 3rd time in a row given to Swift Dzire.
- Maruti 800 bagged "Hall of Fame" award.
- Limca Book of World Records – 2014 for highest genuine spare part outlet at Leh.
- INSSAN honoured the Company with first position in excellence in suggestion scheme 2013.
- 12th Annual Greentech Safety Award - 2013 for best safety practices and Prashansa Patras Award 2013 honoured to the Company.
- Platinum Award by Greentech Foundation honoured to the Company for best HR strategy.

#### **SUBSIDIARY COMPANIES AND THEIR ACCOUNTS**

The Company's subsidiaries which were engaged in the business of insurance distribution in the past generated an investment income of ₹ 53.01 million including a dividend income of ₹ 0.32 million and long term capital gain of ₹ 52.69 million through mutual funds.

The Company's subsidiary True Value Solutions Limited has contributed

towards smooth operations of business processes and supported the dealerships in enhancing the sale of pre-owned cars under the brand Maruti True Value. It has contributed significantly to the efforts of customer retention by facilitating sale and re-purchase of new cars through exchange and has made significant contribution towards enhancing dealers' profitability.

In terms of the general circular dated 8<sup>th</sup> February 2011 issued by the Government of India, Ministry of Corporate Affairs, the balance sheets, profit & loss accounts, reports of the Board of Directors and Auditors of the subsidiary companies have not been attached with the balance sheet of the Company. Annual accounts of the subsidiary companies and the related detailed information shall be made available to shareholders of the Company and subsidiary companies seeking such information at any point of time. The annual accounts of the subsidiary companies shall also be available for inspection by any shareholder at the head office of the Company and of the subsidiary companies. Hard copy of details of accounts of subsidiaries shall be furnished to any shareholder on demand. Further, pursuant to Accounting Standard – 21 issued by the Institute of Chartered Accountants of India, consolidated financial statements presented by the Company include the financial information of its subsidiaries.

#### **HUMAN RESOURCES DEVELOPMENT**

People are the assets and have been instrumental in driving the Company's performance year on year. Their passion, commitment, sense of ownership and team work has enabled the Company to sustain its leadership position in the challenging market scenario of 2013-14. The Company has always striven to offer a positive, supportive, open and high performance work culture where innovation and risk taking is encouraged, performance is recognised and employees are motivated to realise their true potential.

The Company hired and integrated 904 people into its workforce in the 2013-14. The Company has 12,547 regular employees out of which 366 are women. The Company is an equal opportunity employer and believes in recognising merit and potential in the selection process. There has been a continuous effort to increase the number of women employees in the organisation to bring diversity in terms of population mix, versatility and value addition.

As in the past, the Company has been investing to strengthen positive employee relations through continuous communication, education, engagement and welfare initiatives. Several new initiatives have been introduced to reinforce people connect and engagement. Focus has also been to provide opportunities to employees to learn and grow within the organisation. These initiatives over the last one and a half year have given very encouraging results. One of the key initiatives in this direction has been umbrella mentoring to hand hold, guide and develop the young workforce. Associates are mentored and guided by supervisors who are trained on coaching, mentoring, relationship

building and listening skills. With this initiative a total of 2906 associates have been covered so far by 823 trained mentors across all three plants. Another initiative is the Inbound Training called Nayi Kiran of mixed group of employees (associates, supervisors and managers) is done in series of group activities to build trust and confidence across levels and work together to solve problems creatively. A total of 1628 employees across levels have been covered till date. Also people connect and engagement initiatives like Parivar Milan (family visits to factory), community development initiatives and sports and games have helped in strengthening good relationship and positive team environment. Continuous internal communication, policy sessions, helpdesk and grievance handling forums helped us to strengthen connect with the employees and reach out to the young team members at the shop floor. Employees are also given the latest business and performance information on a regular basis through structured communication meetings.

People development and capability building across functions and levels remained a key focus area to build a strong talent pipeline. The Company continued to invest in enhancing its human capital through building skills and competencies for its employees. The learning eco-system is being transformed by endowing e-learning modules and web based trainings to employees across location through the interactive web studio in the MSIL Training Academy. Special development interventions have been taken to develop women employees in the organisation through leadership workshops and training programs on multitasking and women empowerment.

Apart from capability building interventions employees were educated on health consciousness by organising various health awareness sessions, health talks by senior doctors, periodic medical check-ups. A number of events were organised throughout the year to enhance the awareness level of our employees towards road safety.

With the commencement of the first phase of Rohtak R & D Centre, the Company posted its first set of employees at the new, state of the art R & D centre in November 2013. The Company took the necessary measures to ensure a smooth transition of employees to the new location with the right policy enablers in place.

The Company conducted an annual employee engagement / dipstick survey which provides meaningful and actionable feedback to the leaders in the organisation. The feedback of employees is read across several dimensions in the areas such as job satisfaction, leadership, immediate manager effectiveness, work culture and engagement. Feedback from this survey forms the basis of holistic engagement plans, which are reviewed regularly. The engagement scores saw an increase over last year which has been possible due to various engagement initiatives and HR interventions across the organisation. These initiatives helped us control attrition. MSIL maintained an attrition loss of only 2.7 per cent in the year 2013-14 which is much below the industry trends. This has been possible due to a holistic focus on employees in terms of a robust online performance management system, 360 degree feedback process, feedback through assessment and development centres, job rotation policy, training and development opportunities, higher education, multiple career growth tracks offering right impetus for greater motivation and retention.

As part of Corporate Social Responsibility, the Company adopts ITIs (Industrial Training Institute) in order to improve quality of trainings and upgrade the graduates' skills therein to meet industry requirement and thus contribute to the society with increased employability. 29 ITIs have so far been adopted across 9 states of India. Several aspects of development viz. faculty development, student development as well as industry connect and infrastructural developmental activities are undertaken in these adopted

ITIs. Out of the 29 ITIs adopted, the Company has adopted two women ITIs in Haryana state namely ITI (W) Gurgaon and ITI (W) Jhajjar under its skill development initiative.

## DIRECTORS

Mr. Toshiaki Hasuike was appointed as Whole time Director designated as Joint Managing Director with effect from 27<sup>th</sup> April 2013 to fill the casual vacancy caused by resignation of Mr. Tsuneo Ohashi who resigned from the post of Director & Managing Executive Officer (Production) from the close of the business hours of 26<sup>th</sup> April 2013. Mr. Toshihiro Suzuki was appointed as Director with effect from 28<sup>th</sup> October 2013 to fill the casual vacancy caused by resignation of Mr. Shinzo Nakanishi who resigned from the post of Director from the close of business hours of 27<sup>th</sup> October 2013. Mr. Masayuki Kamiya was appointed as Director (Production) to fill the casual vacancy caused by resignation of Mr. Keiichi Asai with effect from 28<sup>th</sup> October 2013 who resigned from the post of Director & Managing Executive Officer (Engineering) from the close of business hours of 27<sup>th</sup> October 2013.

## CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Company constituted a CSR committee with Mr. R.C. Bhargava as its Chairman and Mr. Kenichi Ayukawa and Mr. R.P. Singh as its members. Mr. R.C. Bhargava is Non-Executive Chairman and Mr. R.P. Singh is an Independent Director.

## INTERNAL COMPLAINTS COMMITTEE (ANTI-SEXUAL HARASSMENT POLICY)

During the period under review, no complaints were received by the Internal Complaints Committee established under the Anti-Sexual Harassment Policy of the Company.

## DIRECTORS' RESPONSIBILITY STATEMENT

As required under section 217(2AA) of the Companies Act, 1956, your Directors confirm:

- ▶ that there were no material departures in the applicable accounting standards followed while preparing the annual accounts;
- ▶ having selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- ▶ having taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- ▶ having prepared the annual accounts on a going concern basis.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

A statement giving details of conservation of energy, technology absorption, foreign exchange earnings and outgo in accordance with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is annexed as Annexure A.

## PERSONNEL

As required by the provisions of section 217(2A) of the Companies Act,

With the commencement of first phase of Rohtak R&D Centre, the Company posted its first set of employees at the new, state of art R&D Centre in November 2013. The Company took the necessary measures to ensure smooth transition of employees to the new location with the right policy enablers in place.

1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended, the names and other particulars of the employees are set out in Annexure B to the Directors' Report. However, as per the provisions of section 219(1)(b)(iv) of the Companies Act, 1956, the annual report is being sent to all the shareholders of the Company excluding the aforesaid information. Any shareholder interested in obtaining such particulars may write to the Company Secretary at the registered office of the Company.

#### **CONSOLIDATED FINANCIAL STATEMENTS**

In accordance with the Accounting Standard – 21 on Consolidated Financial Statements read with Accounting Standard – 23 on Accounting for Investments in Associates in and Accounting Standard - 27 on Financial Reporting of Interest in Joint Ventures, the audited consolidated financial statements are provided in the annual report.

#### **CORPORATE GOVERNANCE**

The Company has complied with the corporate governance requirements, as stipulated under clause 49 of the listing agreement and the stipulated certificate of compliance is contained in this annual report.

#### **AUDITORS**

The Auditors, M/s Price Waterhouse, Firm Registration Number FRN301112E, Chartered Accountants, hold office until the conclusion of the ensuing annual general meeting and are recommended for re-appointment. A certificate from the Auditors has been received to the effect that their re-appointment, if made, would be in accordance with section 139(1) of the Companies Act, 2013. A certificate has also been obtained from the Auditors to the effect that the Company is in compliance with the conditions of Foreign Direct Investment for the downstream investment made by the Company in subsidiary companies.

#### **COST AUDITORS**

In conformity with the directives of the Central Government, the Company has appointed M/s R. J. Goel & Co., Cost Accountants, as the Cost Auditors under Section 148 of the Companies Act, 2013 read with the rule 14 of the Companies (Audit and Auditors) Rules, 2014 for the audit of the cost accounts for the motor vehicles business for the year ending on 31<sup>st</sup> March 2015. The cost audit report for the financial year 2012-13 was filed with the Ministry of Corporate Affairs on 30<sup>th</sup> September 2013.

#### **ACKNOWLEDGMENT**

The Board of Directors would like to express its sincere thanks for the co-operation and advice received from the Government of India and the Haryana Government. Your Directors also take this opportunity to place on record their gratitude for timely and valuable assistance and support received from Suzuki Motor Corporation, Japan. The Board also places on record its appreciation for the enthusiastic co-operation, hard work and dedication of all the employees of the Company including the Japanese staff, dealers, vendors, customers, business associates, auto finance companies, state government authorities and all concerned without which it would not have been possible to achieve all round progress and growth of the Company. The Directors are thankful to the shareholders for their continued patronage.

For and on behalf of the Board of Directors

**Kenichi Ayukawa**  
Managing Director & CEO

**R.C. Bhargava**  
Chairman

New Delhi  
21<sup>st</sup> May 2014

# ANNEXURE A

Information in accordance with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, and forming part of the Directors' Report for the year ended 31<sup>st</sup> March 2014.

## A. ENERGY CONSERVATION

The Company continued its energy conservation drive with main focus on reducing energy cost and improving efficiency through adoption of new technology and optimisation of operation. Energy saving initiatives throughout the plant helped the Company in reducing energy cost by more than 5 per cent. Some of the activities carried out during the year towards environment, energy and water conservation are mentioned as under:

### 1. Energy cost reduction:

- ▶ Commissioning of waste heat recovery boilers and increased utilisation of steam turbines in Gurgaon plant.
- ▶ Increased utilisation of state grid power in non-production areas in Gurgaon and Manesar plant.
- ▶ Optimisation of power plant operation in Gurgaon and Manesar.
- ▶ Commissioning of 1MW solar power plant in Manesar plant.

### 2. Energy Conservation:

- ▶ Use of energy efficient pumps and motors in water treatment plant and power plant in Gurgaon.
- ▶ Use of energy efficient transformers in new installations and usage of LED lighting in Gurgaon, Manesar and R & D Centre at Rohtak.
- ▶ Up-gradation of cooling tower fans with aerodynamic energy efficient Fiber Reinforced Plastic (FRP) blades in Gurgaon and Manesar power plant.
- ▶ Installation of air shut-off valves in welding jigs to stop air supply during non-working hours.

### 3. Optimisation / improvement of process:

- ▶ Re-sizing of motors and pumps rating as per process requirement in power plant and water treatment plant.
- ▶ Up-gradation of air compressors by use of high efficiency air end to reduce specific energy consumption.
- ▶ Use of no loss drain trap in compressed air handling system for reduction in power consumption.
- ▶ Use of variable frequency drives in motors of sewage treatment plant of Manesar.
- ▶ Vibration analysis of motors to replace bearings before failure.

### 4. Conservation of water:

- ▶ Improvement in effluent treatment plant by addition of ultra-filtration system to enhance water recycling.
- ▶ Conversion of open cycle cooling towers to closed cycle cooling tower.
- ▶ Water evaporation loss control by commissioning solar plant on lagoon in Manesar plant.

## B. RESEARCH & DEVELOPMENT (R & D)

The Company's R & D vision is to design and develop automobiles for India, Middle East and African markets by the Company on its own. During 2013-14, the manpower of Company's R & D has reached to 1300. The focus in 2013-14 was:

- ▶ To improve the Company's skill and capability by on job training and working with our own hands in new model development.
- ▶ To train a large number of young engineers for challenging R & D roles in future.

The Company's R & D team has developed the capability for full body change with design and development of Alto 800 at the Company with the validation support of Suzuki Motor Corporation (SMC). In line with the R & D vision, the team has been working on various new projects for new model design and development. With focused approach, efforts are going on to enhance the R & D capabilities in the near future through following initiatives:

- ▶ World class test track and proving ground at Rohtak to validate the various vehicle systems and models. A few of new facilities has already been commissioned and being used for testing of new models and work is in progress for setting up more test facilities and test track.
- ▶ Full in-house design, development and evaluation capability.
- ▶ Training of engineers (overseas/in-house).
- ▶ Enhanced CAE (Computer Aided Design) correlation with physical test.
- ▶ Prototype build capability; and
- ▶ Advanced Engineering projects.

### 1. Specific areas in which R & D has been carried out:

- ▶ Design capabilities in vehicle exterior and interior have resulted in developments in area of BIW (Body in White) optimisation, alternate material like low density foam pads, use of high tensile steel grade, dual hardness seats, utility enhancement in instrument panel and luggage area etc., consequently achieving overall weight reduction, improved interior fit and finish and NVH.
- ▶ With increasing electronic content in the vehicle, significant efforts have been put in capability up gradation in automotive electrical and electronic area. Focusing on the customer comfort and convenience, feature's like bluetooth and anti theft feature in audio has been implemented in Celerio. Validation of control software has been done through HIL (Hardware in Loop) System. The set-up has been prepared for various functions e.g. Auto AC, BCM (Body Control Module), EPS (Electronic Power Steering), ABS (Antilock Braking System) with MSR (Engine Torque Control), Idle Start Stop (ISS), etc.
- ▶ Indigenous application of ABS System and System Layout capabilities in various sub-systems of Brake, Suspension and Steering has been enhanced. Capability and capacity added in the various CAE simulation methodologies and components analysis.
- ▶ Number of improvements have been carried out in the areas of

engine and transmission which resulted in overall improvement in FE and quality. Efforts were made in the areas of hardware modification, optimisation of hardware and software to reduce cost and improve performance.

- CAE as a concept has been undergoing transformation in last few years at the Company, resulting in better co-relation with various physical tests. In year 2013-14, with the increase in trained manpower, installation of crash and other test facilities at Rohtak coupled along with dedicated higher band width communication line with Gurgaon, computation and co-relation as techniques will improve significantly. This would help in reducing the product evaluation time and proto-types for physical tests, which will further reduce the overall product development cost.
- The design proto vehicle build capability has been further enhanced. In the area of body shell, new technologies and materials like coated and high tensile materials have been inducted. Capability has been enhanced for development of prototype parts and jigs / fixtures to control development time and cost.
- Cost management is one of the major activities under constant focus in R & D. For new models, detailed feasibility analysis is done and stringent cost targets are set for engineers. In order to manage costs right from concept stage, cost analysis and "design to cost" techniques have been deployed. VE (Value Engineering) ideas of the Company's engineers and suppliers are incorporated at the design stage itself. Efforts to incorporate India specific cost reduction ideas right at the design stage for global models is helping the Company in achieving stricter target costs. Benchmarking is another tool, which is being used in a focused way to generate ideas for improvements in product quality, performance, weight and cost. For existing models, focused value enhancement projects were taken up in various models by cross functional teams across the Company to provide higher value products at lower costs.
- The Company's R & D has taken up several advance engineering projects to increase design and development capability. Hybrid / Electric vehicle, advance technologies' integration and new features addition projects were taken up to enhance capability in various fields and develop new technologies for future readiness. The Company demonstrated the Swift Range Extender concept during Auto Expo 2014 under the Govt. / SIAM program for promotion of hybrid and electric vehicles in India.
- Last year 44 papers were presented by the Company's engineers at various national and international forums such as SAE (Society of Automotive Engineers) International, SIAT (Symposium on International Automotive Technology), AVL international user conference and other prestigious conferences.

## 2. Benefits derived as a result of above efforts

- Launched Celerio, a contemporary hatchback with futuristic technology solutions. Celerio has been designed at SMC, Japan and MSIL engineers have participated in the development to improve our engineering capability.
- The Company introduced the Auto Gear Shift technology in passenger car which is first for any manufacturer in India. The Auto Gear Shift technology is breakthrough technology solution at a much lower cost than a contemporary automatic transmission while maintaining the same fuel efficiency as manual transmission vehicle. The technology has been branded as 'EZ Drive'.

- Launch of Stingray with advanced features like projector headlamp, reflector grill, etc.
- Launched several export variants of Ertiga, Alto, Swift, Ritz and Omni and expanding our export portfolio.
- The Company engineers and managers have played active role in laying the road map of safety regulations, emission and fuel efficiency regulations in India and globally.
- 19 patent applications were filed by the Company's R & D in 2013-14.
- 12 industrial designs were granted to the Company's R & D in 2013-14.

## 3. Future plan of action

The Company's R & D team will be working proactively in the following areas to meet the future requirements:

- Increasing the fuel efficiency of all models
- Developing environment friendly vehicles
- Meeting emission and safety regulation
- More fuel options in existing models (Diesel / CNG / LPG)
- Latest technology options at an affordable price
- Focus on enhancing the capability in the field of EV / HEV

Also continuous efforts are being made to make the vehicles more affordable by maintaining the vehicle cost through VA/VE and weight reduction activities. The Company is continuously working on alternate materials and newer technologies to reduce the vehicle cost and weight.

## C. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

### 1. Efforts in brief made towards technology absorption, adaptation and innovation

- Design of components and systems using a robust design review process.
- Component and sub-component level localisation, development and testing of parts for existing and new models.
- Capabilities enhanced in component and vehicle evaluation, benchmarking and design optimisation.
- Capability enhanced in software design and evaluation.
- Capability enhanced in component level CAE.
- Capabilities being further enhanced in area of alternative fuels and power train through various study projects.
- VE (Value Engineering) during new model designing phase to maximise cost benefit.
- Generation of newer ideas for future design, quality up-gradation and cost reduction via teardown and benchmarking.

### 2. Benefits derived as a result of above efforts

- High localisation content in various vehicles resulting in lower costs.
- Continuous reduction in product cost through VA/VE (value analysis/ value engineering).
- Significant cost reduction of parts of new models compared to existing models, ensuring that the new models are profitable.

- ▶ Significant weight reduction of parts of new models compared to existing models, ensuring that the new models are profitable.
- ▶ Improved fuel efficiency.

### 3. Technology induced

- ▶ The Company has introduced India's first passenger car with two-pedal auto gear shift technology in Celerio. The Company's auto gear shift will be a technology first for India in passenger cars, where customers will have the flexibility of both manual mode and "drive mode" in the same car, with a simple shift of gear lever. Auto gear shift offers comfortable driving with no compromise on fuel efficiency and at a lower cost than traditional automatic transmission.
- ▶ With Gypsy complying with OBD-II (On Board Diagnosis) in November 2013, all MSIL models have been made OBD-II compliant.
- ▶ Projector headlamp has been introduced in Stingray. Projector headlamp provides focused beam output which helps in better visibility on the road.
- ▶ Introduction of Kimekomi (fabric & leather insertion technology) in door trims to provide superior fit and finish.
- ▶ New and unique plastic fuel rail, which is being used for the first time in entire SMC group, was designed and introduced in Alto 800. This resulted in significant weight reduction and fuel efficiency.
- ▶ ISS feature was introduced in the export market to meet the stringent emission regulation requirements like Euro 5. The Company is capable of meeting any emission regulation in future and this technology can be extended to vehicles in local market based on emission regulations and market trend.
- ▶ SVVT (Single Variable Valve Timing) technology was introduced in new Ritz leading to improve fuel economy and reduced emissions.
- ▶ The Company achieved 3 to 15 per cent increase in fuel efficiency during the year across all models among various fuel options by working on different technologies and areas like optimisation of crank and intake system, new low viscosity oil, use of new technologies for rolling resistance reduction on tyres, etc.

#### Year of Import: 2013-14

Status of absorption: The above technologies have been used in products introduced during the year.

### Expenditure incurred on R&D

(₹ in million)

Particulars	2013-14	2012-13
A Capital Expenditure	4,311	2,613
B Net Revenue Expenditure	2,265	2,562
<b>Total</b>	<b>6,576</b>	<b>5,175</b>
Total R&D expenditure as a percentage of total income	1.48%	1.17%

### D. FOREIGN EXCHANGE EARNINGS & OUTGO (ACCRUAL BASIS)

(₹ in million)

Particulars	2013-14	2012-13
<b>Foreign Exchange Used:</b>		
Raw materials and components	30,955	42,344
Capital goods	17,312	14,762
Dies & Moulds, Maintenance	1,099	791
Spares & Other items		
Royalty, Interest, dividend and Others	32,912	32,379
<b>Foreign Exchange Earned:</b>		
Foreign Exchange Equivalent	41,417	45,601

#### Activities relating to exports

- i) Initiatives taken to increase exports: The Company exported 101,352 units during 2013-14 with the contribution of non-Europe markets of around 71 per cent. Introduction of new models like Swift and Dzire helped the Company achieve additional numbers. The Company achieved good market penetration in some key African markets like South Africa and Angola because of focused efforts.
- ii) Development of new export markets for products and services: The Company forayed into new markets in 2013-14. Mozambique is one of the markets with a shipment of around 16 units and where additional order was received for another 30 units. The Company is trying to strengthen its roots and increase its presence by adding on new markets to its basket as and when the opportunity seems favourable.
- iii) Export plans for future: There is a huge focus on Africa in terms of introduction of new models and implementation of best practices of the Company's domestic market. One of the initiatives planned for important African markets is implementation of dealer management system. Three new models will be added to the export kitty. All these products will help the Company strengthen its roots in most of the segments in major markets. The Company expects good volume from these models.

For and on behalf of the Board of Directors

**Kenichi Ayukawa**  
Managing Director & CEO

**R.C. Bhargava**  
Chairman

New Delhi  
21<sup>st</sup> May 2014

# 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 AND SHARED LEADERSHIP

The Company has a multi-tier management structure having the Board of Directors at the top. The Company has five business verticals viz. Quality Assurance, Production, Engineering, Supply Chain and Marketing & Sales. A special team of "Chief Mentors" has been created for improving the vertical,

horizontal and cross functional efforts in the organisation. The top level management of these verticals is headed by a team of two persons, one of whom is a Japanese manager and the other, an Indian manager. The managers at the top level are designated as Sr. Executive Officers and Executive Officers. The Board meetings of the Company mark the presence of Chief Mentors and all the EO's, as they act as a channel between the Board above them and the employees working under them. This structure not only allows easy and quick communication of field information to the Board members but also gives them the opportunity to give recommendations relevant to their business operations. The executive officers are supported by divisional heads and departmental heads. Through this, it is ensured that:

- ▶ Strategic supervision is provided by the Board;
- ▶ Control and implementation of the 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 31<sup>st</sup> March 2014, the Company's Board consists of twelve 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 has four Executive Directors and eight Non-Executive Directors, of whom four are Independent Directors. Their composition is 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 as on 31<sup>st</sup> March 2014**

S.No.	Name	Category	No. of other directorship(s)		'No. of other committee(s)	
			Public	Private	Member	Chairman
1	Mr. R. C. Bhargava	Chairman, Non-Executive	7	1	4	4
2	Mr. Kenichi Ayukawa	Managing Director and CEO, Executive	6	-	-	1
3	Mr. Toshiaki Hasuike*	Executive	1	-	-	1
4	Mr. Kazuhiko Ayabe	Executive	3	-	1	-
5	Mr. Masayuki Kamiya**	Executive	1	-	-	-
6	Mr. Osamu Suzuki	Non-Executive	-	-	-	-
7	Mr. Toshihiro Suzuki***	Non-Executive	-	-	-	-
8	Mr. Kinji Saito	Non-Executive	-	-	-	-
9	Mr. Amal Ganguli	Independent	11	2	6	4
10	Ms. Pallavi Shroff	Independent	3	10	-	-
11	Mr. Davinder Singh Brar	Independent	2	11	4	-
12	Mr. R.P. Singh	Independent	-	-	-	-

\* Mr. Toshiaki Hasuike was appointed w.e.f. 27<sup>th</sup> April 2013.

\*\* Mr. Masayuki Kamiya was appointed w.e.f. 28<sup>th</sup> October 2013.

\*\*\* Mr. Toshihiro Suzuki was appointed w.e.f. 28<sup>th</sup> October 2013.

**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.**

1. Foreign companies, private limited companies and companies under section 25 of the Companies Act, 1956 are excluded for the purpose of considering the limit prescribed under clause 49 (I) (C) of the listing agreement. The committees considered for the purpose are Audit Committee and shareholders' grievance committee as prescribed under clause 49(I)(C) of the listing agreement.

**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 hold equity shares in the Company.

## BOARD MEETINGS

The Board met six times during the year on 26<sup>th</sup> April 2013, 25<sup>th</sup> July 2013, 28<sup>th</sup> October 2013, 21<sup>st</sup> December 2013, 28<sup>th</sup> January 2014 and 15<sup>th</sup> March 2014. 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).

**Table 2: Board meeting and AGM attendance record of the Directors in 2013 – 2014**

Name	Number of meetings attended (Total meetings held: 6)	Whether attended last AGM
Mr. R. C. Bhargava	5	Yes
Mr. Shinzo Nakanishi✓/	2	Yes
Mr. Tsuneo Ohashi✓/	1	No
Mr. Kazuhiko Ayabe	6	Yes
Mr. Keiichi Asai✓✓/	2	No
Mr. Osamu Suzuki	5	Yes
Mr. Kenichi Ayukawa	6	Yes
Mr. Kinji Saito	5	Yes
Mr. Amal Ganguli	5	Yes
Ms. Pallavi Shroff	2	Yes
Mr. Davinder Singh Brar	5	Yes
Mr. R.P. Singh	5	No
Mr. Toshiaki Hasuike*	5	Yes
Mr. Masayuki Kamiya**	4	N.A.
Mr. Toshihiro Suzuki***	3	N.A.

✓ Resigned with effect from close of business hours of 27<sup>th</sup> October 2013

✓/ Resigned with effect from close of business hours of 26<sup>th</sup> April 2013

✓✓/ Resigned with effect from close of business hours of 27<sup>th</sup> October 2013

\* Mr. Toshiaki Hasuike was appointed with effect from 27<sup>th</sup> April 2013.

\*\* Mr. Masayuki Kamiya was appointed with effect from 28<sup>th</sup> October 2013.

\*\*\* Mr. Toshihiro Suzuki was appointed with effect from 28<sup>th</sup> October 2013.

## 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 the meetings of the 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;
- ▶ Any materially significant effluent or pollution problem;
- ▶ Any material relevant default in financial obligation 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 payment towards goodwill, brand equity or intellectual property;
- ▶ Significant labour problems and their proposed solutions;
- ▶ Any significant development in the human resources and industrial relations front;
- ▶ 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 the 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 to Directors

**Table 3** gives details of the remuneration for the financial year ended 31<sup>st</sup> March 2014. The Company did not advance any loans to any of its Directors in the year under review.

**Table 3: Details of remuneration for the financial year ended 31<sup>st</sup> March 2014**

(₹)

Name	Salary & Perquisites	Performance Linked Bonus*	Sitting Fees	Commission	Total
Mr.R.C. Bhargava	-	-	120,000	45,00,000	46,20,000
Mr. Kenichi Ayukawa	20,319,363	8,331,397	-	-	28,650,760
Mr. Toshaike Hasuike	17,603,590	7,006,849	-	-	24,610,439
Mr. Kazuhiko Ayabe	15,433,052	6,220,000	-	-	21,653,052
Mr. Masayuki Kamiya	6,534,525	2,641,370	-	-	9,175,895
Mr. Kinji Saito	-	-	100,000	-	100,000
Mr. Toshihiro Suzuki	-	-	60,000	-	60,000
Mr. Osamu Suzuki	-	-	100,000	-	100,000
Mr. Amal Ganguli	-	-	220,000	29,00,000	31,20,000
Mr. Davinder Singh Brar	-	-	240,000	21,00,000	23,40,000
Ms. Pallavi Shroff	-	-	80,000	10,00,000	10,80,000
Mr. Rajinder Pal Singh	-	-	100,000	11,00,000	12,00,000
Mr. Tsuneo Ohashi	1,144,535	443,069	-	-	1,587,604
Mr. Keiichi Asai	6,109,075	2,453,918	-	-	8,562,993
Mr. Shinzo Nakanishi	-	-	80,000	-	80,000

\*The performance linked bonus is subject to the approval of the Board of Directors.

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:

- Actual achievement in terms of growth in sales, profit, etc. as compared to the previous year;

- Actual achievement of growth as compared to the budget approved at the beginning of the year; and
- Growth of market share of the Company's products as compared to key competitors in the industry.

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

## Remuneration of the Non-Executive Directors

Members of the Company had approved payment of commission to Non-Executive Directors within the limit of 1 per cent of the net profits of the Company, and subject to the total payments not exceeding ₹15 million per annum. The payment of commission is based on criteria such as attendance at the Board/ Board level committee meetings, time devoted to Company work, etc.

Sitting fee is 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 shareholders' queries.

**Table 4: Composition of Audit Committee**

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

The Chief Financial Officer, the head of internal audit and the representatives of the Statutory Auditor, Internal Auditor and Cost Auditor are invitees to the Audit Committee meetings. The Company Secretary acts as the Secretary to the Audit Committee. Other Directors and members of the management are also invited as may be required from time to time.

#### 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.
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, with the management, the statement of uses / application of funds, if any raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
14. Approval of appointment of the Chief Financial Officer (the Whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
15. 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 during the year under review on 26<sup>th</sup> April 2013, 31<sup>st</sup> May 2013, 25<sup>th</sup> July 2013, 28<sup>th</sup> October 2013, 29<sup>th</sup> November 2013 and 28<sup>th</sup> January 2014. **Table 5** gives the details of attendance of Audit Committee members.

**Table 5: Attendance record of the members of the Audit Committee**

Name	Category	No. of meetings attended in 2013 – 14 (Total meetings held: 6)
Mr. Amal Ganguli	Chairman	6
Mr. Kenichi Ayukawa	Member	4
Mr. Davinder Singh Brar	Member	6
Ms. Pallavi Shroff	Member	2
*Mr. Shinzo Nakanishi	Member	1

\*Resigned with effect from close of business hours of 27<sup>th</sup> October 2013.

## 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 of this committee 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. Davinder Singh Brar	Independent	Member
Mr. Kenichi Ayukawa	Executive	Member

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 annual report, non-receipt of declared dividends and related matters. The committee also oversees the performance of the registrar and transfer agent, 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 2,000 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 on 26<sup>th</sup> April 2013. **Table 7** gives the attendance record.

**TABLE 7: Attendance record of the members of the shareholders' / investors' grievance committee**

Name	No.of meetings attended in 2013 – 14 (Total Meetings held: 1)
Mr. R.C. Bhargava	1
Mr. Kenichi Ayukawa	1
Mr. Davinder Singh Brar	1
*Mr. Shinzo Nakanishi	1

\*Resigned with effect from close of business hours of 27<sup>th</sup> October 2013.

### Investor grievance redressal

During the year, 31 complaints were received and resolved. No transfer of shares was pending as on 31<sup>st</sup> March 2014.

## MANAGEMENT

### Management discussion and analysis report

The 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 2013-14 are given in note no. 53 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.

The Company's code of conduct has been posted on its website [www.maritisuzuki.com](http://www.maritisuzuki.com)

The code of conduct was circulated to all the members of the Board and senior management personnel and they had affirmed their compliance with the said code of conduct for the financial year ended 31<sup>st</sup> March 2014. A declaration to this effect signed by Mr. Kenichi Ayukawa, Managing Director & CEO of the Company forms part of this report as **Annexure - A**.

### CEO/ CFO CERTIFICATION

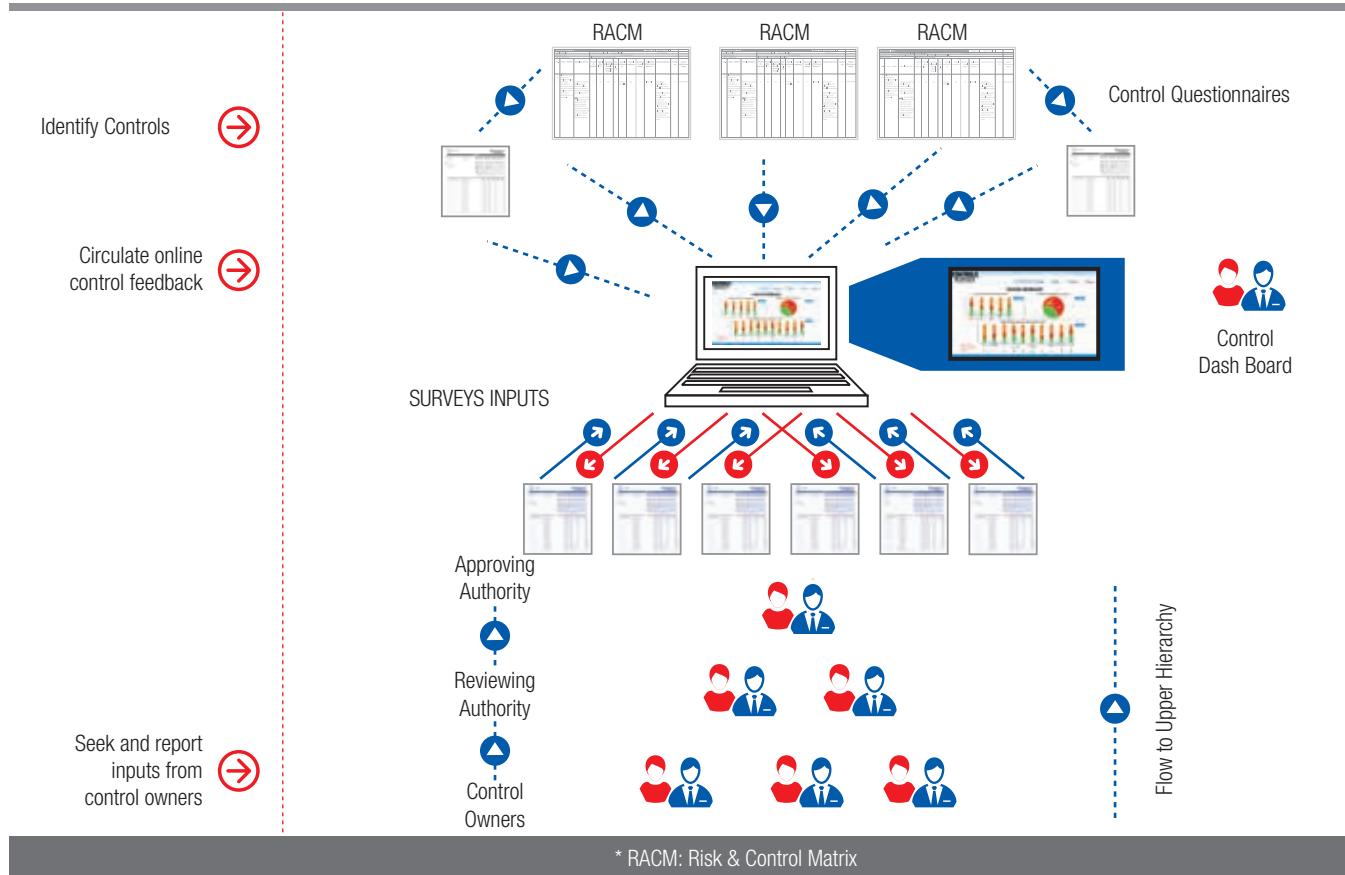
The Company has institutionalised the framework for CEO/CFO certification by establishing a transparent "controls self assessment" mechanism, thereby laying the foundation for development of the best corporate governance

practices which are vital for a successful business. It is the Company's endeavour to attain highest level of governance to enhance the stakeholder's value. To enable certification by CEO/CFO for the financial year 2013-14, key controls over financial reporting were identified and put to self assessment by control owners in the form of self assessment questionnaires through a web based online tool called "Controls Manager". The self assessment submitted

by control owners were further reviewed and approved by their superiors and the results of self assessment process was presented to the Auditors and the Audit Committee. The whole exercise was carried out in an objective manner to assess the effectiveness of internal controls over financial reporting during the financial year 2013-14.

## Enabling controls self-assessments through the "Controls Manager"

### PROCESS FOR REPORTING



As required by clause 49 of the listing agreement, the certificate duly signed by the Managing Director & CEO and the Chief Financial Officer was placed before the Board of Directors at its meeting held on 25<sup>th</sup> April 2014.

### Risk assessment and minimisation 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, Whole-time Directors, Vertical Heads and 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 risk that may arise due to market dynamics and changes in the business environment. The Audit Committee and the Board 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

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.

### SHAREHOLDERS INFORMATION

#### Means of communication

Means of communication	
<b>Financial results</b>	Quarterly and annual financial results are published in 'The Hindu-Business Line', 'Financial Express' and in Hindi editions of 'Jansatta' and 'Hindustan'.
<b>Monthly sales/production</b>	Monthly sales and production figures are sent to stock exchanges as well as displayed on Company's website <a href="http://www.marutisuzuki.com">www.marutisuzuki.com</a> .
<b>News releases</b>	All official news releases are sent to stock exchanges as well as displayed on the Company's website <a href="http://www.marutisuzuki.com">www.marutisuzuki.com</a> .
<b>Website</b>	The Company's website <a href="http://www.marutisuzuki.com">www.marutisuzuki.com</a> 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, financials, press releases, stock information, shareholding patterns, details of unclaimed dividend, etc.
<b>Annual report</b>	In our endeavor to protect the environment and in compliance with circular number 17/2011 dated 21 <sup>st</sup> April 2011 issued by the Ministry of Corporate Affairs where it was clarified that communication to the shareholders through e-mail will be in compliance with provisions of section 53 of the Companies Act, 1956, the Company sent the annual report for the year 2012-13 through e-mails to a large number of shareholders who had registered their e-mail ids with either depository participant (DP) or the Registrar & Transfer Agent (RTA) or the Company. This also helped the Company in saving a huge cost towards printing and dispatch. For those shareholders whose e-mail ids were not registered, the annual report in physical mode was sent by post to their registered addresses.
<b>Corporate Filing and Dissemination System (CorpFiling) &amp; NEAPS (NSE Electronic Application Processing System)</b>	All disclosures and communications to Bombay Stock Exchange Limited, Mumbai (BSE) and National Stock Exchange of India Limited (NSE) are filed electronically through CorpFiling and NEAPS. Hard copies of the said disclosures and correspondence are also filed with the exchanges. The disclosures are also mailed to the exclusive e-mail ids of these stock exchanges.
<b>SCORES (SEBI Complaints Redressal System)</b>	SEBI commenced processing of investor complaints in a centralised web based complaints redress system i.e. SCORES. The Company supported SCORES by using it as a platform for communication between SEBI and the Company.
<b>Exclusive e-mail id's for investors</b>	Following e-mail id's have been exclusively dedicated for the investors' queries: <a href="mailto:investor@maruti.co.in">investor@maruti.co.in</a> , <a href="mailto:mailmanager@karvy.com">mailmanager@karvy.com</a> Queries relating to annual report may be sent to <a href="mailto:investor@maruti.co.in">investor@maruti.co.in</a> and queries relating to transfer of shares and splitting/ consolidation / remat of shares, payment of dividend, etc. may be sent to <a href="mailto:mailmanager@karvy.com">mailmanager@karvy.com</a>
<b>Request to shareholders</b>	The shareholders of the Company who are holding shares in demat form are requested to kindly update their e-mail id's with their depository participants and those who are holding shares in physical forms kindly get it registered with Karyv Computershare Pvt. Ltd., the Registrar and Share Transfer Agent of the Company.

## GENERAL BODY MEETINGS

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

Financial Year	Location	Date	Time
2010 – 11		8 <sup>th</sup> September 2011	10:00 a.m.
2011- 12	Airforce Auditorium, Subroto Park, New Delhi	28 <sup>th</sup> August 2012	10:00 a.m.
2012-13		27 <sup>th</sup> August 2013	10:00 a.m.

The Company has passed special resolutions in the previous three AGMs. No special resolutions were required to be put through postal ballot last year.

## ADDITIONAL SHAREHOLDER INFORMATION

### Annual General Meeting

Date:	4 <sup>th</sup> September 2014
Day:	Thursday
Time:	10:00 a.m.
Venue:	Airforce Auditorium, Subroto Park, New Delhi – 110 010

### FINANCIAL YEAR

Financial Year: 1<sup>st</sup> April to 31<sup>st</sup> March

For the year ending 31<sup>st</sup> March 2015, results will be announced:

By the end of July 2014: First quarter results

By the end of October 2014: Second quarter results

By the end of January 2015: Third quarter results

By the end of May 2015: Fourth quarter and annual results

### 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 2013-14. **Chart A** plots the movement of the Company's share prices on BSE vis-a-vis BSE Sensex for the year 2013-14.

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

Month	National Stock Exchange		Bombay Stock Exchange	
	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr 13	1704	1260	1703	1260
May 13	1777	1586	1773	1587
Jun 13	1600	1430	1605	1431
Jul 13	1622	1292	1624	1292
Aug 13	1424	1215	1424	1217
Sept 13	1503	1233	1503	1234
Oct 13	1660	1364	1659	1364
Nov 13	1700	1558	1700	1558
Dec 13	1830	1634	1830	1636
Jan 14	1860	1540	1864	1541
Feb 14	1734	1573	1734	1573
Mar 14	1980	1550	1976	1551

### Book closure

The period of book closure is from Monday, 1<sup>st</sup> September 2014 to Thursday, 4<sup>th</sup> September 2014 (both days inclusive).

### Dividend payment

Subject to the approval of the members in the annual general meeting, a dividend payment of ₹ 12 per equity share (face value ₹5 per equity share) for the year 2013-14 will be paid on or after 10<sup>th</sup> September 2014, to those whose names appear in the register of members / beneficial owners at the close of business hours on Friday, 29<sup>th</sup> August 2014.

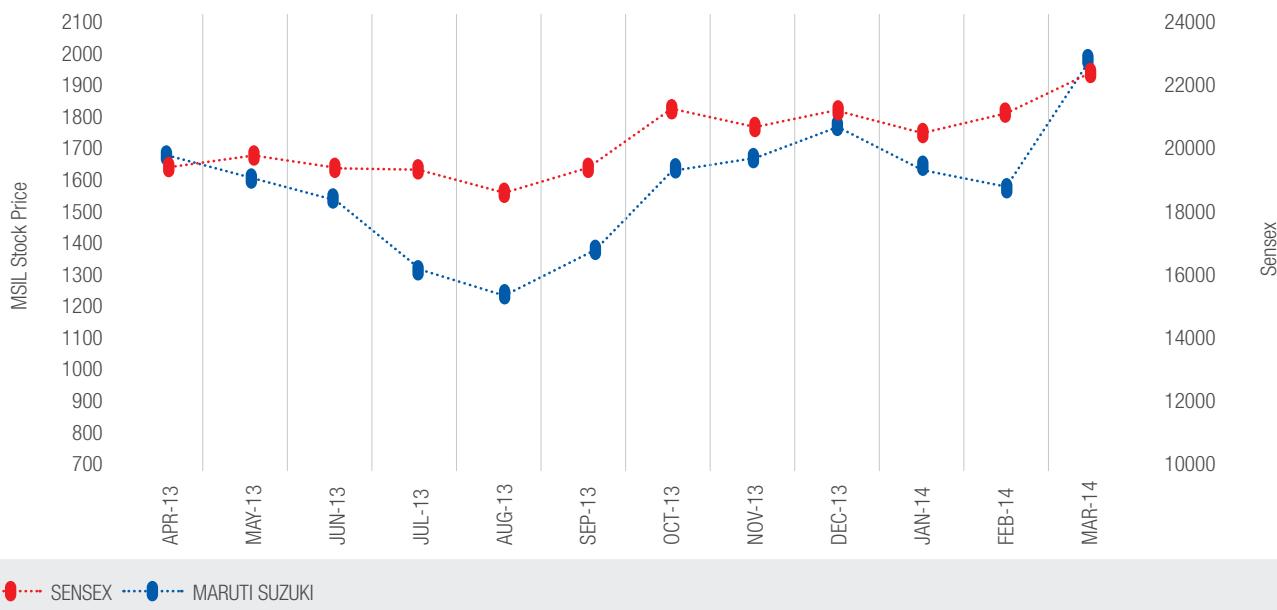
Reminders were sent to the shareholders requesting them for claiming unclaimed dividend for the year 2005-06. Many shareholders claimed their unclaimed dividend. The payment was made directly to their bank accounts wherever the same were available under intimation to them. The balance amount remaining unclaimed was transferred to the Investor Education & Protection Fund (IEPF) within the stipulated time.

### 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 2014-15 has been paid to both the stock exchanges. Table 9 lists the Company's stock exchange codes. The Company will pay the annual custodial fee for the year 2014-15 to both the depositories namely, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the receipt of invoices.

**Table 9: Stock Code**

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

**CHART A****Registrar and transfer agent**

Karvy Computershare Private 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 list the shareholding pattern and distribution schedule of equity shares of the Company as on 31<sup>st</sup> March 2014 respectively.

**Table 11: (I) (a) Shareholding pattern as on 31<sup>st</sup> March 2014**

Category code	Category of shareholder	No. of shareholders	Total number of shares	No. of shares held in dematerialised form	Total shareholding as a % of total no. of shares	
					As a percentage of (A+B)	As a percentage of (A+B+C)
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)
<b>(A) PROMOTER AND PROMOTER GROUP</b>						
(1)	INDIAN					
(a)	Individual /HUF	0	0	0	0.00	0.00
(b)	Central Government/State Government(s)	0	0	0	0.00	0.00
(c)	Bodies Corporate	0	0	0	0.00	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0.00
		<b>Sub-Total A (1) :</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>

Category code <b>(I)</b>	Category of shareholder <b>(II)</b>	No. of shareholders <b>(III)</b>	Total number of shares <b>(IV)</b>	No. of shares held in dematerialised form <b>(V)</b>	Total shareholding as a % of total no. of shares	
					As a percentage of (A+B) <b>(VI)</b>	As a percentage of (A+B+C) <b>(VII)</b>
<b>(2)</b>	<b>FOREIGN</b>					
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0.00
(b)	Bodies Corporate	1	169,788,440	169,788,440	56.21	56.21
(c)	Institutions	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0.00
	<b>Sub-Total A (2) :</b>	<b>1</b>	<b>169,788,440</b>	<b>169,788,440</b>	<b>56.21</b>	<b>56.21</b>
	<b>Total A=A (1) + A (2)</b>	<b>1</b>	<b>169,788,440</b>	<b>169,788,440</b>	<b>56.21</b>	<b>56.21</b>
<b>(B)</b>	<b>PUBLIC SHAREHOLDING</b>					
<b>(1)</b>	<b>INSTITUTIONS</b>					
(a)	Mutual Funds /UTI	323	17,576,495	11,080,584	5.82	5.82
(b)	Financial Institutions /Banks	49	23,501,534	23,501,534	7.78	7.78
(c)	Central Government / State Government(s)	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors	426	67,554,269	67,554,269	22.36	22.36
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	1	100	100	0.00	0.00
(i)	Others	0	0	0	0.00	0.00
	<b>Sub-Total B (1) :</b>	<b>799</b>	<b>108,632,398</b>	<b>108,632,398</b>	<b>35.96</b>	<b>35.96</b>
<b>(2)</b>	<b>NON-INSTITUTIONS</b>					
(a)	Bodies Corporate	1405	16,706,634	16,706,634	5.53	5.53
(b)	Individuals					
	(i) Individuals holding nominal share capital upto ₹1 lakh	98,808	5,820,451	5,815,806	1.93	1.93
	(ii) Individuals holding nominal share capital in excess of ₹1 lakh	3	1,27,000	1,27,000	0.04	0.04
(c)	Others					
	Foreign nationals	1	150	150	0.00	0.00
	Non resident Indians	2,302	256,282	256,282	0.08	0.08
	Clearing members	310	363,676	363,676	0.12	0.12
	Trusts	34	385,029	385,029	0.13	0.13
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00
	<b>Sub-Total B (2) :</b>	<b>102,593</b>	<b>23,659,222</b>	<b>23,654,577</b>	<b>7.83</b>	<b>7.83</b>
	<b>Total B=B (1) + B (2) :</b>	<b>103,392</b>	<b>132,291,620</b>	<b>132,286,975</b>	<b>43.79</b>	<b>43.79</b>
	<b>Total (A+B) :</b>	<b>103,393</b>	<b>302,080,060</b>	<b>302,075,415</b>	<b>100.00</b>	<b>100.00</b>

Category code (I)	Category of shareholder (II)	No. of shareholders (III)	Total number of shares (IV)	No. of shares held in dematerialised form (V)	Total shareholding as a % of total no. of shares	
					As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)
(C)	<b>SHARES HELD BY CUSTODIANS, AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED</b>					
(1)	Promoter and Promoter Group	0	0	0	0.00	
(2)	Public	0	0	0	0.00	0.00
<b>GRAND TOTAL (A+B+C) :</b>		<b>103,393</b>	<b>302,080,060</b>	<b>302,075,415</b>	<b>100.00</b>	<b>100.00</b>

No shares have been pledged by the Promoters as on 31<sup>st</sup> March 2014. The Company has not issued warrants or convertible securities either to the public or the promoters of the Company.

- (I)(c)(i)** Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1per cent of the total number of shares

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares {i.e., grant total (A)+(B)+(C) indicated in statement at para (I)(a) above}
1	Life Insurance Corporation of India	20,018,385	6.63
2	Credit Suisse (Singapore) Limited	7,149,872	2.37
3	ICICI Prudential Life Insurance Company Ltd	5,470,163	1.81
4	Government Pension Fund Global	3,160,630	1.05
<b>TOTAL</b>		<b>35,799,050</b>	<b>11.86</b>

\*The Company has not issued warrants or convertible securities to any of the above shareholders holding more than 1per cent of the total number of shares.

- (I)(c)(ii)** Statement showing holding of securities (including shares, warrants,convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5per cent of the total number of shares of the Company

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares held	Shares as a percentage of total number of shares {i.e., grant total (A)+(B)+(C) indicated in statement at para (I)(a) above}
1	Life Insurance Corporation of India	20,018,385	6.63
<b>TOTAL</b>		<b>20,018,385</b>	<b>6.63</b>

\*\*The Company has not issued warrants or convertible securities to LIC.

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

Sr. No.	Name of the shareholder	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}	Promoter/Promoter Group/Public
1		Nil	Nil	Nil
<b>TOTAL</b>		<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

\*\*The Company has not issued warrants or convertible securities to LIC.

## (II)(a) Statement showing details of depository receipts (DRS)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs etc.)	Number of outstanding DRs	Number of 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	Nil	Nil	Nil	Nil
	<b>TOTAL</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

## (II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by "Promoter/Promoter group" are in excess of 1 per cent of the total number shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs etc.)	Number of 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	Nil	Nil	Nil	Nil
	<b>TOTAL</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**Table 12: Distribution of shareholding as on 31<sup>st</sup> March 2014**

Sr. No.	Category (shares)	Number of shareholders	%	Number of shares	%
1	1 - 5000	102,121	98.77	5,405,604	1.79
2	5001 - 10000	283	0.28	414,097	0.14
3	10001 - 20000	185	0.18	543,327	0.18
4	20001 - 30000	113	0.11	557,498	0.18
5	30001 - 40000	65	0.06	458,863	0.15
6	40001 - 50000	41	0.04	374,769	0.12
7	50001 - 100000	137	0.13	2,037,153	0.68
8	100001 and above	448	0.43	292,288,749	96.76
	<b>TOTAL</b>	<b>103,393</b>	<b>100.00</b>	<b>302,080,060</b>	<b>100.00</b>

**Table 13: Top 10 shareholders as on 31<sup>st</sup> March 2014**

Sr. No.	Name/Joint Name (s)	Shareholding	%
1	Suzuki Motor Corporation	169,788,440	56.21
2	Life Insurance Corporation of India	20,018,385	6.62
3	Credit Suisse (Singapore) Limited	7,149,872	2.37
4	ICICI Prudential Life Insurance Company Limited	5,470,163	1.81
5	Government Pension Fund Global	3,160,630	1.05
6	HSBC Global Investment Funds A/C HSBC GIF Mauritius	2,881,982	0.95
7	Morgan Stanley Asia (Singapore) PTE	2,253,883	0.75
8	Stichting PensioenFonds ABP	1,874,652	0.62
9	HDFC Trustee Company Limited-HDFC Top 200 Fund	1,824,734	0.60
10	HDFC Trustee Company Limited-HDFC Equity Fund	1,802,482	0.60
	<b>Total</b>	<b>216,225,223</b>	<b>71.58</b>

**Dematerialisation of shares and liquidity**

As on 31<sup>st</sup> March 2014, 99.99 per cent of the Company's total paid up equity capital representing 302,075,415 equity shares was held in dematerialised form. The balance 0.002 per cent equity representing 4645 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.

Suzuki Motor Corporation, the promoter of the Company holds 169,788,440 shares in dematerialised form. Pursuant to clause 5A of the listing agreements, the Company has opened a demat account named 'Maruti Suzuki India Ltd.-Unclaimed Shares Demat Suspense Account' with Karvy Stock Broking Limited. The shares issued pursuant to 'Offer for Sale' and still lying unclaimed were credited in this account. The details of these shares are given hereunder:

Securities	As on the date of credit of shares in the account		No. of shareholders who approached for transfer of shares from suspense account	No. of shareholders to whom shares were transferred from suspense account	Balance as on 31-03-2014	
	No. of records	No. of shares			No. of records	No. of shares
Equity Shares	14	1,000	Nil	Nil	14	1,000

The voting rights on these 1,000 shares shall remain frozen till the rightful owner of these shares claims the shares.

### 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. 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 dematerialised 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 the listing agreement:

- The Chairman's office with required facilities is being maintained by the Company at its expense, for use by its Non – Executive Chairman.
- 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 the Audit Committee is the ombudsperson and direct access has been provided to the employees to contact him through e-mail, post and telephone for reporting any matter.

### Plant location

The Company has six plants, three located in Palam Gurgaon Road, Gurgaon, Haryana and three 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 Private 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 address given above)

or

The Company at the following address:

Maruti Suzuki India Limited

1, Nelson Mandela Road, Vasant Kunj

New Delhi-110 070

Phone No.: (+91)-11-4678 1000

Email Id: investor@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 10 secretarial standards as on 31<sup>st</sup> March 2014. The Company substantially observes secretarial standards voluntarily as good corporate governance practice and for protection of interest of all stakeholders.

## ANNEXURE A

### DECLARATION OF THE MANAGING DIRECTOR & CEO

This is to certify that the Company had laid down code of conduct for all the Board members and the senior management personnel of the Company and the same is uploaded on the website of the Company [www.marutisuzuki.com](http://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 31<sup>st</sup> March 2014.

**Kenichi Ayukawa**  
Managing Director & CEO

New Delhi  
14<sup>th</sup> May 2014

## 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, 2014, 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 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 statements of the Company.

We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

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.

For Price Waterhouse  
Firm Registration Number:301112E  
Chartered Accountants

Abhishek Rara  
Partner  
Membership Number - 077779

Gurgaon  
27<sup>th</sup> May 2014

# **MANAGEMENT DISCUSSION & ANALYSIS**



During the year, domestic passenger vehicle sales fell 6 per cent, the highest ever year-on-year decline in a decade.

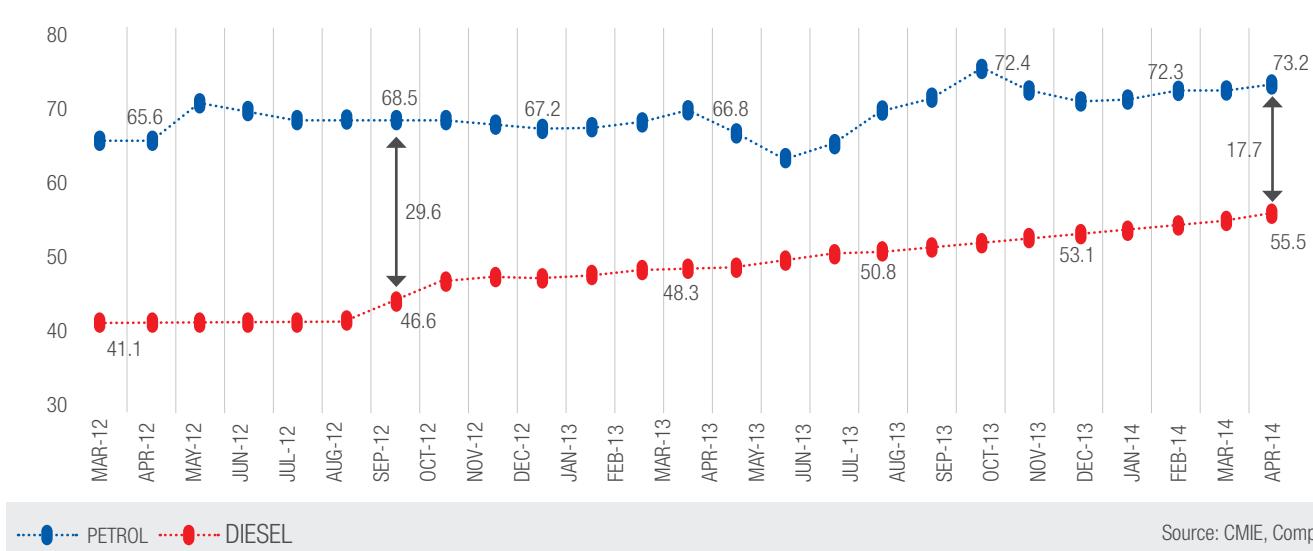
However, the Company posted a growth of 0.3 per cent in domestic sales and improved market share from 39.4 per cent in 2012-13 to 42.1 per cent in 2013-14.

## OVERVIEW

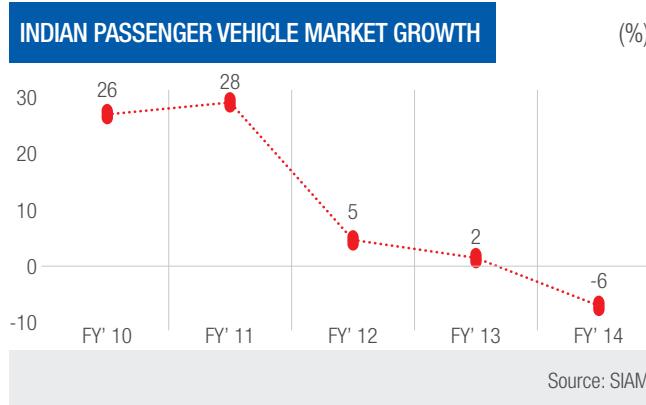
During the year, the Indian economy was marked by low growth and high inflation. For the second successive year, GDP growth was below 5 per cent. Low income growth and rising expenses discouraged households from spending on discretionary products like automobiles. Cost of ownership, a key factor for first time buyers, increased owing to rising fuel prices caused by rupee depreciation and phased deregulation of diesel. High interest rates also hampered demand.



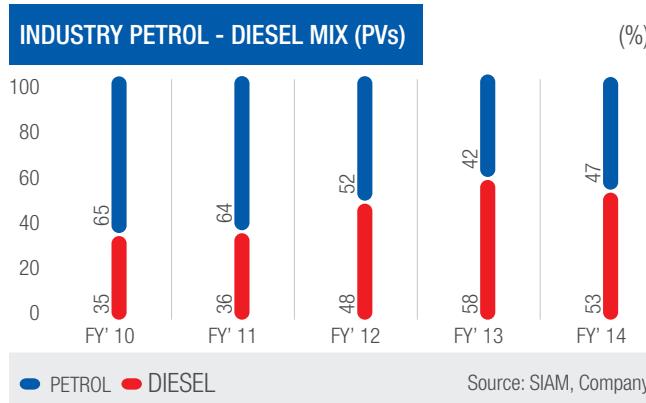
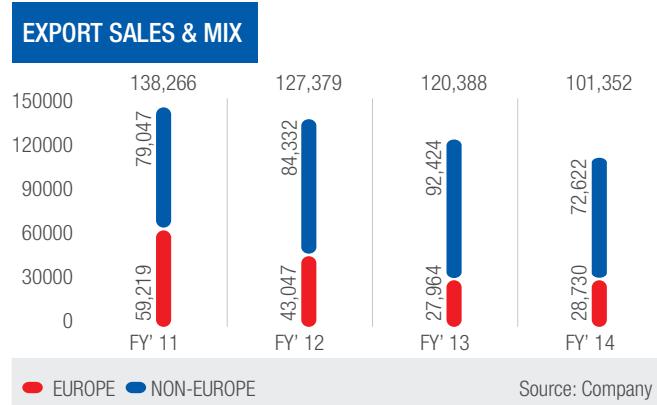
## PETROL - DIESEL PRICE MOVEMENT



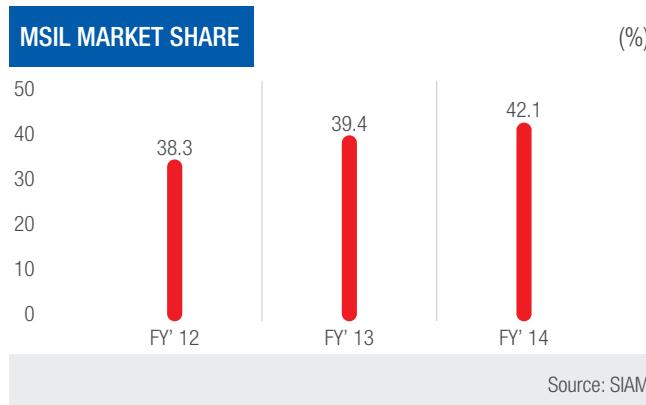
Domestic unit sales of the automobile industry fell 6 per cent, the highest ever year-on-year decline in a decade. The diesel vehicle segment declined 13.5 per cent during the year on account of rise in diesel prices and expectations of further increase owing to decontrol. The share of diesel vehicles in total industry sales came down from 58 per cent in 2012-13 to 53 per cent during the year. Sales of petrol vehicles, after declining for two years, turned positive and grew by 4 per cent in 2013-14.



During the year, export sales were adversely impacted by weak economic growth, political unrest and regulation changes in some of the major markets. While sales to Europe reported a slight improvement, sales to other markets declined by 21 per cent. In the medium term, the Company is working to expand reach and enhance sales in the Middle East, Africa and Latin America. The Company is engaged with overseas distributors to replicate relevant good practices from the Indian market.



The Company posted a growth of 0.3 per cent in domestic sales during the year and improved market share from 39.4 per cent in 2012-13 to 42.1 per cent in 2013-14. A strong showing in rural markets, where the Company has focused in the last five years, helped it perform better than the rest of the industry. In addition, the Company was able to attract buyers through on-ground initiatives and trade-ins.



The Company's focus on improving localisation in recent years, together with various cost reduction initiatives, yielded dividends during the year and helped improve profit margins. Marketing and sales expenses were higher to partially offset the increase in cost of ownership and counter the weak market sentiment. Rupee depreciation impacted the cost of certain imported parts. Commodity prices were stable for most part of the year, though there was an upward move towards the end.

The Company commissioned its third vehicle assembly line at Manesar, with an annual capacity of 250,000 units. A diesel engine plant in Gurgaon, with an annual capacity of 150,000 engines, began operations. The Company's world class R & D Centre and test track at Rohtak, started its first phase of testing and evaluation in the latter half of the year.

The Company's new model, Celerio, launched at Delhi Auto Expo in February 2014, became the first car in the country to offer "auto gear shift" technology. This technology is able to provide the convenience of automatic transmission at an attractive price, without compromising on fuel efficiency. The initial response to the technology and the car has been positive.

In January 2014, the Board of Directors approved a proposal from Suzuki Motor Corporation, Japan, (SMC) to implement the Gujarat expansion project through a 100 per cent subsidiary of SMC. This arrangement, as it has finally evolved, will bring substantial benefits to the Company and all its shareholders. The Company has obtained opinion from legal and tax experts on this arrangement to ensure that the interests of MSIL and all its shareholders are safeguarded and strengthened. The Company will obtain the vote of the minority shareholders in due course.

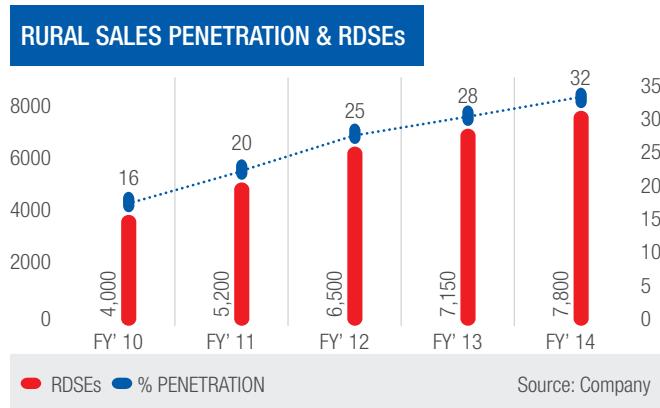
## BUSINESS PERFORMANCE

### Domestic Market

During the year, all segments of the industry, except the A3 segment, posted a decline. High consumer interest in models like Dzire and launch of new models by competition helped maintain volumes in this segment.

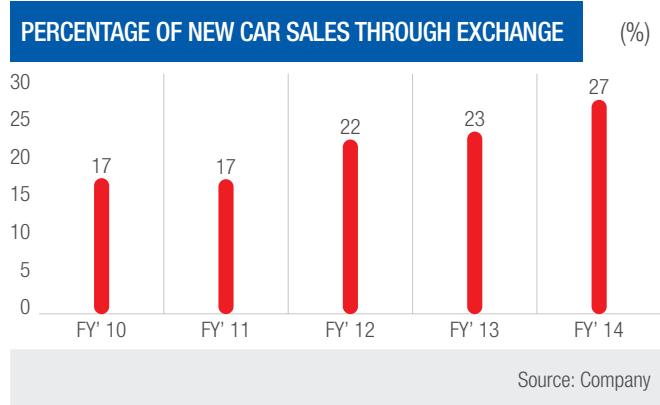
With the growth in rural incomes in recent years, the Company enhanced its efforts in these markets and achieved a strong growth. At the start of

the year, the Company had targeted to sell at least one vehicle in 100,000 villages of India during the year, up from 44,000 villages at the end of 2012-13. By the end of the year, the Company could sell vehicles in nearly 93,500 villages. Sales in rural markets were up 16 per cent compared to 2012-13, and accounted for 32 per cent of the Company's annual sales.



To beat the slowdown and generate excitement in the market, the Company enhanced the number and scale of its field events. It also deployed analytics for focused communication. During the year, the Company's TrueValue business contributed significantly to new vehicle sales. The share of trade-ins in new vehicle sales went up to 27 per cent. Sales of pre-owned cars grew 17 per cent, helping dealer viability in a tough market.

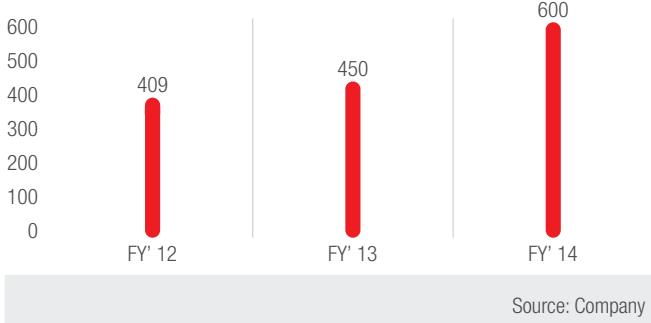
The Company's share in the petrol segment increased to 60.8 per cent, from 58.4 per cent in 2012-13. In the diesel segment, the decline in the Company's sales was largely in line with industry's de-growth and the Company's share in this segment remained the same as last year at 25.5 per cent.



Of the nearly 140 models in the industry, only five models sold more than 100,000 units during the year. Four of these top five models were from the Company's portfolio: Alto, Swift, Dzire and WagonR.

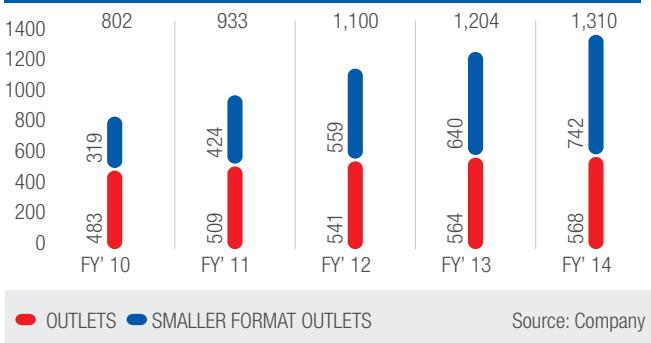
The Company continued to expand its network of sales outlets and service workshops, notably in small towns and rural areas. During the year, the number of outlets for pre-owned vehicles also increased significantly. The Company's network serviced, on average, 1.29 million customers every month. The Company is actively training dealer executives and technicians in technical skills and customer friendly practices.

### TRUE VALUE OUTLETS



As a next step, the Company is planning to expand its presence in rural areas via innovative sales and service formats. It is currently considering "R-Outlets" to be set up by dealers for vehicle display and sale in the smaller markets. The expansion in sales outlets will, as in the past, happen alongside an expansion in the service network. The Company is scaling up its doorstep service via mobile service workshops in the urban areas as well. Over 1,000 Maruti Mobile Support (MMS) vehicles were operating across the country at the end of the year, providing door step service to nearly 32,000 customers every month.

### SHARE OF SMALLER FORMAT OUTLETS IN TOTAL SALES OUTLETS



During the year, in addition to Celerio, the Company also introduced Stingray, a compact car sporting high-end-features. At Delhi Auto Expo 2014, the Company showcased SX4 S-Cross and Concept sedan CIAZ, both of which evoked positive response from visitors.

On 18<sup>th</sup> January 2014, the Company stopped production of the iconic Maruti 800, the car that revolutionised India's automobile industry. The last Maruti 800 rolled out from the Gurgaon Plant amid a fond farewell from employees. The car sold more than 2.7 million units since its launch in 1983.

The Company has been working on improving efficiencies in transporting new vehicles to dealers. GPS installations in carriers have helped improve productivity and safety. About 40,000 drivers were trained to inculcate a culture of safe driving among them.

During the year, the Company set a new benchmark in transportation of new cars by rail. Indian Railways, with inputs from the automobile industry, has designed new railway rakes that offer higher capacity, flexibility and more speed while being more environment-friendly. The Company became the first

in the industry to use these 'flexi deck auto-wagon rakes' to transport new cars to dealerships. The Company is also working for a railway siding inside the Manesar plant for seamless logistics connectivity. The Company plans to increase the share of rail in transporting cars.

### Exports

Export sales stood at 101,352 units, with about 72 per cent contribution from non-Europe markets. During the year, non-Europe sales declined due to non-tariff barriers and political unrest in certain major markets. The Company tried to offset this by focusing on the remaining markets and by introducing new products. Introduction of Swift and Dzire in South Africa helped achieve additional sales.

In the next few years, the Company will introduce new models in Africa and Latin America. Successful processes and practices from India will be carried over to export markets, wherever relevant. For example, the Company's Dealer Management System, which helps track enquiries, retail sales and other critical business parameters real time, will be implemented in major African markets.

### Parts & Accessories

The Parts and Accessories business registered an impressive growth of 21 per cent during the year. Despite pressure on new car sales, the Company was able to enhance sales of Maruti Genuine Accessories through innovative marketing ideas, promoting sales among existing customers at service workshops and a larger and improved product portfolio. Sales of Maruti Genuine Parts also grew on the back of effective customer education campaigns and a wider distribution network.

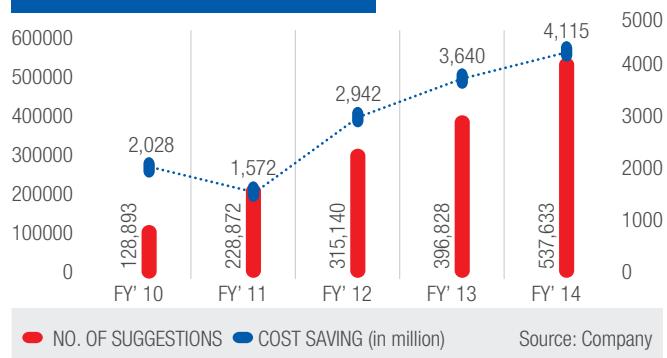
### OPERATIONS

In the past few years, the Indian automobile industry has experienced high volatility in demand. Besides, with multiple products and variants, it is important for the Company to build flexibility in operations to manage fluctuations in demand.

The Company has been able to achieve greater flexibility, besides improving productivity and cost in plant operations. For example, all the models with annual demand more than 150,000 can be manufactured in at least two plants across Gurgaon and Manesar. To improve productivity and efficiency, the Company regularly undertakes theme-based drives to reduce cycle time and minimise operator fatigue. With initiatives like 'One Operator One Step Reduction', the Company was able to reduce operator movement by more than 1,300 steps in one manufacturing cycle. The Company has a robust Suggestion Scheme that encourages employees at all levels to generate and execute new ideas for improvement and efficiency.

Over the years, the Company has built in-house expertise in the design and development of dies. These efforts continued during the year. Through automation in design, capability development in simulation, and innovations in design and process, the Company is able to develop dies faster and also achieve a significant cost advantage over imported dies.

### EMPLOYEE SUGGESTION SCHEME



### Energy Conservation and Environment Sensitivity

The Company continued its energy conservation initiatives. The focus was on reducing energy cost, conserving water and improving efficiency through new technology and by optimising operations. A separate section in this Annual Report, "Business Responsibility Report" discusses the environment and social performance of the Company in detail.

### QUALITY ASSURANCE

At the start of the year, all functions relating to quality were consolidated into a separate vertical. This dedicated structure helped impart greater focus and cohesion to the monitoring and improvement of quality, both in in-house operations as well as at suppliers.

A special group works closely with suppliers to improve quality, supporting them with expertise and resources. Experts carry out a detailed problem analysis on the shop floor of suppliers to identify areas of improvement and initiate steps in a structured way.

Several measures are employed to benchmark and monitor the quality of the Company's products. Among them, Initial Quality Study by J.D. Power Asia Pacific brings out the trends in product quality for the Company as well as the industry, as experienced by customers.

The results of this study show that the number of problems (as perceived by customers) has come down over the years, indicating an improvement in the quality of the Company's vehicles.

### PROBLEMS PER 100 VEHICLES (PP100) - J.D. POWER IQS STUDY



### COMPONENT & RAW MATERIAL PROCUREMENT

With a weak demand environment, the Company focused on cost reduction in its own operations as well as at suppliers. To insulate the Company against

foreign exchange fluctuations, it has significantly stepped up efforts to reduce vendor imports through a focused localisation program. During the year, the results of this exercise were encouraging and the Company plans to continue these efforts into the next financial year. The Company also worked on localising the tooling of parts to reduce capital investment.

Besides, various projects at the Company and at suppliers saw cost reduction via yield improvement, focused model cost down and alternate sourcing from more cost efficient sources. The Company took various initiatives like hedging of commodities to prevent cost inflation. The Company approaches hedging as a means of budget protection, to safeguard itself from adverse price movements. However, during the year, favourable hedge rates helped in reporting a gain against the budgeted levels in major base and precious metals.

Through the supplier risk management system, the Company actively monitors the health of suppliers' business in areas like operations and finance to proactively identify potential risk of supply disruption and plan for business continuity.

Tier-II and Tier-III suppliers play a critical role in the value chain. During the year, the Company undertook specific projects to improve the quality of parts manufactured by them. Through MACE (Maruti Centre for Excellence), the Company works closely with these suppliers to implement best manufacturing practices to enhance their operational performance and quality.

## ENGINEERING AND R & D

The products and technology offered by the Company have been generally well accepted by Indian customers so far. Besides auto gear shift (AMT) introduced during the year, technologies offered earlier by the Company such as K-series (petrol engines), iGPI (Natural Gas) and DDIS (diesel engines) have met expectations of customers and experts. The Company is conscious that

with economic growth, as vehicle penetration level in India rises, it will have to offer products and technologies to meet diverse customer needs. Owing to increased competition, the time-to-market for new products will be critical.

Considering this, the Company is setting up a world class R&D centre and test track at Rohtak. The objective is to build capability to design, develop and evaluate new vehicles for domestic and export markets, in partnership with SMC. During the year, certain new facilities at Rohtak were commissioned for testing and validation of new models.

Efforts to train engineers by giving them exposure to design and development projects remained on course. The Company's engineers worked jointly with SMC engineers in designing Celerio.

During the year, the Company also introduced a CNG variant of Ertiga in the domestic market, along with several export variants of Ertiga, Alto, Swift, Ritz and Omni. The Company continued its efforts to improve overall product quality and fuel efficiency using new age technologies. Weight reduction initiatives, aimed at energy conservation and higher consumer satisfaction, remained in focus during the year.

At Delhi Auto Expo 2014, the Company displayed and demonstrated the Swift Range Extender concept. This was showcased under a joint programme of Government of India and Society of Indian Automobile Manufacturers (SIAM) to promote hybrid and electric vehicles in India.

## Financial Performance

During the year, various cost reduction initiatives like localisation, focused cost down and value engineering helped the Company improve its operational performance. These initiatives added significantly and helped improve profits despite Net Sales remaining flat as compared to last year. The Company registered Net Sales of ₹426,448 million and Profit After Tax of ₹27,830 million, a growth of 16.3 per cent over the previous year.

### Abridged profit and loss account for 2013-14

(₹ million)

Parameters	2013-14	2012-13	Change
1 Volumes (Nos)			
Domestic	1,053,689	1,051,046	
Export	101,352	120,388	
<b>Total</b>	<b>1,155,041</b>	<b>1,171,434</b>	<b>(-) 1.4%</b>
2 Gross Sale of Products	478,228	481,147	
Vehicles	436,120	441,163	
Spare parts/ dies& moulds/ components	42,108	39,984	
3 Excise duty	51,780	55,021	
4 Net sales (2-3)	426,448	426,126	
5 Other operating revenue	10,558	9,753	
6 Other income	8,229	8,124	
<b>7 Total revenue (4+5+6)</b>	<b>445,235</b>	<b>444,003</b>	<b>0.3%</b>
8 Consumption of raw materials, components & traded goods	313,145	325,152	
9 Employee benefit expenses	13,681	10,696	
10 Finance Costs	1,759	1,898	
11 Depreciation and amortisation	20,844	18,612	
12 Other expenses	59,221	57,735	
<b>13 Total expenses</b>	<b>408,650</b>	<b>414,093</b>	<b>(-) 1.3%</b>
14 Profit before tax (7-13)	36,585	29,910	22.3%
15 Current tax (Net of MAT Credit availed)	7,479	6,324	
16 Deferred tax	1,276	(335)	
<b>17 Profit after tax (14-15-16)</b>	<b>27,830</b>	<b>23,921</b>	<b>16.3%</b>

Various cost reduction initiatives like localisation, focused cost down and value engineering helped the Company improve its operational performance. These initiatives added significantly and helped improve profits despite Net Sales remaining flat as compared to last year.

**Table 2: Financial Performance – Ratios** (As a % of Net Sales)

Parameters	2013-14	2012-13	Change
Material cost	73.4%	76.3%	(2.9)
Employee benefit expenses	3.2%	2.5%	0.7
Depreciation and amortisation	4.9%	4.4%	0.5
Other expenses	13.9%	13.5%	0.4
Profit before tax	8.6%	7.0%	1.6
Profit after tax	6.5%	5.6%	0.9

### Treasury Operations

The Company has efficiently managed its surplus funds through careful treasury operations. The guiding principle of the Company's treasury investments is safety and prudence. In view of this, the Company invested its surplus funds in debt schemes of mutual funds and bank fixed deposits. This has enabled the Company to earn reasonable and stable returns in a volatile interest rate scenario.

Table 3 lists the different portfolios while Table 4 lists the return on these surplus funds.

**Table 3: Investment of surplus funds** (₹ million)

Parameters	31-03-14	% of total	31-03-13	% of total
Bank Fixed Deposits	5,600	5	15,000	18
Debt Mutual Fund	99,481	95	69,362	82
Total	105,082	100	84,362	100

**Table 4: Income from investment of surplus fund** (₹ million)

Parameters	2013-14	2012-13
Interest on fixed deposits	1,165	2,220
Dividend from debt mutual funds	481	343
Net Profit from sale of investments	4,503	4,101
Total	6,149	6,664

### Foreign exchange risk management

The Company is exposed to the risks associated with fluctuations in foreign exchange rates mainly on import of components, raw materials, royalty payments and export of vehicles. The Company has a well structured exchange risk management policy. The Company manages its exchange risk by using appropriate hedge instruments depending on market conditions and the view on currency.

### Internal controls and adequacy

The Company has a proper and adequate system of internal control to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition, and that all transactions are authorised, recorded and reported correctly. The internal control system is designed to ensure that financial and other records are reliable for preparing financial information and other data, and for maintaining accountability of assets. The internal control system is supplemented by an extensive program of internal audits, reviews by management, and documented policies, guidelines and procedures.

### HUMAN RESOURCES

The driving force behind the Company's performance has been its people. Their capability, sense of ownership and teamwork enabled the Company to outperform in a challenging market scenario during the year and strengthen its leadership.

During the year, the Company hired and inducted 904 people into its workforce. The Company employs 12,547 people, including 366 women employees. The Company is making efforts to increase the number of women employees to encourage diversity in the organisation. With the start of the first phase of the R&D Centre at Rohtak, the Company posted its first batch of employees at that location in November 2013. The Company took necessary measures to ensure a smooth transition for its people to the new location, with suitable policy enablers in place.

The Company worked diligently to engage with employees on the shop floor. There were focused initiatives for effective induction of new employees. Several programmes were undertaken to foster greater employee involvement, and enhance training and mentoring of young team members.

One of the key initiatives was umbrella mentoring, to guide and develop the young workforce. Associates are mentored and guided by supervisors who are trained in coaching, mentoring, relationship building and listening skills. Under this initiative, with 823 trained mentors, the Company has so far covered 2,906 associates.

The Company also organised inbound training programmes covering diverse groups of employees including associates, supervisors and managers. These programmes involve a series of group activities that build trust and confidence among people across levels. Participants also undertake joint exercises to solve problems creatively. In all, 1,628 employees have been covered under this initiative so far.

These efforts have helped establish a positive team environment and strengthen people connect. Besides, grievance handling forums and helpdesks have helped in reaching out to young team members on the shop floor. Employees are also kept updated on the latest business performance and Company developments and people policies through regular structured communication meetings. These initiatives have, over the last two years, given encouraging results and will continue.

People development and capability building, across functions and levels, remains a key focus area. The learning eco-system is being transformed and endowed with e-learning modules and web based trainings to cater to employees across locations through an interactive web studio at Maruti Suzuki Training Academy. Apart from capability building interventions, employees were educated on health consciousness and road safety.

The Company's dipstick and engagement surveys measure employee engagement levels and derive action plans for improvement. During the year, engagement scores improved over the previous year. There is holistic focus on employees through initiatives like a 360 degree feedback exercise, a robust online performance management system, feedback through assessment and development centres, job rotation, training and development, higher education opportunities and multiple career growth tracks. These initiatives helped control attrition to only 2.7 per cent during the year, better than the industry average.

## INFORMATION TECHNOLOGY

Information technology provides key support to various functions of the Company and also empowers the value chain with information. The key focus of IT is to leverage appropriate technologies to improve efficiency in operations, enable informed decision making and to increase revenue.

The Company is now investing in state-of-the-art mobility technologies. These technologies play a lead role in enhancing shop floor productivity. They also empower people in the field to improve efficiency and enhance customer experience. Mobile devices like handheld tablets enable operators to capture data directly on-line rather than capture manually on a piece of paper and then enter it into the IT system. In service workshops, this technology is helping reduce wait time for customers.

With the integration of business analytics with sales and service functions, the Company has empowered dealer CEOs with relevant business information, including monitoring business health parameters and customer engagement. The Company uses cloud technology to manage and run its dealer management system. During the year, the Company strengthened its cloud infrastructure by incorporating ultra-modern systems and technologies to match future business growth requirements.

## RISK MANAGEMENT

Risk management in the Company is reviewed by the Audit Committee through a management subcommittee, the Executive Risk Management Committee (ERMC). The ERMC, headed by Managing Director & CEO, comprises all Directors, vertical heads and executive officers of the Company. It reviews risk management activities on a regular basis.

After a comprehensive risk management exercise including inputs from stakeholders including top management, employees, vendors, dealers, investors, union leaders, local community around its plants and industry analysts, the risk library was refreshed.

During the year, the new risk library was presented to Chairman and new members of the top management (MD & CEO, JMD, etc.) to incorporate their views. The final risk library was prepared with the top risks relating to product portfolio, government policy, industrial relations, talent retention, work culture, quality, cost and competition. Risk mitigation planning is underway for each of the risks by the respective risk champions.

## OUTLOOK

India's automobile industry has registered negligible growth over the past three years. The prospects for the industry, however, remain positive in the medium term owing to low vehicle penetration, high aspiration for car ownership and the promise of revival in economic growth.

The Company is fully geared for growth in the future in terms of capacity, products and network. The upcoming R & D Centre at Rohtak, the systematic capability development of its engineers and SMC's high focus on India, place the Company in a strong position to launch new models and enter new segments.

The Company's ability to increase market share points to the strength of its marketing network, notably in rural areas and small towns. In the near future, the Company will further strengthen its marketing infrastructure to enhance its connect and serve customers better.

In exports, the Company will make a concerted effort including network expansion, new products and focused marketing initiatives in markets in Africa, Latin America and the Middle East.

The Company considers quality as critical to maintaining leadership in the future. In line with this, it is strengthening efforts to upgrade product quality across the value chain, including suppliers at Tier-II and Tier-III.

The Company's brand strength, relationship with its partners, committed people and cost capabilities will enable it to further strengthen its position in the Indian market.

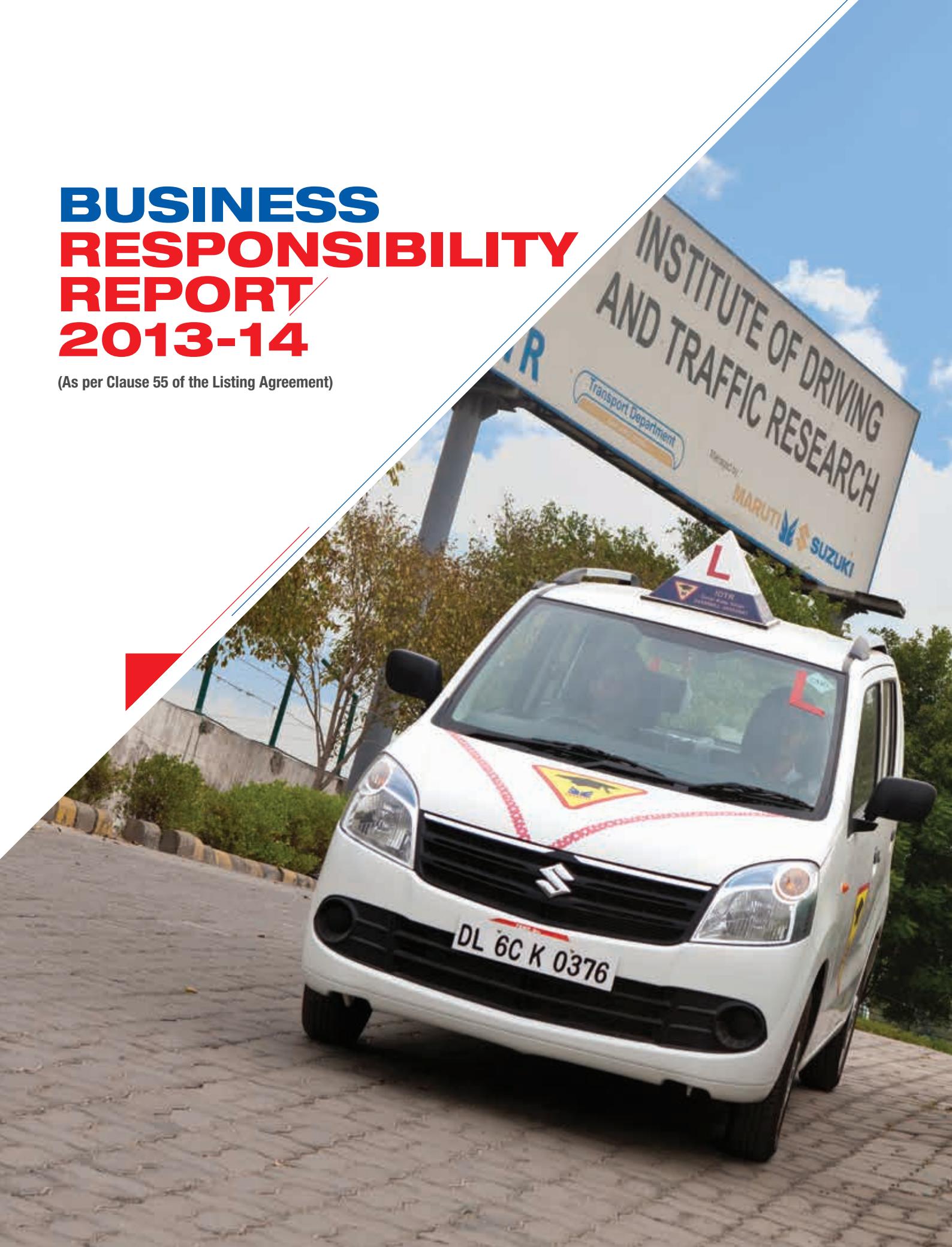
## Disclaimer

Statements in this management discussion and analysis describing the Company's objectives, projections, estimates and expectations are categorised as 'forward looking statements' within the meaning of applicable laws and regulations.

Actual results may differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include an onward trend in the domestic auto industry, competition, rise in input costs, exchange rate fluctuations, and significant changes in the political and economic environment in India, Environmental standards, tax laws, litigation and labour relations.

# BUSINESS RESPONSIBILITY REPORT 2013-14

(As per Clause 55 of the Listing Agreement)



Maruti Suzuki focuses on all aspects of development, be it environmental, social or economic. The Company is concerned about the wellbeing, growth and prosperity of all its direct stakeholders and conducts its business in line with that.

## SECTION A

<b>General Information About the Company</b>		<b>Details</b>
1	Corporate Identity Number (CIN) of the Company	L34103DL1981PLC011375
2	Name of the Company	Maruti Suzuki India Limited
3	Registered address	1, Nelson Mandela Marg, Vasant Kunj, New Delhi-110070
4	Website	www.marutisuzuki.com
5	E-mail id	investor@maruti.co.in
6	Financial year reported	2013-14
7	Sector(s) that the Company is engaged in (industrial activity code-wise)	Automobile
8	List three key products/services that the Company manufactures/provides (as in balance sheet)	Passenger Cars, Multi Utility Vehicles (MUV), Multi-Purpose Vehicles (MPV)
9	Total number of locations where business activity is undertaken by the Company	
i.	Number of international locations	Company manufactures cars in India only
ii.	Number of national locations	Company manufactures cars at its Gurgaon and Manesar plants located in Haryana, India
10	Markets served by the Company – Local/State/National/ International	Domestic: across India International: Europe, Africa, Asia, Oceania, Latin America

## SECTION B

<b>Financial Details of the Company</b>		<b>Details</b>
1	Paid up Capital (₹)	1,510,400,300
2	Total Turnover (₹ million)	497,015
3	Total profit after taxes (₹ million)	27,830
4	Total Spending on Corporate Social Responsibility (₹ million)	232.8
b.	As percentage of profit after tax of 2013-14	0.83%
5	List of activities in which expenditure in 4 above has been incurred:	
a.	Skill Development	
b.	Community Development	
c.	Road Safety	

**SECTION C**

<b>Other Details</b>		<b>Details</b>
1	Does the Company have any Subsidiary Company/Companies?	Yes
2	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	No
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with; participate in the BR initiatives of the Company? If yes, then indicate the % of such entity/entities? [ Less than 30%, 30-60%, More than 60%]	No

**SECTION D : BR INFORMATION****1. Details of Director/Directors responsible for BR****a) Details of the Director/Directors responsible for implementation of the BR policy/policies**

DIN Number	02262755
Name	Mr. Kenichi Ayukawa
Designation	Managing Director & CEO

**b) Details of the BR head**

DIN Number (if applicable)	N.A.
Name	Mr. Kanwaldeep Singh
Designation	Vice President, Corporate Planning
Telephone number	011-46781123
e-mail id	Kanwaldeep.Singh@maruti.co.in

**2. Principle-wise (as per National Voluntary Guidelines) Business Responsibility Policy/policies (Reply in Y/N)**

<b>Sr. No.</b>	<b>Questions</b>	<b>Principle (Yes/No)</b>								
		<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>	<b>7</b>	<b>8</b>	<b>9</b>
1	Do you have a policy for..	Y	Y	Y	Y	N	Y	N	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	N	Y	N	Y	Y
3	Does the policy conform to any national /international standards? If yes, specify?	N	N	Y	Y	N	Y	N	Y	Y
4	Has the policy being approved by the Board? If yes, has it been signed by MD/ owner/CEO/appropriate Board Director?	Y	Y	Y	Y	N	Y	N	Y	Y
5	Does the Company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy?	Y	N	Y	Y	N	Y	N	Y	Y
6	Indicate the link for the policy to be viewed online?	Y	Y	Y	Y	N	Y	N	Y	Y
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	N	Y	N	Y	Y
8	Does the Company have in-house structure to implement the policy/policies.	Y	Y	Y	Y	N	Y	N	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the Company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	N	N	N	N	N	Y	N	N	Y

## LIST OF PRINCIPLES

- Principle 1** Businesses should conduct and govern themselves with Ethics, Transparency and Accountability
- Principle 2** Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle
- Principle 3** Businesses should promote the wellbeing of all employees
- Principle 4** Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.
- Principle 5** Businesses should respect and promote human rights
- Principle 6** Business should respect, protect, and make efforts to restore the environment
- Principle 7** Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner
- Principle 8** Businesses should support inclusive growth and equitable development
- Principle 9** Businesses should engage with and provide value to their customers and consumers in a responsible manner

### 2a. If answer to S.No. 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

Sr. No.	Questions	Principle (Yes/No)								
		1	2	3	4	5	6	7	8	9
1.	The Company has not understood the Principles	-	-	-	-	-	-	-	-	-
2.	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles	-	-	-	-	-	-	-	-	-
3.	The Company does not have financial or manpower resources available for the task	-	-	-	-	-	-	-	-	-
4.	It is planned to be done within next 6 months	-	-	-	-	-	-	-	-	-
5.	It is planned to be done within the next 1 year	-	-	-	-	-	-	-	-	-
6.	Any other reason (please specify)	-	-	-	*	-	**	-	-	-

\*Human Rights: The Company currently doesn't have a standalone Human Rights policy. However, aspects of human rights such as child labour, forced labour, occupational safety, discrimination are covered by its various Human Resource policies.

\*\*Policy Advocacy: The Company doesn't have a separate policy on policy advocacy. For advocacy on policies related to the automobile industry, the Company works through the industry association, Society of Indian Automobile Manufacturers (SIAM). There is an independent department in the Company that is responsible for interaction with SIAM and is also responsible for government affairs.

### 3. Governance related to BR

- Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.  
The Managing Director and top management periodically review the BR performance of the Company. This is done through the weekly Business Review Meetings.
- Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?  
The Company publishes its Sustainability Report annually as per the international GRI framework. The latest report for the year 2013-14 has been prepared as per the GRI G4 framework. The report is externally assured.  
The report can be viewed at the corporate website at <http://www.marutisuzuki.com/sustainability.aspx>.

## SECTION E: PRINCIPLE-WISE PERFORMANCE

### Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

- Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/ Contractors/NGOs /Others?  
Maruti Suzuki believes in the highest standards of professionalism, ethical behavior and corporate governance.  
The Company's Code of Business Conduct and Ethics ensures compliance to the Company's standards of business conduct and ethics and also with regulatory requirements. All employees sign a Code of Conduct on joining the Company and are expected to comply with it in letter and spirit. The Company also has in place a Whistle Blower Policy.  
As all joint ventures, suppliers and contractors working with the Company are independent entities, the Company's Code of Conduct and Whistle Blower Policy do not apply to them.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

There were no cases of violation of the Company's Code of Conduct and there were no cases reported under the Company's Whistle Blower Policy in the year 2013-14.

### Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

In an attempt to create environmentally and socially responsible products, the Company continuously brings about improvement and innovation in the products it offers its customers.

Auto Manual Transmission (AMT) in Celerio	Alternative Fuel Technology	Swift Range Extender
<p>In 2013-14, Maruti Suzuki launched Celerio which was the industry's first Auto Manual Transmission (AMT) vehicle, available in both manual and automatic transmission version. AMT technology is based on an electric control unit which drives the precision hydraulic actuator to control the clutch engagement and the gear shifting. AMT is able to ensure less fuel consumption than a comparable car with automatic transmission.</p> <p>Traditionally, automatic transmission vehicles are assumed to be fuel guzzlers. Celerio is a fine example of new technology resulting in a fuel efficient, light weight and compact car that is environment friendly and provides the convenience of automatic transmission to customers.</p> <p>The Celerio offers the best in class fuel efficiency of 23.1 kmpl in both manual and AMT versions.</p>	<p>Maruti Suzuki has developed a new Intelligent Gas Port Injection (i-GPI) technology for CNG bi-fuel vehicles. The i-GPI technology promotes uniform and complete combustion in the combustion chamber, resulting in lesser pollutants, without compromising on the vehicle's power and performance.</p> <p>The Company has successfully launched bi-fuel variants with i-GPI CNG engine technology. With this technology, in each CNG vehicle CO2 emissions are reduced by an average 20 per cent as compared to the petrol variant.</p> <p>Since 2006, Maruti Suzuki has sold over 4.1 lakh vehicles which have offset around 2.24 lakh tonnes of CO2 cumulatively till March, 2014.</p> <p>In 2013-14, the CNG variant of Ertiga was launched.</p>	<p>Swift RE-EVs an electric vehicle with an engine driven generator. The vehicle was showcased at Auto Expo 2014 in New Delhi.</p> <p>The vehicle functions like a pure Battery Electric Vehicle (BEV). Once the battery power gets depleted, the on-board internal combustion engine begins functioning and runs the generator for supplying power to the electric motor. This eliminates the "range anxiety" issue generally associated with BEVs.</p> <p>The vehicle can be charged at home from a household power outlet. Compared with a pure BEV that depends entirely on battery power, the Swift RE-EV has a smaller battery that's quicker to charge and weighs less.</p>

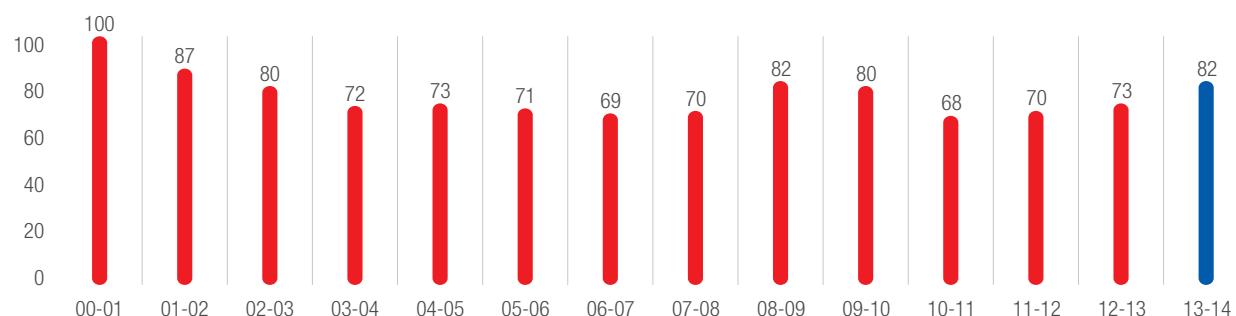
2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

- i. Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?

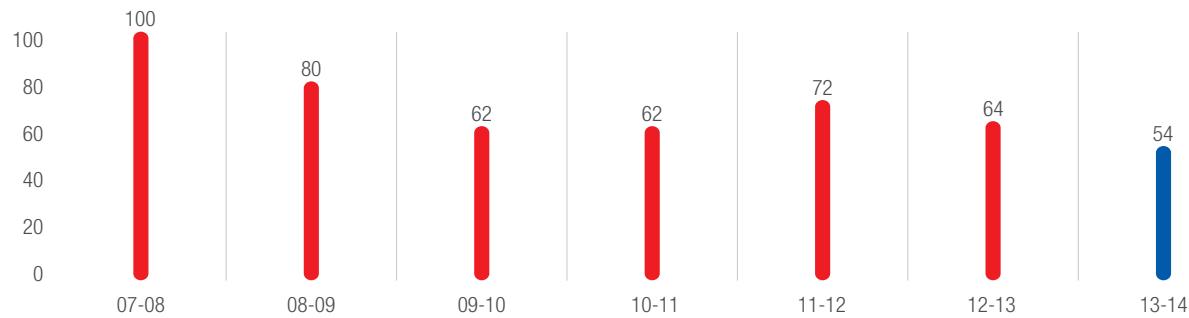
As production lines at Maruti Suzuki are flexible and produce multiple models, there is practical difficulty in isolating model-wise resource utilisation data. However, for the overall number of vehicles produced, the reduction in resources is as under:

- a. Electricity: At Maruti Suzuki electricity is generated in-house through natural gas based captive power plants at Gurgaon and Manesar locations. These provide stable and regular electricity for manufacturing operations. A small amount of electricity is also taken from the grid, as and when required. The Company also has diesel generators available as back-up in case of power failure. The per unit energy consumption for Gurgaon and Manesar plants is given in the tables below:

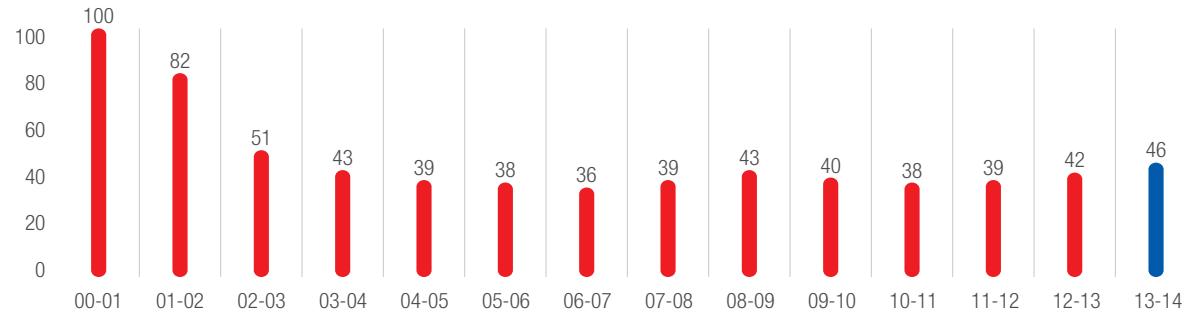
ELECTRICITY CONSUMPTION PER CAR, GURGAON PLANT (%) INDEXED TO BASE YEAR 2000-01



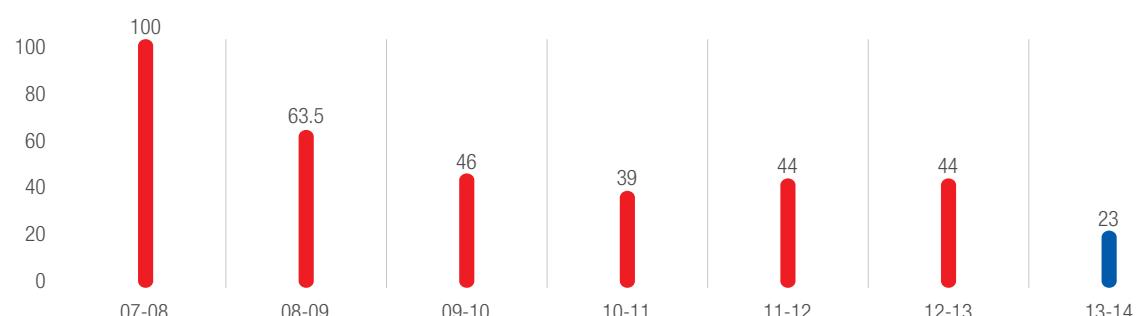
Note: There is an increase in per unit electricity consumption in Gurgaon due to a reduction in production at the facility.

**ELECTRICITY CONSUMPTION PER CAR, MANESAR PLANT (%) INDEXED TO BASE YEAR 2007-08**


- b. Water: The primary source of water for the Company is canal water. This helps in conserving ground water. The Company also recycles and reuses water. In 2013-14, 48 per cent of total water was recycled and reused.

**WATER CONSUMPTION PER CAR, GURGAON PLANT (%) INDEXED TO BASE YEAR 2000-01**


Note: There is an increase in per unit water consumption in Gurgaon due to a reduction in production at the facility.

**WATER CONSUMPTION PER CAR, MANESAR PLANT (%) INDEXED TO BASE YEAR 2000-01**


- c. Material: Optimisation of material is important from the point of view of resource conservation. Maruti Suzuki focuses on yield improvement and weight reduction. The Company is running "One Gram One Component" weight reduction programme with an objective to identify opportunities for weight reduction of the vehicle through design modifications of components.

Under yield improvement programme, the scrap generated from press shop operations of the Company is sent to own suppliers for producing child parts that helps in maximisation of steel sheet utilisation. In 2013-14 two types of steel was sent to suppliers for reuse:

- Trim scrap (very small pieces which are used for melting and made as ingots): 56,324 T
- Flat scrap (bigger pieces which are used for making child parts) : 24,375 T

The Company's initiatives on light-weighting of vehicles are a means of conserving resources and improving the fuel efficiency of vehicles. In 2013-14, important weight reduction measures were taken in Swift, Celerio and Stingray.

**The Company works closely with its Tier-I suppliers on creating environmental consciousness. The Company continued to sensitise suppliers to adopt ISO 14001 Environment Management System through the year. As on 31<sup>st</sup> March 2014, 85 per cent Tier-I suppliers were certified.**



Maruti Suzuki Supply Chain personnel engaging with suppliers at a training programme

- ii. Reduction during usage by consumers (energy, water) has been achieved since the previous year?

The end users of the vehicles produced by the Company are individual customers. It is difficult for the Company to determine the reduction in energy and water during usage of vehicles by customers.

**3. Does the Company have procedures in place for sustainable sourcing (including transportation)?**

- i. If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

As on 31<sup>st</sup> March 2014, the Company had a supplier base of 326 suppliers, including 18 joint venture companies.

The Company has laid down robust sourcing processes and procedures that include competitive bidding and evaluation of new supplier by all concerned departments (Engineering, Quality and Supply Chain).

Since inception, the Company has laid stress on local vendors. Both the Gurgoan and Manesar plants have adjacent Suppliers' Parks where select vendors have established manufacturing units. Nearly 78 per cent of the supplier base by value is located within a 100 km radius of the Company. As compared to last year, there is a reduction in the percentage of supplier base located within 100 km radius due to merger of Suzuki Powertrain (supplier of diesel engines) with the Company.

The Company also focuses on localisation of components. Localisation has many benefits: it develops a reliable local source for all future requirements, reduces exposure of the Company to foreign exchange movement and builds capability of local suppliers and boosts local economy. In 2013-14, localisation of KD parts, especially those that hadn't been localised due to unavailability of technology in India or lack of volumes, was undertaken.

The Company formulated Green Procurement Guidelines in the year 2012-13. These were rolled out in 2013-14. Based on these guidelines Tier-I vendors are required to submit Signed Green Procurement Agreement, Environment Compliance Sheet and ISO 14001 Certificate to the Company.

**4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

Initiatives of the Company aimed at procuring from local suppliers are mentioned in the question above.

The Company also undertakes initiatives to build capacities of the suppliers. Some examples are as under:

- ▶ Maruti Centre of Excellence (MACE), was set up by the Company along with 21 suppliers in 2004. The activities of MACE include providing training, support, and consultation to Tier I & II suppliers and sales network to help them achieve world class standards in quality, cost, service and technology orientation. Specific projects at supplier end were carried out for improvement in quality, productivity, energy, yield and employee involvement in 2013-14.
- ▶ Upgradation of Tier- II supplier was in focus during the year. The Company involved its Tier- I suppliers in improving the parts quality sourced by them from Tier II suppliers.
- ▶ The Company continued to sensitise suppliers to adopt ISO 14001 Environment Management System. As on 31<sup>st</sup> March 2014, 85 per cent Tier-I suppliers were certified.
- ▶ The Company undertakes supplier rating every month to evaluate the performance of suppliers on parameters such as quality, material delivery etc. Based on the outcome of the rating, the Company works closely with the suppliers to further improve their performance.
- ▶ The Company undertakes Safety Assessment at the plants of its Tier-I suppliers. This programme is aimed at creating safety culture at suppliers' end.

**5. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

Presently there is no regulation for recycling of cars in India. Maruti Suzuki participated in an initiative by the auto industry body SIAM wherein a pilot vehicle dismantling unit was created in Chennai. Maruti Suzuki cars comply with stringent European End of Life (ELV) Vehicle norms which mean the cars are free from hazardous substances and can be recycled in the most environment friendly manner.

The Company has been sending its hazardous waste for co-processing to the cement industry. With this, the need for creating secured landfills has been eliminated. In the year 2013-14, 1929T of hazardous waste was generated and 3,787 T was sent for co-processing.

### Principle 3: Businesses should promote the well being of all employees

1. Please indicate the total number of employees.

#### Manpower by Category as on 31<sup>st</sup> March 2014

Manpower Category	2013-14
1 Regular manpower	
a. Assistant Supervisor & above	5,878
b. Associates/technicians	5,222
c. Trainees	1,447
<b>Total regular manpower</b>	<b>12,547</b>
2 Apprentices	1,099
3 Contractual manpower/Temporary workers	6,578
<b>Total manpower</b>	<b>20,224</b>

2. Please indicate the total number of employees hired on temporary/ contractual/casual basis.

The total contractual/temporary manpower employed was 6,578 as on 31<sup>st</sup> March 2014.

3. Please indicate the number of permanent women employees.

#### Manpower by Gender as on 31<sup>st</sup> March 2014

Manpower	2013-14
Male	12,181
Female	366
<b>Total</b>	<b>12,547</b>

4. Please indicate the number of permanent employees with disabilities.

There were 11 regular employees with disabilities as on 31<sup>st</sup> March 2014.

5. Do you have an employee association that is recognised by management?

The Company has internal and independent labour unions at its plants and union elections are held as per the statutory requirements. The Company's management officially recognises three employee unions, one each at its Gurgaon plant, Manesar vehicle manufacturing plant and Manesar powertrain plant.

6. What percentage of your permanent employees is members of this recognised employee association?

The Company's unions represent 100 per cent of the workers.

7. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

S. No.	Category	No. of complaints filed during the financial year	No. of complaints pending as on 31 <sup>st</sup> March 2014
1.	Child labour/forced labour/involuntary labour	Nil	Nil
2.	Sexual harassment	Nil	Nil
3.	Discriminatory employment	Nil	Nil

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

- Permanent Employees
- Permanent Women Employees
- Casual/Temporary/Contractual Employees
- Employees with Disabilities

The Company strives to cover majority of employees under training programmes. Training reach for the year 2013-14 has been 87 per cent of the total regular employees of the Company.

#### Category - wise Training Achievement

Category	Man-days/per employee	Select examples of training
Executives and above	5.3	Managing Self and Others, People Leadership, Basic / Advanced MS Excel, Problem Solving, Leading Effectively, Team Synergy, Communication and Presentation skills, Stress Management, World Class Manufacturing, Personal Effectiveness etc.
Supervisors	4.5	Attitude and role of shop floor supervisor; Safety management; 5S, 3M, 3G, Quality control, 7 QC Tools; Maruti Production System, MS Excel /MS Office, Umbrella Mentoring, Developing the quality of being proactive and sense of ownership etc.
Associates	3.4	Team work, Conflict Management, Self-awareness, Develop the quality of being proactive; Develop sense of ownership, MS Office (Basic) etc.
Overall	4.3	--

Safety training is a part of the induction process and all employees mandatorily go through one day safety training. For shop floor workers, periodic safety training is organised as per the annual safety calendar.

The Company set up the Maruti Suzuki Training Academy in December, 2012 for capability development of all Maruti Suzuki employees, Suzuki group of companies, dealers and suppliers. The Academy has four focus areas, Virtual Classroom, Self- Learning, Finishing School and Higher Education. The Academy is also registered as Vocational Training Provider with the State of Haryana under the Skill Development Initiative scheme.

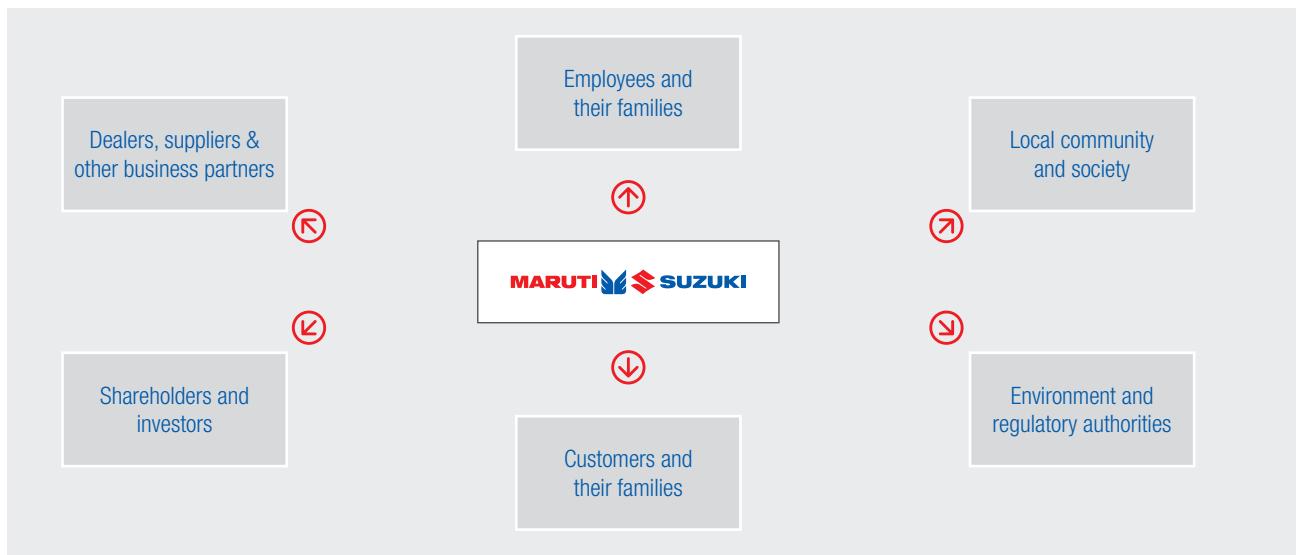
The Company has in place a Higher Education Scheme for employees, especially young managers. The scheme includes full-time executive MBA and part-time MBA programmes. The Company also has an education scheme for its workers where they can pursue further studies (diplomas, B. Tech) while working with the Company.

**Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.**

**1. Has the Company mapped its internal and external stakeholders? Yes/No**

The Company has identified six direct stakeholder groups. The Company engages with them to understand their needs and concerns, and undertakes programmes to address them. It recognises the importance of constant, continued and collaborative engagement with all organisations and individuals involved in or impacted by its operations.

**Key Stakeholder Groups of Maruti Suzuki**



**2. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalised stakeholders.**

Within the stakeholder group Local Community and Society, the Company has identified the following vulnerable sections:

- Local community
- Socio-economically disadvantaged members of society
- Schedule Caste/ Schedule Tribes/marginalised sections of society

**3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalised stakeholders. If so, provide details thereof, in about 50 words or so.**

a. **Local Community:** As a part of CSR, the Company undertakes development projects in areas such as education, sanitation, health care and rural infrastructure in local communities. In 2013-14, community development work was expanded to a new location, Rohtak, where development work was initiated in a village. Presently the Company is actively involved in development activities in Manesar, Gurgaon and Rohtak. Several Below poverty line families and migrant population reside in there. The Company's CSR activities benefit them.

Further details on the Company's community development programme can be found in the Sustainability Report 2013-14.



- b. **Socio-economically disadvantaged members of society:** For socio-economically disadvantaged sections of the society, the Company has three CSR programmes.
  - Skill training:** Maruti Suzuki works closely with Government Industrial Training Institutes (ITIs) for their overall

upgradation to make students industry-ready and enhance their employability. The upgradation programme includes faculty development; student development infrastructure development and industry connect for the students. In 2013-14, the Company signed MoU with eight new ITIs and with this the total number of adopted ITIs has reached 29. The ITI upgradation programme benefited over 11,000 students.

The Company also enters into technical tie-ups with Industrial Training Institutes (ITIs) along with its dealers for upgradation of courses linked to auto industry such as mechanics, automobile, denting, painting etc. In 2013-14, five new ITIs were added taking the total to 85 ITIs. This initiative benefited over 5500 students in 2013-14. In the last three years, over 2800 ITI students have found employment in service workshops of the Company's dealers.



Students learning at an ITI workshop

2. Driving Training: Maruti Suzuki runs a large nationwide road safety programme that focuses on providing scientific driving training and generating awareness amongst masses on safe driving.

In partnership with the Government, the Company runs Institutes of Driving and Traffic Research (IDTRs). A large percentage of the persons learning driving at these Institutes are commercial vehicle drivers such as taxi, auto drivers and bus drivers and come from socio-economically weaker sections of the society. The Company has set up six IDTRs so far.

Maruti Driving Schools are a smaller format of training schools, set up in partnership with dealers. These offer training mainly to passenger vehicle drivers only. About 50 per cent of trainees enrol at MDS are women. In 2013-14, 42 new MDS were added taking the total number of MDS to 320.

In 2013-14, over 4.49 lakh people were trained in safe driving taking the cumulative number to 1.9 million people trained so far.

The Company also offers a driving training programme for the truck drivers engaged in its logistic operations.

3. Volunteering: Maruti Suzuki runs Employee Volunteering Programme with an objective to connect employees with the society, facilitate social contribution and make them good citizens. In 2013-14, employees contributed 9700 volunteering hours for the benefit of the society. Employees mainly volunteer in the neighbouring communities and support school education, health awareness and sanitation programmes.



Employees distributing gifts to underprivileged students on the occasion of Christmas

- c. Schedule Caste/ Schedule Tribes/marginalised sections of society: During the reporting year, anMoU was signed with National Minorities Development & Finance Corporation (NSFDC) for driving training of the youth belonging to the minority communities. The Company has designed a special programme for such youth with an objective to enhance their employability. Nearly 3300 youths have enrolled for this programme in 2013-14.

#### Principle 5: Businesses should respect and promote human rights

1. Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/Suppliers/ Contractors/NGOs/Others?

The Company currently doesn't have a standalone Human Rights policy. However, aspects of human rights such as child labour, forced labour, occupational safety, discrimination are covered by its various Human Resource policies.

2. How many stakeholder complaints have been received in the past financial year and what per cent was satisfactorily resolved by the management?

The Company did not receive any stakeholder complaint in 2012-13 regarding human rights.

#### Principle 6: Business should respect, protect, and make efforts to restore the environment

1. Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/ others.

The Company has a robust Environment Policy. It applies to the Company only.

2. Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.

The Company is conscious that changes in the global climate change

scenario would have an impact on its operations and long-term sustainability. To reduce risks at suppliers' end, the Company has undertaken an extensive risk mapping activity.

To minimise the environmental impact of its products, the Company attempts to continually improve its products in terms of fuel efficiency, material use and recyclability. It offers factory fitted CNG vehicle options to its customers. CNG is a cleaner fuel and is also more economical.

All the Company's models (except M800, Omni and Gypsy) are End-of-Life compliant, which means they are free from hazardous substances and over 85 per cent material can be extracted and reused without impacting the environment.

### **3. Does the Company identify and assess potential environmental risks? Y/N**

The potential environmental risks are identified as a part of the Company's Risk Management activity.

The Company regularly reviews its environmental risks and undertakes initiatives to mitigate such risks. Potential environmental risks feature in the Company's risk library.

### **4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any environmental compliance report is filed?**

Maruti Suzuki is the first automobile company in India to register a Clean Development Mechanism (CDM) project with the United Nations Framework Convention on Climate Change (UNFCCC).

The Company presently has two registered CDM projects:

- ▶ Shifting a part of vehicle transportation from roadways to railways with specially designed railway wagons
- ▶ Waste heat recovery from gas turbines by installing steam turbine generator in Gurgaon.

### **5. Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.**

a. Clean technology: The Company has undertaken several initiatives on clean technology of products.

c. Renewable energy: The Company utilises solar energy at both its Gurgaon and Manesar facilities for street lighting. It has also commissioned a 1 MW solar power plant at Manesar facility in 2013-14.

▶ Reducing product emissions is an important area in which the Company has been making consistent effort. The Company was able to reduce the weighted average CO<sub>2</sub> emissions of its fleet by over 13 per cent through fuel efficiency improvements, reduction of exhaust emissions and introduction of alternate fuel vehicles in the last eight years.

▶ Maruti Suzuki developed the Intelligent Gas Port Injection (i-GPI) technology for CNG bi-fuel vehicles. The Company has successfully launched bi-fuel variants with i-GPI CNG engine technology that reduced CO<sub>2</sub> emissions by an average 20 per cent as compared to its petrol variants.

▶ In 2013-14, the Omni and Gypsy were made OBD-II regulation compliant and with this the entire Maruti Suzuki fleet has been made OBD-II regulation compliant.

▶ The Company works on weight reduction in vehicles to improve their fuel efficiency and to conserve natural resources.

▶ As a part of the Company's endeavour to improve fuel efficiency, the K-Next engine was introduced in 2013-14.

b. Energy efficiency: It is the Company's endeavour to reduce per car consumption of electricity. The per vehicle electricity consumption indexed to base year 2000-01, reduced by 18 per cent at the Gurgaon plant. Similarly, the per vehicle electricity consumption indexed to base year 2007-08, reduced by 46 per cent at the Manesar plant.

#### **Energy conservation initiatives undertaken in 2013-14:**

- ▶ Use of energy efficient pumps and motors in water treatment plant and power plant in Gurgaon.
- ▶ Use of energy efficient transformers in new installations and usage of LED lighting in Gurgaon, Manesar and R & D Centre at Rohtak.
- ▶ Up-gradation of cooling tower fans with aerodynamic energy efficient fiber reinforced Plastic (FRP) blades in Gurgaon and Manesar power plant.
- ▶ Installation of air shut-off valves in welding jigs to stop air supply during non-working hours.



Maruti Suzuki's 1MW Solar Power Plant at Manesar

- 6. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

All emissions and waste generated by the Company are within the permissible limits given by CPCB/SPCB.

- 7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**

Environmental Impact Assessments (EIA) are carried out as per the Guidelines of EIA Notification 2006 and as recommended by the State Expert Appraisal Committee. After getting the Environmental Clearances, compliance reports are submitted twice a year.

No show cause notices from SPCB or CPCB are pending. The Company has given satisfactory replies to all notices received in 2013-14.

**Principle 7: Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner**

- 1. Is your Company a member of any trade and chamber or association? If yes, name only those major ones that your business deals with:**

Maruti Suzuki regularly engages with industry bodies, expert agencies and contributes to the policy making process. Some major memberships that the Company holds are:

- ☛ Confederation of Indian Industry (CII)
- ☛ Society of Indian Automobile Manufacturers (SIAM)
- ☛ SIAM SAFE (Society for Automotive Fitness and Environment)
- ☛ Bureau of Indian Standards (BIS)
- ☛ Society of Automotive Engineers (SAE)
- ☛ Advertising Standards Council of India (ASCI)
- ☛ The International Society of Automation (ISA)
- ☛ Media Users Research Council (MURC)
- ☛ UN Global Compact India
- ☛ Federation of Indian Chambers of Commerce and Industry(FICCI)
- ☛ National HRD Network (NHRD)
- ☛ All India Management Association (AIMA)
- ☛ Employers Federation of India (EFI)
- ☛ The Associated Chambers of Commerce and Industry of India(ASSOCHAM)

- 2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)**

The Company participates actively in the committees set up by the automobile industry association Society of Indian Automobile Manufacturers (SIAM) and the government to decide on future regulations, policies and implementation plans.

The Company contributes to the discussions on sustainable industrial growth at forums such as SIAM and Confederation of Indian Industry (CII). Along with SIAM, the Company discusses issues pertinent to the automobile sector and jointly engages with the government. The Company provides the Bureau of Indian Standards (BIS) inputs for new regulations for vehicles, study new standards feasibility etc.

The Company has advocated for reduced emissions through technology improvements for the betterment of Indian commuters through the National Electric Mobility Mission Plan (NEMMP 2020). It has assisted in the formulation of the mission document. The objective of NEMMP 2020 is to develop a roadmap which will promote electric vehicles in India by 2020. In this direction, Maruti Suzuki displays the Swift Range Extender Electric Vehicle (Swift RE-EV) at the Auto Expo 2014. This initiative has been taken by MSIL Maruti Suzuki to demonstrate its commitment towards National Electric Mobility Mission Plan (NEMMP) 2020, unveiled by Honorable PM in January 2013. The engineering staff of the Company and SMC Engineering is additional working on HEV/EV systems and being further tested and evaluated for Indian conditions.

**Principle 8: Businesses should support inclusive growth and equitable development**

- 1. Does the Company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.**

Maruti Suzuki primarily works in Community Development, Skill Development and Road Safety areas as part of its Corporate Social Responsibility. While community development programme caters to the communities in Gurgaon, Manesar and Rohtak, Road Safety and Skill Development programmes are nationwide.

Partnership and shared value creation are central to the CSR philosophy of the Company. The Company has set up dedicated teams and built capabilities over the years in each CSR area. Employees are also encouraged to participate in CSR activities of the Company through Employee Volunteering Programme.

Maruti Suzuki has set up the CSR Committee in the Board meeting held on 28<sup>th</sup> January 2014 in order to meet the requirements of the section 135 of the Companies Law 2013. The Company is in the process of giving final shape to the CSR Policy.

- 2. Are the programmes/projects undertaken through in-house team/ own foundation/external NGO/government structures/any other organisation?**

The CSR programmes of the Company are run largely by in-house teams. However, wherever needed services of NGO partners with subject expertise is taken.

- 3. Have you done any impact assessment of your initiative?**

The CSR programmes and their impacts/outcomes are monitored and reviewed by the management periodically.

- 4. What is your Company's direct contribution to community development projects-Amount in INR and the details of the projects undertaken.**

Details on the Company's CSR programmes on community development have been shared earlier in response to question 3 of Principal 4.

In 2013-14, the Company spent ₹ 232.8 million on CSR initiatives.

- 5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

To ensure successful implementation of community development programmes in the neighbouring villages of Manesar and Gurgaon, the Company adopts following approach:

- a. Builds rapport with community leaders and opinion makers
- b. Undertakes project identification in association with community members
- c. Involves villagers/community members in project implementation
- d. Maintains continuous and close interaction with community members through field teams
- e. Carries out impact assessment and perception survey to measure impact of social initiatives

**Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner**

**1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.**

The Company has a robust system for addressing customer complaints with regard to sales and service.

The customer cases filed against the Company alleging defect in the vehicles or relating to sales are not significant in number compared with annual sales volume.

**2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. / Remarks(additional information)**

The Company shares all important information about its products with its customers. The Owner's Manual and Service Booklet is provided to each customer with the purchase of a car and contains all information relating to safety, operation and maintenance of the vehicle. At the time of vehicle delivery, technical features of the vehicle are explained to the customer. Product related information is also available on the Company's website. Critical information on product usage (e.g. AC gas, tire pressure, brake fluid etc.) is displayed on the labels and provided on the products for information and educational purposes. In addition, periodic customer meets are conducted at dealer workshops for customer education and awareness on product usage.

**3. Did your Company carry out any consumer survey/ consumer satisfaction trends?**

The Company regularly engages with customers to get their feedback on the product and carries out internal surveys to gauge their satisfaction level. Product Clinics are held by the Company before model launches to collect product-specific feedback from customers. Mega Service Camps are held regularly and are a means to receive first-hand customer feedback and resolve complaints on the spot. The Company also undertakes Customer Satisfaction Feedback and organises Customer Meets to connect with its customers and gauge their satisfaction levels. In addition, the Company closely studies findings of the various surveys conducted by J.D. Power and uses them in product improvements.

The Company has been ranked No.1 in the J.D. Power Customer Satisfaction Survey 14 times in a row. The index is based on a study that measures satisfaction among vehicle owners for overall satisfaction in five factors; service quality; vehicle pick-up; service advisor; service facility; and service initiation. Overall customer satisfaction is measured on a 1,000-point scale, with a higher score indicating higher satisfaction. The Company was also ranked No.1 in the J.D. Power Sales Satisfaction Survey in 2013-14.

**4. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.**

There are no cases filed and pending against Maruti Suzuki in regard to irresponsible advertising and/or anti-competitive and unfair trade practices.

# **FINANCIAL STATEMENTS**



# INDEPENDENT AUDITORS' REPORT

## To the Members of Maruti Suzuki India Limited

### REPORT ON THE FINANCIAL STATEMENTS

- We have audited the accompanying financial statements of Maruti Suzuki India Limited (the "Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

### MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

- The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of 'the Companies Act, 1956' of India (the "Act") and Accounting Standard 30, Financial Instruments: Recognition and Measurement issued by the Institute of Chartered Accountants of India to the extent it does not contradict any other accounting standard referred to in sub-section (3C) of Section 211 of the Act/issued pursuant to the Companies (Accounting Standards) Rules, 2006 as per Section 211(3C) of the Companies Act, 1956 read with the General Circular 15/2013 dated 13<sup>th</sup> September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### AUDITORS' RESPONSIBILITY

- Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
- An audit involves performing procedures to obtain audit evidence, about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.

- We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### OPINION

- In our opinion, and to the best of our information and according to the explanations given to us, the accompanying financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
  - in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March 2014;
  - in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
  - in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### EMPHASIS OF MATTER

- We draw attention to Note 32 (vii) to the financial statements regarding demands received from Haryana State Industrial & Infrastructure Development Corporation Limited ("HSIIDC") towards enhanced compensation for the Company's freehold land at Manesar amounting to ₹ 7,496 million and ₹ 1,376 million. In respect of the demand of ₹ 7,496 million; pursuant to the Supreme Court of India setting aside the judgment of and remitting the case back to the Punjab & Haryana High Court ("High Court") for fresh determination of the compensation amount payable to the landowners, the Company has filed an impleadment application before the High Court. In respect of the demand for ₹ 1,376 million; the Company's appeal with the High Court is pending adjudication. In respect of the aforesaid demands, the Company has made a payment of ₹ 3,700 million to HSIIDC under protest. As the amount(s), if any, of the final price adjustment(s) is/are not determinable at this stage, no provision is considered necessary towards enhanced compensation for the aforesaid freehold land.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- As required by 'the Companies (Auditor's Report) Order, 2003', as amended by 'the Companies (Auditor's Report) (Amendment) Order, 2004', issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- As required by section 227(3) of the Act, we report that:
  - We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Act and Accounting Standard 30, Financial Instruments: Recognition and Measurement issued by the Institute of Chartered Accountants of India to the extent it does not contradict any other accounting standard referred to in sub-section (3C) of Section 211 of the Act/ issued pursuant to the Companies (Accounting Standards) Rules, 2006 as per Section 211(3C) of the Companies Act, 1956 read with the General Circular 15/2013 dated 13<sup>th</sup> September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013;
- (e) On the basis of written representations received from the directors as on 31<sup>st</sup> March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For **Price Waterhouse**

Firm Registration Number: 301112E  
Chartered Accountants

**ABHISHEK RARA**

Partner  
Membership Number - 077779

Place: New Delhi

Date: 25<sup>th</sup> April 2014

## **ANNEXURE TO AUDITORS' REPORT**

Referred to in paragraph 8 of the Auditors' Report of even date to the members of Maruti Suzuki India Limited on the financial statements as of and for the year ended 31<sup>st</sup> March 2014

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items, except furniture and fixtures, office appliances and certain other assets having an aggregate net book value of ₹ 1,412 million, over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed off by the Company during the year.
- ii. (a) The inventory, excluding stocks with third parties, has been physically verified by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. (a) The Company has not granted any secured/ unsecured loans, to companies / firms / other parties covered in the register maintained under Section 301 of the Act. Accordingly, the provisions of clause 4(iii) (b),(c) and (d) of the said Order are not applicable to the Company.
- (b) The Company has taken unsecured loan from its holding company Suzuki Motor Corporation covered in the register maintained under Section 301 of the Act. The maximum amount involved during the year and the year-end balance of such loans aggregated to ₹ 1,741 million and ₹ 1,666 million, respectively.
- (f) In our opinion, the rate of interest and other terms and conditions of such loans are not prima facie prejudicial to the interest of the Company.

**INDEPENDENT AUDITORS' REPORT**

- (g) In respect of the aforesaid loans, as per the repayment schedule, the Company would begin repayments from September 2014.
- iv. In our opinion, and according to the information and explanations given to us, having regard to the explanation that except for certain items of inventory purchased which are of special nature for which suitable alternative sources do not exist for obtaining comparative quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. (a) According to the information and explanations given to us, we are of the opinion that the particulars of all contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the value of Rupees Five Lakhs amounted to ₹ 42,444 millions in respect of purchase of goods including components and services from the holding company where we are unable to comment as there are no comparable market prices available being goods including components and services of specialized nature.
- vi. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
- vii. In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
- viii. We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been prescribed under clause (d) of sub-section (1) of Section 209 of the Act, and are of the opinion that, *prima facie*, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- ix. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of income tax, sales tax, wealth tax, service tax, customs duty and excise duty as at 31<sup>st</sup> March 2014 which have not been deposited on account of a dispute, are as follows:

₹ in million

Name of the statute (Nature of dues)	Amount under dispute	Amount deposited under dispute	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961 (Tax & Interest)	20,910	7,135	1991 to 2014	Income Tax Appellate Tribunal/ High Court/ AO(TDS)
Wealth Tax Act, 1957 (Tax)	1	1	1997 to 1998	High Court
Haryana General Sales Tax Act (Tax & Interest)	3	-	1983 to 1988	Assessing Authority
Delhi Sales Tax Act (Tax)	50	2	1987 to 1991	Additional Commissioner
The Central Excise Act, 1944 (Duty, Interest & Penalty)	14,773	378	April 1986 to March 2013	CIT(A)/Customs Excise & Service Tax Appellate Tribunal/ High Court/ Supreme Court
The Finance Act, 1994 (Service Tax, Interest & Penalty)	4,638	14	April 2002 to December 2013	CIT(A)/Customs Excise & Service Tax Appellate Tribunal/Commissioner (Appeals)
Customs Act, 1962 (Duty & Interest)	27	22	February 2003 to August 2003	Customs Excise & Service Tax Appellate Tribunal

- x. The Company has no accumulated losses as at the end of the financial year and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
- xi. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
- xii. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the provisions of Clause 4(xii) of the Order are not applicable to the Company.
- xiii. As the provisions of any special statute applicable to chit fund/ nidhi/ mutual benefit fund/ societies are not applicable to the Company, the provisions of Clause 4(xiii) of the Order are not applicable to the Company.
- xiv. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of Clause 4(xiv) of the Order are not applicable to the Company.
- xv. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year. Accordingly, the provisions of Clause 4(xv) of the Order are not applicable to the Company.
- xvi. In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis, for the purposes for which they were obtained.
- xvii. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, in our opinion, there are no funds raised on short-term basis which have been used for long-term investment.
- xviii. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year. Accordingly, the provisions of Clause 4(xviii) of the Order are not applicable to the Company.
- xix. The Company has not issued any debentures during the year and does not have any debentures outstanding as at the beginning of the year and at the year end. Accordingly, the provisions of Clause 4(xix) of the Order are not applicable to the Company.
- xx. The Company has not raised any money by public issues during the year. Accordingly, the provisions of Clause 4(xx) of the Order are not applicable to the Company.
- xxi. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For **Price Waterhouse**  
 Firm Registration Number: 301112E  
 Chartered Accountants

**ABHISHEK RARA**  
 Partner  
 Membership Number - 0777779

Place: New Delhi  
 Date: 25<sup>th</sup> April 2014

**BALANCE SHEET**As at 31<sup>st</sup> March 2014

(All amounts in ₹ million, unless otherwise stated)

	Notes to Accounts	As at 31.03.2014	As at 31.03.2013
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	1,510	1,510
Reserves and Surplus	3	208,270	184,279
		<b>209,780</b>	<b>185,789</b>
<b>Non-Current Liabilities</b>			
Long Term Borrowings	4	4,604	5,429
Deferred Tax Liabilities (Net)	5	5,866	4,087
Other Long Term Liabilities	6	2,386	2,503
Long Term Provisions	7	1,980	2,259
		<b>14,836</b>	<b>14,278</b>
<b>Current Liabilities</b>			
Short Term Borrowings	8	12,247	8,463
Trade Payables	9	48,975	41,579
Other Current Liabilities	10	12,742	10,751
Short Term Provisions	11	6,777	6,482
		<b>80,741</b>	<b>67,275</b>
<b>Total</b>		<b>305,357</b>	<b>267,342</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets			
Tangible Assets	12	106,077	95,765
Intangible Assets	13	1,827	2,227
Capital Work in Progress	14	26,214	19,409
		<b>134,118</b>	<b>117,401</b>
Non-Current Investments	15	13,048	18,735
Long Term Loans and Advances	16	16,384	12,800
Other Non-Current Assets	17	90	8,946
		<b>163,640</b>	<b>157,882</b>
<b>Current Assets</b>			
Current Investments	18	88,131	52,048
Inventories	19	17,059	18,407
Trade Receivables	20	14,137	14,699
Cash and Bank Balances	21	6,297	7,750
Short Term Loans and Advances	22	12,511	11,153
Other Current Assets	23	3,582	5,403
		<b>141,717</b>	<b>109,460</b>
<b>Total</b>		<b>305,357</b>	<b>267,342</b>

The notes are an integral part of these financial statements

This is the Balance Sheet referred to in our report of even date

For **Price Waterhouse**Firm Registration Number: 301112E  
Chartered Accountants**KENICHI AYUKAWA**  
Managing Director & CEO**TOSHIAKI HASUIKE**  
Joint Managing Director**ABHISHEK RARA**Partner  
Membership Number - 077779**AJAY SETH**

Chief Financial Officer

**S. RAVI AIYAR**

Executive Director (Legal) &amp; Company Secretary

Place: New Delhi

Date: 25<sup>th</sup> April 2014

## STATEMENT OF PROFIT AND LOSS

For the year ended 31<sup>st</sup> March, 2014

(All amounts in ₹ million, unless otherwise stated)

	Notes to Accounts	For the year ended 31.03.2014	For the year ended 31.03.2013
<b>REVENUE FROM OPERATIONS</b>			
Gross Sale of Products	24	478,228	481,147
Less: Excise Duty		51,780	55,021
Net Sale of Products		426,448	426,126
Other Operating Revenue	25	10,558	9,753
		437,006	435,879
Other Income	26	8,229	8,124
<b>Total Revenue</b>		<b>445,235</b>	<b>444,003</b>
<b>EXPENSES</b>			
Cost of Material Consumed	45(i)	288,989	303,492
Purchase of Stock-in-Trade	49	24,314	21,864
Change in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	27	185	234
Employees Benefit Expenses	28	13,681	10,696
Finance Costs	29	1,759	1,898
Depreciation and Amortisation Expense	30	20,844	18,612
Other Expenses	31	59,221	57,735
Vehicles / Dies for Own Use		(343)	(438)
<b>Total Expenses</b>		<b>408,650</b>	<b>414,093</b>
<b>Profit before Tax</b>		<b>36,585</b>	<b>29,910</b>
Less : Tax Expense - Current Tax		7,479	7,228
- MAT Credit Availed		-	(904)
- Deferred Tax	5	1,276	(335)
<b>Profit for the Year</b>		<b>27,830</b>	<b>23,921</b>
<b>Basic / Diluted Earnings Per Share of ₹ 5 each (in ₹)</b>	<b>50</b>	<b>92.13</b>	<b>79.19</b>

The notes are an integral part of these financial statements

This is the Statement of Profit and Loss referred to in our report of even date

For **Price Waterhouse**

Firm Registration Number: 301112E  
Chartered Accountants

**ABHISHEK RARA**

Partner  
Membership Number - 077779

Place: New Delhi

Date: 25<sup>th</sup> April 2014

**KENICHI AYUKAWA**  
Managing Director & CEO

**AJAY SETH**  
Chief Financial Officer

**TOSHIAKI HASUIKE**  
Joint Managing Director

**S. RAVI AIYAR**  
Executive Director (Legal) & Company Secretary

# CASH FLOW STATEMENT

For the year ended 31<sup>st</sup> March, 2014

(All amounts in ₹ million, unless otherwise stated)

	For the year ended 31.03.2014	For the year ended 31.03.2013
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit before Tax	36,585	29,910
<b>Adjustments for:</b>		
Depreciation and amortisation	20,844	18,612
Finance cost	1,759	1,898
Interest income	(2,269)	(3,134)
Dividend income	(545)	(417)
Net loss on sale / discarding of fixed assets	149	331
Profit on sale of investments (Net)	(4,503)	(4,101)
Provisions no longer required written back	(912)	(472)
Provision for doubtful advances	1	63
Unrealised foreign exchange (gain)/ loss	(1,315)	1,425
<b>Operating Profit before Working Capital changes</b>	<b>49,794</b>	<b>44,115</b>
<b>Adjustments for changes in Working Capital:</b>		
- Increase/(Decrease) in Trade Payables	7,396	6,305
- Increase/(Decrease) in Short Term Provisions	226	268
- Increase/(Decrease) in Long Term Provisions	(279)	524
- Increase/(Decrease) in Other Current Liabilities	1,213	457
- Increase/(Decrease) in Other Long Term Liabilities	13	70
- (Increase)/Decrease in Trade Receivables	562	(4,155)
- (Increase)/Decrease in Inventories	1,348	3,485
- (Increase)/Decrease in Long Term Loans and Advances	(4,060)	1,608
- (Increase)/Decrease in Short Term Loans and Advances	(1,358)	(2,215)
- (Increase)/Decrease in Other Current Assets	2,196	(1,930)
- (Increase)/Decrease in Other Non Current Assets	304	(188)
<b>Cash generated from Operating Activities</b>	<b>57,355</b>	<b>48,344</b>
- Taxes (Paid) (Net of Tax Deducted at Source)	(8,320)	(5,333)
<b>Net Cash from Operating Activities</b>	<b>49,035</b>	<b>43,011</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets	(34,984)	(37,767)
Sale of Fixed Assets	57	449
Sale of Investments	103,350	118,332
Purchase of Investments	(129,243)	(127,492)
Investments in Deposits with Banks	(9,000)	(15,000)
Maturities of Deposits with Banks	18,400	22,600
Interest Received	1,946	3,551
Dividend Received	545	417
<b>Net Cash from Investing Activities</b>	<b>(48,929)</b>	<b>(34,910)</b>

## CASH FLOW STATEMENT

For the year ended 31<sup>st</sup> March, 2014

(All amounts in ₹ million, unless otherwise stated)

	For the year ended 31.03.2014	For the year ended 31.03.2013
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds from Short Term borrowings	12,247	8,463
Repayment of Short Term borrowings	(8,463)	(10,783)
Proceeds from Long Term borrowings	-	1,688
Repayment of Long Term borrowings	-	(4,510)
Interest Paid	(1,615)	(2,003)
Dividend Paid	(2,417)	(2,167)
Corporate Dividend Tax Paid	(411)	(351)
<b>Net Cash from Financing Activities</b>	<b>(659)</b>	<b>(9,663)</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents</b>	<b>(553)</b>	<b>(1,562)</b>
<b>Cash and Cash Equivalents as at 1<sup>st</sup> April (Opening Balance)</b>	<b>1,250</b>	<b>1,761</b>
Cash and cash equivalents as at 1 <sup>st</sup> April 2012 [acquired pursuant to a scheme of amalgamation (refer note 37)]	-	1,051
<b>Cash and Cash Equivalents as at 31<sup>st</sup> March (Closing Balance)</b>	<b>697</b>	<b>1,250</b>
<b>Cash and Cash Equivalents comprise</b>	<b>697</b>	<b>1,250</b>
Cash & Cheques in Hand	548	1,031
Balance with Banks	149	219

**Notes :**

- The above Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard -3 on "Cash Flow Statement" notified under Section 211 (3C) of the Companies Act, 1956.
- Cash and Cash Equivalents include ₹ 6 Million (Previous Year ₹ 6 Million) in respect of unclaimed dividend, the balance of which is not available to the Company.
- Figures in brackets represents cash outflow.

This is the Cash Flow Statement referred to in our report of even date

For **Price Waterhouse**

Firm Registration Number: 301112E  
Chartered Accountants

**ABHISHEK RARA**

Partner

Membership Number - 077779

**KENICHI AYUKAWA**  
Managing Director & CEO

**AJAY SETH**

Chief Financial Officer

**TOSHIAKI HASUIKE**  
Joint Managing Director

**S. RAVI AIYAR**

Executive Director (Legal) & Company Secretary

Place: New Delhi

Date: 25<sup>th</sup> April 2014

# NOTES

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### 1.1 General Information

The Company is primarily in the business of manufacturing, purchase and sale of motor vehicles, components and spare parts ("automobiles"). The other activities of the Company comprise facilitation of Pre-Owned Car sales, Fleet Management and Car Financing. The Company is a public company listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

#### 1.2 Basis for Preparation of Financial Statements

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on an accrual basis. These financial statements have been prepared to comply in all material respects with the applicable accounting principles in India, the applicable accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006 as amended] of the Companies Act, 1956, issued pursuant to the Companies (Accounting Standards) Rules, 2006 as per Section 211(3C) of the Companies Act, 1956 read with the General Circular 15/2013 dated 13<sup>th</sup> September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013, Accounting Standard 30, Financial Instruments: Recognition and Measurement issued by the Institute of Chartered Accountants of India to the extent it does not contradict with any other accounting standard referred to in Section 211 (3C) [Companies (Accounting Standards) Rules, 2006 as amended] of the Act, other recognised accounting practices and policies and the relevant provisions of the Companies Act, 1956.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Revised Schedule VI to the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

#### 1.3 Revenue Recognition

Domestic and export sales are recognised on transfer of significant risks and rewards to the customer which takes place on dispatch of goods from the factory and port respectively.

The Company recognises income from services on rendering of services.

#### 1.4 Fixed Assets

##### Tangible Assets

- a) Fixed assets (except freehold land which is carried at cost) are carried at cost of acquisition or construction or at manufacturing cost (in case of own manufactured assets) in the year of capitalisation less accumulated depreciation.

- b) Assets acquired under finance leases are capitalised at the lower of their fair value and the present value of minimum lease payments.

##### Intangible Assets

Lumpsum royalty is stated at cost incurred as per the relevant licence agreements with the technical know-how provider less accumulated amortisation.

#### 1.5 Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised till the month in which each asset is put to use as part of the cost of that asset.

#### 1.6 Depreciation / Amortisation

- a) Tangible fixed assets except leasehold land are depreciated on the straight line method on a pro-rata basis from the month in which each asset is put to use.

Depreciation has been provided at the rates prescribed in Schedule XIV to the Companies Act, 1956 except for certain fixed assets where, based on the management's estimate of the useful lives of the assets, higher depreciation has been provided on the straight line method over the following useful lives:

Plant and Machinery	8 – 11 Years
Dies and Jigs	4 Years
Electronic Data Processing Equipment	3 Years

In respect of assets whose useful life has been revised, the unamortised depreciable amount is charged over the revised remaining useful lives of the assets.

- b) Leasehold land is amortised over the period of lease.
- c) All assets, the individual written down value of which at the beginning of the year is ₹ 5,000 or less, are depreciated at the rate of 100%. Assets purchased during the year costing ₹ 5,000 or less are depreciated at the rate of 100%.
- d) Lump sum royalty is amortised on a straight line basis over 4 years from the start of production of the related model.

#### 1.7 Inventories

- a) Inventories are valued at the lower of cost, determined on the weighted average basis and net realisable value.
- b) The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads. Net realisable value is the selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

## NOTES

### To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

- c) Tools are written off over a period of three years except for tools valued at ₹ 5,000 or less individually which are charged to revenue in the year of purchase.
- d) Machinery spares (other than those supplied along with main plant and machinery, which are capitalised and depreciated accordingly) are charged to revenue on consumption except those valued at ₹ 5,000 or less individually, which are charged to revenue in the year of purchase.

#### 1.8 Investments

Current investments are valued at the lower of cost and fair value. Long-term investments are valued at cost except in the case of other than temporary decline in value, in which case the necessary provision is made.

#### 1.9 Research And Development

Revenue expenditure on research and development is charged against the profit for the year in which it is incurred. Capital expenditure on research and development is shown as an addition to fixed assets and depreciated accordingly.

#### 1.10 Foreign Currency Translations And Derivative Instruments

- a) Foreign currency transactions are recorded at the exchange rates prevailing at the date of the transactions. Exchange differences arising on settlement of transactions are recognised as income or expense in the year in which they arise.
- b) At the balance sheet date, all monetary assets and liabilities denominated in foreign currency are reported at the exchange rates prevailing at the balance sheet date by recognising the exchange difference in the statement of profit and loss. However, the exchange difference arising on foreign currency monetary items that qualify and are designated as hedge instruments in a cash flow hedge is initially recognised in 'hedge reserve' and subsequently transferred to the statement of profit and loss on occurrence of the underlying hedged transaction.
- c) Effective 1<sup>st</sup> April 2008, the Company adopted Accounting Standard - 30, "Financial Instruments: Recognition and Measurement" issued by The Institute of Chartered Accountants of India to the extent the adoption does not contradict with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 and other regulatory requirements. All derivative contracts (except for forward foreign exchange contracts where underlying assets or liabilities exist) are fair valued at each reporting date. For derivative contracts designated in a hedging relationship, the Company records the gain or loss on effective hedges, if any, in a hedge reserve, until the transaction is complete. On completion, the gain or loss is transferred to the statement of profit and loss of that

period. Changes in fair value relating to the ineffective portion of the hedges and derivatives not qualifying or not designated as hedges are recognised in the statement of profit and loss in the accounting period in which they arise.

- d) In the case of forward foreign exchange contracts where an underlying asset or liability exists, the difference between the forward rate and the exchange rate at the inception of the contract is recognised as income or expense over the life of the contract. Profit or loss arising on cancellation or renewal of a forward contract is recognised as income or expense in the year in which such cancellation or renewal is made.

#### 1.11 Employee Benefit Costs

##### Short - Term Employee Benefits:

Recognised as an expense at the undiscounted amount in the statement of profit and loss for the year in which the related service is rendered.

##### Post Employment and Other Long Term Employee Benefits:

- (i) The Company has Defined Contribution Plans for post employment benefit namely the Superannuation Fund which is recognised by the income tax authorities. This Fund is administered through a Trust set up by the Company and the Company's contribution thereto is charged to the statement of profit and loss every year. The Company also maintains an insurance policy to fund a post-employment medical assistance scheme, which is a Defined Contribution Plan administered by The New India Insurance Company Limited. The Company's contribution to State Plans namely Employees' State Insurance Fund and Employees' Pension Scheme are charged to the statement of profit and loss every year.

- (ii) The Company has Defined Benefit Plans namely Gratuity, Provident Fund & Retirement Allowance for employees and Other Long Term Employee Benefits i.e. Leave Encashment / Compensated Absences, the liability for which is determined on the basis of an actuarial valuation at the end of the year based on the Projected Unit Credit Method and any shortfall in the size of the fund maintained by the Trust is additionally provided for in the statement of profit and loss. The Gratuity Fund and Provident Fund are recognised by the income tax authorities and are administered through Trusts set up by the Company.

Termination benefits are immediately recognised as an expense.

Gains and losses arising out of actuarial valuations are recognised immediately in the statement of profit and loss as income or expense.

#### 1.12 Customs Duty

Custom duty available as drawback is initially recognised as purchase cost and is credited to consumption of materials on exported vehicles.

## NOTES

### To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

#### 1.13 Government Grants

Government grants are recognised in the statement of profit and loss in accordance with the related schemes and in the period in which these accrue.

#### 1.14 Taxes

Tax expense for the year, comprising current tax and deferred tax, is included in determining the net profit/ (loss) for the year.

Current tax is recognised based on assessable profit computed in accordance with the Income Tax Act and at the prevailing tax rate.

Deferred tax is recognised for all timing differences. Deferred tax assets are carried forward to the extent it is reasonably / virtually certain (as the case may be) that future taxable profit will be available against which such deferred tax assets can be realised. Such assets are reviewed at each balance sheet date and written down to reflect the amount that is reasonably/ virtually certain (as the case may be) to be realised.

Minimum Alternative Tax credit is recognised as an asset only to the extent and when there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each balance sheet date and the carrying amount is written down to the extent there is no longer convincing evidence to the effect that the Company will pay normal tax during the specified period.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted at the balance sheet date.

#### 1.15 Dividend Income

Dividend from investments is recognised when the right to receive the payment is established and when no significant uncertainty as to measurability or collectability exists.

#### 1.16 Interest Income

Interest income is recognised on the time basis determined by the amount outstanding and the rate applicable and where no significant uncertainty as to measurability or collectability exists.

#### 1.17 Impairment of Assets

At each balance sheet date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recognised in the statement of profit and loss to the extent the carrying amount exceeds the recoverable amount.

#### 1.18 Royalty

- a) The Company pays / accrues for royalty in accordance with the relevant licence agreements with the technical know-how provider.

- b) The lump sum royalty incurred towards obtaining technical assistance / technical know-how to manufacture a new model/ car, ownership of which rests with the technical know how provider, is recognised as an intangible asset in accordance with the requirements of Accounting Standard-26 "Intangible Assets". Royalty payable on sale of products i.e. running royalty is charged to the statement of profit and loss as and when incurred.

#### 1.19 Provisions and Contingencies

**Provisions:** Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the balance sheet date and are not discounted to their present value.

**Contingent Liabilities:** Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

#### 1.20 Leases

##### As a lessee

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the statement of profit and loss on a straight-line basis over the period of the lease or the terms of underlying agreement/s, as the case may be.

##### As a lessor

The Company has leased certain tangible assets and such leases where the Company has substantially retained all the risks and rewards of ownership are classified as operating leases. Lease income on such operating leases are recognised in the statement of profit and loss on a straight line basis over the lease term which is representative of the time pattern in which benefit derived from the use of the leased asset is diminished.

#### 1.21 Cash And Cash Equivalents

In the cash flow statement, cash and cash equivalents include cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

## NOTES

### To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

#### 2. SHARE CAPITAL

	As at 31.03.2014	As at 31.03.2013
<b>Authorised Capital</b>		
3,744,000,000 equity shares of ₹ 5 each (Previous year 3,744,000,000 equity shares of ₹ 5 each)	18,720	18,720
<b>Issued, Subscribed and Paid up</b>		
302,080,060 equity shares of ₹ 5 each (Previous year 302,080,060 equity shares of ₹ 5 each) fully paid up	1,510	1,510
	<b>1,510</b>	<b>1,510</b>

#### Reconciliation of the number of shares outstanding

	As at 31.03.2014		As at 31.03.2013	
	Numbers of Shares	Amount	Numbers of Shares	Amount
Balance as at the beginning of the year	302,080,060	1,510	288,910,060	1,445
Share issued in the ratio of 1:70 to the shareholders of erstwhile Suzuki Powertrain India Limited pursuant to a scheme of amalgamation (Refer Note 37)	-	-	13,170,000	65
Balance as at the end of the year	<b>302,080,060</b>	<b>1,510</b>	<b>302,080,060</b>	<b>1,510</b>

#### Equity shares held by the holding company

	As at 31.03.2014		As at 31.03.2013	
	Numbers of Shares	Amount	Numbers of Shares	Amount
Suzuki Motor Corporation, the holding company	169,788,440	848	169,788,440	848
	<b>169,788,440</b>	<b>848</b>	<b>169,788,440</b>	<b>848</b>

#### Rights, preferences and restriction attached to shares

The Company has one class of equity shares with a par value of ₹ 5 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

#### Shares held by each shareholder holding more than 5% of the aggregate shares in the Company

	%	Number of Shares	%	Number of Shares
Suzuki Motor Corporation (the holding company)	56.21	169,788,440	56.21	169,788,440
Life Insurance Corporation of India	<b>6.63</b>	<b>20,018,385</b>	<b>6.29</b>	<b>18,993,815</b>

#### Shares allotted as fully paid up pursuant to contract(s) without payment being received in cash (during 5 years immediately preceding 31<sup>st</sup> March 2014)

13,170,000 Equity Shares have been allotted as fully paid up during FY 2012-13 to Suzuki Motor Corporation pursuant to the scheme of amalgamation with Suzuki Powertrain India Limited.

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

**3. RESERVES AND SURPLUS**

	As at 31.03.2014	As at 31.03.2013
<b>Reserve created on Amalgamation (Refer Note 37)</b>	<b>9,153</b>	<b>9,153</b>
<b>Securities Premium Account</b>	<b>4,241</b>	<b>4,241</b>
<b>General Reserve</b>		
Balance as at the beginning of the year	18,244	15,852
Add : Transferred from Surplus in Statement of Profit and Loss	2,783	2,392
Balance as at the end of the year	<b>21,027</b>	<b>18,244</b>
<b>Hedge Reserve</b>		
Balance as at the beginning of the year	(402)	(441)
Less : Release / adjustments during the year	(402)	(39)
Balance as at the end of the year	-	<b>(402)</b>
<b>Surplus in Statement of Profit and Loss</b>		
Balance as at the beginning of the year	153,043	130,777
Addition on Amalgamation (Refer Note 37)	-	3,565
Add : Profit for the year	27,830	23,921
Less : Appropriations:		
Transferred to General Reserve	2,783	2,392
Proposed dividend	3,625	2,417
Dividend distribution tax	616	411
Balance as at the end of the year	<b>173,849</b>	<b>153,043</b>
	<b>208,270</b>	<b>184,279</b>

**4. LONG TERM BORROWINGS** (Refer Note 10)

	As at 31.03.2014	As at 31.03.2013
<b>Unsecured</b>		
Foreign currency loans from banks	3,493	3,920
Loans from holding company	1,111	1,509
	<b>4,604</b>	<b>5,429</b>

1. Foreign currency loans from banks include:

- loan amounting to ₹ 2,499 million (Previous year ₹ 2,264 million) (USD 41.71 million) taken from Japan Bank of International Cooperation (JBIC) at an interest rate of LIBOR + 0.125, repayable in 6 half yearly instalments starting September 2014 (acquired pursuant to a scheme of amalgamation, refer note 37). Out of the above, ₹ 833 million (Previous year ₹ Nil) repayable within one year has been transferred to current maturities of long term debts. The repayment of the loan is guaranteed by Suzuki Motor Corporation, Japan (the holding company).
- other long term foreign currency loans amounting to ₹ 1,827 million (Previous year ₹ 1,656 million) (USD 30 million) taken from banks during the previous year at an average interest rate of Libor + 1.375 and repayable in July 2015.

2. A loan amounting to ₹ 1,666 million (Previous year ₹ 1,509 million) (USD 27.80 million) taken from the holding company at an interest rate of LIBOR + 0.48, repayable in 6 half yearly instalments starting September 2014 (acquired pursuant to a scheme of amalgamation, refer note 37). Out of the above, ₹ 555 million (Previous year ₹ Nil) repayable within one year has been transferred to current maturities of long term debts.

## NOTES

### To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

#### 5. DEFERRED TAX LIABILITIES (NET)

Major components of deferred tax arising on account of timing differences along with their movement as at 31<sup>st</sup> March 2014 are :

	As at 31.03.2013	Movement during the year* #	As at 31.03.2014
<b>Deferred Tax Assets</b>			
Provision for doubtful debts / advances	131	(12)	119
Contingent provisions	182	31	213
Others	470	245	715
<b>Total (A)</b>	<b>783</b>	<b>264</b>	<b>1,047</b>
<b>Deferred Tax Liabilities</b>			
Depreciation on fixed assets	3,512	2,380	5,892
Exchange gain on capital accounts	(486)	464	(22)
Allowances under Income Tax Act, 1961	1,844	(801)	1,043
<b>Total (B)</b>	<b>4,870</b>	<b>2,043</b>	<b>6,913</b>
<b>Net Deferred Tax Liability (B) - (A)</b>	<b>4,087</b>	<b>1,779</b>	<b>5,866</b>
Previous Year	3,023	1,064	4,087

\* Includes adjustment of ₹ 503 million (Previous year ₹ 333 million) on account of reclassification to "Deferred Tax Liabilities" from "Provision for Taxation".

# Previous year figures include deferred tax assets amounting to ₹ 17 million and deferred tax liabilities amounting to ₹ 1,083 million pursuant to a scheme of amalgamation (refer note 37).

**Note:** Deferred Tax Assets and Deferred Tax Liabilities have been offset as they relate to the same governing taxation laws.

#### 6. OTHER LONG TERM LIABILITIES

	As at 31.03.2014	As at 31.03.2013
Deposits from dealers, contractors and others	1,049	1,036
Creditors for capital goods	1,337	1,467
	<b>2,386</b>	<b>2,503</b>

#### 7. LONG TERM PROVISIONS

	As at 31.03.2014	As at 31.03.2013
<b>Provisions for Employee Benefits</b>		
Provision for retirement allowance (Refer Note 28)	44	42
<b>Other Provisions</b>		
Provision for litigation / disputes	1,121	992
Provision for warranty & product recall	807	1,216
Others	8	1,936
	<b>1,980</b>	<b>2,259</b>

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

**Details of Other Provisions:**

	Litigation / Disputes		Warranty/ Product Recall		Others	
	2013-2014	2012-2013	2013-2014	2012-2013	2013-2014	2012-2013
Balance at the beginning of the year	992	909	1,665	1,331	9	10
Additions during the year	136	111	651	544	-	-
Utilised/ reversed during the year	7	28	1,009	210	1	1
Balance as at the end of the year	<b>1,121</b>	<b>992</b>	<b>1,307</b>	<b>1,665</b>	<b>8</b>	<b>9</b>
<b>Classified as Long Term</b>	1,121	992	807	1,216	8	9
<b>Classified as Short Term</b>	-	-	500	449	-	-
<b>Total</b>	<b>1,121</b>	<b>992</b>	<b>1,307</b>	<b>1,665</b>	<b>8</b>	<b>9</b>

- a) Provision for litigation / disputes represents the estimated outflow in respect of disputes with various government authorities.
- b) Provision for warranty and product recall represents the estimated outflow in respect of warranty and recall cost for products sold.
- c) Provision for others represents the estimated outflow in respect of disputes or other obligations on account of excise duty, export obligation, etc.
- d) Due to the nature of the above costs, it is not possible to estimate the timing / uncertainties relating to their outflows as well as the expected reimbursements from such estimates.

**8. SHORT TERM BORROWINGS**

	As at 31.03.2014	As at 31.03.2013
<b>Unsecured</b>		
From banks - cash credit and overdraft	4,271	725
From banks - buyers credit and packing credit loans	7,976	7,738
	<b>12,247</b>	<b>8,463</b>

**9. TRADE PAYABLES**

	As at 31.03.2014	As at 31.03.2013
Due to Micro and Small enterprises	350	273
Others	48,625	41,306
	<b>48,975</b>	<b>41,579</b>

The Company pays its vendors within 30 days and no interest during the year has been paid or is payable under the terms of the Micro, Small and Medium Enterprises Development Act, 2006.

## NOTES

### To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

#### 10. OTHER CURRENT LIABILITIES

	As at 31.03.2014	As at 31.03.2013
Current maturities of long term debts (Refer Note 4)	1,388	-
Interest accrued but not due on:		
- Borrowings	356	205
- Deposits from dealers, contractors and others	16	372
Unclaimed dividend *	6	6
Creditors for capital goods	5,101	2,663
Other payables	1,016	2,071
Book overdraft	581	594
Advances from customers/dealers	2,071	2,052
Statutory dues	2,090	2,704
Deposits from dealers, contractors and others	117	10,976
	<b>12,742</b>	<b>10,751</b>

\* Unclaimed dividend does not include any amount due to be deposited to the Investor Education and Protection Fund under Section 205C of the Companies Act, 1956.

#### 11. SHORT TERM PROVISIONS

	As at 31.03.2014	As at 31.03.2013
<b>Provisions for Employee Benefits</b> (Refer Note 7 and 28)		
Provision for retirement allowances	3	2
Provision for compensated absences	1,448	1,451
<b>Other Provisions</b> (Refer Note 7)		
Provision for warranty & product recall	500	449
Provision for proposed dividend*	3,625	2,417
Provision for corporate dividend tax	616	411
Provision for taxation [Net of tax paid ₹ 78,164 million (Previous year ₹ 69,844 million) and Minimum Alternate Tax credit availed ₹ 904 million (previous year ₹ 904 million)]	585	5,326
	<b>6,777</b>	<b>6,482</b>

\* The final dividend proposed for the year is as follows:

	As at 31.03.2014	As at 31.03.2013
On equity shares of ₹ 5 each:		
Amount of dividend proposed	3,625	2,417
Dividend per equity share	₹ 12.00	₹ 8.00

## NOTES

### To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

## 12. TANGIBLE ASSETS

Particulars	Gross Block			Depreciation / Amortisation			Net Block		
	As at 01.04.2013	Addition * Deductions/ Adjustments	As at 31.03.2014	Upto 01.04.2013	For the year *	Deductions/ Adjustments	As at 31.03.2014	As at 31.03.2014	As at 31.03.2013
Freehold Land (Note 1.3)	13,143	9	13,152	-	-	-	-	-	13,143
Leasehold Land	1,997	1,100	3,097	37	32	-	69	3,028	1,960
Building	15,380	1,516	16,893	2,347	477	(2)	2,822	14,071	13,033
Plant and Machinery (Note 2)	160,109	26,900	(1,524)	185,485	94,097	18,932	(1,431)	111,598	73,887
Electronic Data Processing Equipment	1,565	380	(267)	1,678	251	(267)	1,252	426	297
Furniture, Fixtures and Office Appliances	1,086	197	(10)	1,273	70	(5)	452	821	699
Vehicles	755	260	(147)	868	182	72	(40)	214	654
<b>Total (A)</b>	<b>194,035</b>	<b>30,362</b>	<b>(1,951)</b>	<b>222,446</b>	<b>98,318</b>	<b>19,834</b>	<b>(1,745)</b>	<b>116,407</b>	<b>106,039</b>
<b>Assets given on operating lease:</b>									<b>95,717</b>
Plant and Machinery	77	-	77	29	10	-	39	38	48
<b>Total (B)</b>	<b>77</b>	<b>-</b>	<b>77</b>	<b>29</b>	<b>10</b>	<b>-</b>	<b>39</b>	<b>38</b>	<b>48</b>
<b>Total [(A) + (B)]</b>	<b>194,112</b>	<b>30,362</b>	<b>(1,951)</b>	<b>222,523</b>	<b>98,347</b>	<b>19,844</b>	<b>(1,745)</b>	<b>116,446</b>	<b>106,077</b>
Previous Year Figures	144,684	56,863	(7,435)	194,112	71,576	31,072	(4,301)	98,347	95,765

(1) Freehold land costing ₹ 7,353 million (Previous year ₹ 3,129 million) is not yet registered in the name of the Company.

(2) Plant and Machinery (gross block) includes pro-rata cost amounting to ₹ 374 million (Previous year ₹ 374 million) of a Gas Turbine jointly owned by the Company with its group companies and other companies.

(3) A part of freehold land of the Company at Gurgaon and Manesar has been made available to its group companies.

## 13. INTANGIBLE ASSETS

Particulars	Gross Block			Depreciation / Amortisation			Net Block		
	As at 01.04.2013	Addition * Deductions/ Adjustments	As at 31.03.2014	Upto 01.04.2013	For the year *	Deductions/ Adjustments	As at 31.03.2014	As at 31.03.2014	As at 31.03.2013
Own Assets (Acquired):									
Lump sum royalty	3,895	600	-	4,495	1,668	1,000	-	2,668	1,827
<b>Total</b>	<b>3,895</b>	<b>600</b>	<b>-</b>	<b>4,495</b>	<b>1,668</b>	<b>1,000</b>	<b>-</b>	<b>2,668</b>	<b>1,827</b>
Previous Year Figures	2,663	1,232	-	3,895	564	1,104	-	1,668	2,227

\* Previous year figures include additions amounting to ₹ 31,466 million and ₹ 574 million of tangible and intangible assets, respectively and depreciation / amortisation amounting to ₹ 13,361 million and ₹ 203 million on tangible and intangible assets, respectively pursuant to a scheme of amalgamation (refer note 37)

## NOTES

### To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

#### 14. CAPITAL WORK IN PROGRESS

	As at 31.03.2014	As at 31.03.2013
Plant and Machinery	25,111	18,006
Civil Work in Progress	1,103	1,403
	<b>26,214</b>	<b>19,409</b>

#### 15. NON-CURRENT INVESTMENTS

(Refer Note 54)

	As at 31.03.2014	As at 31.03.2013
<b>Trade Investment (valued at cost, unless otherwise stated)</b>		
Investment in subsidiaries (unquoted equity instruments)	91	91
Investment in joint ventures (unquoted equity instruments)	999	999
Investment in associates:		
- quoted equity instruments	315	111
- unquoted equity instruments	293	220
	1,698	1,421
<b>Other Investment (valued at cost unless otherwise stated)</b>		
Investment in mutual funds - unquoted	11,350	17,314
Investment in preference shares - unquoted	50	50
	11,400	17,364
Less: Provision for diminution, other than temporary, in value of investments in preference shares	50	50
	<b>13,048</b>	<b>18,735</b>
Aggregate value of unquoted investments	12,783	18,674
Aggregate value of quoted investments	315	111
Market value of quoted investments	2,377	1,474
Aggregate value of provision for diminution other than temporary in value of investments	50	50

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

**16. LONG TERM LOANS AND ADVANCES**

	As at 31.03.2014	As at 31.03.2013
<b>Capital Advances</b>		
Unsecured - considered good	4,475	4,950
- considered doubtful	63	63
	4,538	5,013
Less: Provision for doubtful capital advances	63	4,475
<b>Security Deposits</b>		
Unsecured - considered good	112	103
<b>Amount Paid Under Protest to HSIIDC</b>		
Unsecured - considered good [Refer Note 32 (vii)]	3,700	-
<b>Taxes Paid Under Dispute</b>		
Unsecured - considered good	7,903	7,497
Inter corporate deposits - considered doubtful	125	125
Less: Provision for doubtful deposits	125	-
<b>Other Loans and Advances</b>		
Secured - considered good	6	10
Unsecured - considered good	188	240
- considered doubtful	43	63
	237	313
Less: Provision for doubtful other loans and advances	43	63
	<b>16,384</b>	<b>250</b>
	<b>16,384</b>	<b>12,800</b>

**17. OTHER NON-CURRENT ASSETS**

	As at 31.03.2014	As at 31.03.2013
<b>Interest Accrued on Deposits, Loans and Advances</b>		
Secured - considered good	3	6
Unsecured - considered good	-	49
Long term deposits with banks with maturity period more than 12 months	-	8,500
<b>Claims</b>		
Unsecured - considered good	81	385
- considered doubtful	27	27
	108	412
Less Provision for doubtful claims	27	27
<b>Others</b>	6	6
	<b>90</b>	<b>385</b>
	<b>90</b>	<b>8,946</b>

## NOTES

### To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

#### 18. CURRENT INVESTMENTS

(Refer Note 54)

	As at 31.03.2014	As at 31.03.2013
Investment in mutual funds - unquoted	88,131	52,048
	<b>88,131</b>	<b>52,048</b>

#### 19. INVENTORIES

(Refer Note 47)

	As at 31.03.2014	As at 31.03.2013
<b>Components and Raw Materials</b>	8,781	9,831
<b>Work in Progress</b>	1,527	1,127
<b>Finished Goods Manufactured</b>		
Vehicles	3,674	4,807
Vehicle spares and components	298	311
	<b>3,972</b>	<b>5,118</b>
<b>Traded Goods</b>		
Vehicle	-	5
Vehicle spares and components	1,682	1,343
	<b>1,682</b>	<b>1,348</b>
<b>Stores and Spares</b>		
<b>Tools</b>	644	546
	453	437
	<b>17,059</b>	<b>18,407</b>
<b>Inventory includes in transit inventory of:</b>		
Components and Raw Materials	3,270	3,247
Traded Goods - vehicle spares	27	26

#### 20. TRADE RECEIVABLES

	As at 31.03.2014	As at 31.03.2013
<b>Unsecured - considered good</b>		
Outstanding for a period exceeding six months from the date they are due for payment	33	34
Others	14,104	14,137
	<b>14,104</b>	<b>14,137</b>
<b>Unsecured - considered doubtful</b>		
Outstanding for a period exceeding six months from the date they are due for payment	29	34
Less Provision for doubtful debts	29	-
	<b>14,137</b>	<b>14,699</b>

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

**21. CASH AND BANK BALANCES**

	As at 31.03.2014	As at 31.03.2013
<b>Cash and Cash Equivalents</b>		
Cash on hand	3	6
Cheques and drafts on hand	545	1,025
Bank balances in current accounts	143	691
<b>Other Bank Balances</b>		
Deposits (more than 3 months and upto 12 months original maturity period)	1,000	3,000
Deposits (more than 12 months original maturity period)	4,600	3,500
Unclaimed dividend accounts	6	5,606
	<b>6,297</b>	<b>7,750</b>

**22. SHORT TERM LOANS AND ADVANCES**

(considered good, unless otherwise stated)

	As at 31.03.2014	As at 31.03.2013
<b>Loans and Advances to Related Parties</b>		
Unsecured	1,887	1,073
<b>Balance with Customs, Port Trust and Other Government Authorities</b>		
Unsecured	6,719	6,770
<b>Other Loans and Advances</b>		
Secured	4	4
Unsecured	3,901	3,905
	<b>12,511</b>	<b>11,153</b>

**23. OTHER CURRENT ASSETS**

(considered good, unless otherwise stated)

	As at 31.03.2014	As at 31.03.2013
<b>Interest Accrued on Deposits, Loans and Advances</b>		
Secured	4	6
Unsecured	466	470
<b>Claims</b>		
Unsecured	1,269	1,593
<b>Other receivable - steel coils</b>		
Unsecured	1,839	3,710
<b>Others</b>		
Unsecured	4	5
	<b>3,582</b>	<b>5,403</b>

## NOTES

### To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

#### 24. GROSS SALE OF PRODUCTS

(Refer Note 47)

	For the year ended 31.03.2014	For the year ended 31.03.2013
Vehicles	436,120	441,163
Spare parts / dies and moulds / components	42,108	39,984
	<b>478,228</b>	<b>481,147</b>

#### 25. OTHER OPERATING REVENUE

	For the year ended 31.03.2014	For the year ended 31.03.2013
Income from services [Net of expenses of ₹ 806 million (Previous Year ₹ 1,083 million)]	3,109	2,252
Sale of scrap	3,575	3,597
Cash discount received	1,455	1,810
Others	2,419	2,094
	<b>10,558</b>	<b>9,753</b>

#### 26. OTHER INCOME

	For the year ended 31.03.2014	For the year ended 31.03.2013
Interest Income (gross) on:		
a) Fixed deposits	1,165	2,220
b) Receivables from dealers	748	699
c) Advances to vendors	91	69
d) Income tax refund	264	141
e) Others	1	2,269
Dividend Income from:		
a) Long term investments	64	74
b) Others	481	545
Net gain on sale of investments		
a) Long term	4,458	4,087
b) Short term	45	4,503
Provisions no longer required written back		
	<b>8,229</b>	<b>8,124</b>

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

**27. CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE**

	For the year ended 31.03.2014	For the year ended 31.03.2013
<b>Work in Progress</b>		
Opening stock	1,127	593
Add: Acquired pursuant to a scheme of amalgamation (Refer Note 37)	-	199
Less: Closing stock	1,527 (400)	1,127 (335)
<b>Vehicles - Manufactured and Traded</b>		
Opening stock	4,812	5,631
Add: Acquired pursuant to a scheme of amalgamation (Refer Note 37)	-	51
Less: Closing stock	3,674 1,138	4,812 870
Less: Excise duty on increase / (decrease) of finished goods	227 911	9 861
<b>Vehicle Spares and Components - Manufactured and Traded</b>		
Opening stock	1,654	1,362
Less: Closing stock	1,980 (326)	1,654 (292)
	<b>185</b>	<b>234</b>

**28. EMPLOYEE BENEFIT EXPENSES**

	For the year ended 31.03.2014	For the year ended 31.03.2013
Salaries, wages, allowances and other benefits [Net of staff cost recovered ₹ 37 million (Previous year ₹ 38 million)]	12,094	9,152
Contribution to provident and other funds	689	669
Staff welfare expenses	898	875
	<b>13,681</b>	<b>10,696</b>

The Company has calculated the various benefits provided to employees as under :

**A. Defined Contribution Plans**

- a) Superannuation Fund
- b) Post Employment Medical Assistance Scheme.

During the year the Company has recognised the following amounts in the statement of profit and loss :

	For the year ended 31.03.2014	For the year ended 31.03.2013
Employers Contribution to Superannuation Fund*	61	51
Employers Contribution to Post Employment Medical Assistance Scheme.*	5	3

## NOTES

### To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

#### B. State Plans

- a) Employers contribution to Employee State Insurance
- b) Employers contribution to Employee's Pension Scheme 1995

During the year the Company has recognised the following amounts in the statement of profit and loss :-

	<b>For the year ended 31.03.2014</b>	<b>For the year ended 31.03.2013</b>
Employers contribution to Employee State Insurance.*	17	13
Employers contribution to Employee's Pension Scheme 1995.*	129	90

\* Included in 'Contribution to Provident and Other Funds' above

#### C. Defined Benefit Plans and Other Long Term Benefits

- a) Contribution to Gratuity Funds - Employee's Gratuity Fund.
- b) Leave Encashment/ Compensated Absence.
- c) Retirement Allowance.
- d) Provident Fund.

In accordance with Accounting Standard 15 (revised 2005), an actuarial valuation was carried out in respect of the aforesaid defined benefit plans and other long term benefits based on the following assumptions.

	<b>31.03.2014</b>				<b>31.03.2013</b>			
	<b>Provident Fund</b>	<b>Leave Encashment/ Compensated Absence</b>	<b>Employees Gratuity Fund</b>	<b>Retirement Allowance</b>	<b>Provident Fund</b>	<b>Leave Encashment/ Compensated Absence</b>	<b>Employees Gratuity Fund</b>	<b>Retirement Allowance</b>
Discount rate (per annum)	9.00%	9.00%	9.00%	9.00%	8.50%	8.00%	8.00%	8.00%
Rate of increase in compensation levels	Not Applicable	7.00%	7.00%	Not Applicable	Not Applicable	6.00%	6.00%	Not Applicable
Rate of return on plan assets	8.68%	Not Applicable	8.00%	Not Applicable	8.60%	Not Applicable	8.00%	Not Applicable
Expected average remaining working lives of employees (years)	22	22	22	22	21	21	21	21

Estimates of future salary increases considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

Changes in present value of obligations

	31.03.2014				31.03.2013			
	Provident Fund	Leave Encashment/ Compensated Absence	Employees Gratuity Fund	Retirement Allowance	Provident Fund	Leave Encashment/ Compensated Absence	Employees Gratuity Fund	Retirement Allowance
Present value of obligation as at beginning of the year	6,009	1,274	1,126	44	5,459	850	848	37
Adjustment in beginning balance	349	-	-	-	-	-	-	-
Add: Acquisition on amalgamation (Refer Note 37)	-	-	-	-	-	20	23	-
Interest cost	593	97	99	4	454	56	68	3
Current service cost	341	132	98	-	361	97	80	6
Contribution by plan participants	775	-	-	-	418	-	-	-
Benefits paid	(362)	(225)	(59)	-	(294)	(171)	(55)	-
Transfer In	88	-	-	-	31	-	-	-
Actuarial (gain) / loss on obligations	115	170	87	(1)	(420)	422	162	(2)
Present value of obligation as at the year end	7,908	1,448	1,351	47	6,009	1,274	1,126	44

Changes in the fair value of plan assets

	31.03.2014		31.03.2013	
	Provident Fund	Employees Gratuity Fund	Provident Fund	Employees Gratuity Fund
Fair value of Plan Assets as at beginning of the year	6,508	1,126	5,480	907
Expected return on Plan Assets	565	90	494	73
Employer contribution	341	138	361	115
Employee contribution	775	-	418	-
Benefits paid	(362)	(59)	(294)	(55)
Transfer In	88	-	31	-
Actuarial (gain)/ loss on obligations	(105)	(58)	(18)	(86)
Fair value of plan assets as at the year end	8,020	1,354	6,508	1,126

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

Reconciliation of present value of defined benefit obligation and fair value of assets

	31.03.2014				31.03.2013			
	Provident Fund	Leave Encashment/ Compensated Absence	Employees Gratuity Fund	Retirement Allowance	Provident Fund	Leave Encashment/ Compensated Absence	Employees Gratuity Fund	Retirement Allowance
Present value of obligation as at the year end	7,908	1,448	1,351	47	6,009	1,274	1,126	44
Fair value of plan assets as at the year end	8,020	-	1,354	-	6,508	-	1,126	-
Surplus/ (Deficit)*	112	(1,448)	3	(47)	499	(1,274)	-	(44)
Unfunded net asset/ (liability) recognised in balance sheet	-	(1,448)	-	(47)	-	(1,274)	-	(44)

\* Since there is surplus, the same has not been recognised in Balance Sheet

	31.03.2014				31.03.2013			
	Provident Fund	Leave Encashment/ Compensated Absence	Employees Gratuity Fund	Retirement Allowance	Provident Fund	Leave Encashment/ Compensated Absence	Employees Gratuity Fund	Retirement Allowance
Classified as Long Term	-	-	-	44	-	-	-	42
Classified as Short Term	-	1,448	-	3	-	1,274	-	2
<b>Total</b>	<b>-</b>	<b>1,448</b>	<b>-</b>	<b>47</b>	<b>-</b>	<b>1,274</b>	<b>-</b>	<b>44</b>

	31.03.2012				31.03.2011			
	Provident Fund	Leave Encashment/ Compensated Absence	Employees Gratuity Fund	Retirement Allowance	Leave Encashment/ Compensated Absence	Employees Gratuity Fund	Retirement Allowance	
Present value of obligation as at the year end	5,459	850	848	37	753	827	37	
Fair value of plan assets as at the year end	5,480	-	907	-	-	827	-	
Surplus/ (deficit)	21	(850)	59	(37)	(753)	-	(37)	
Unfunded net asset/ (liability) recognised in balance sheet	-	(850)	-	(37)	(753)	-	(37)	

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

	31.03.2010		
	Leave Encashment/ Compensated Absence	Employees Gratuity Fund	Retirement Allowance
Present value of obligation as at the year end		659	734
Fair value of plan assets as at the year end		-	734
Surplus/ (deficit)	(659)	-	(29)
Unfunded net asset/ (liability) recognised in balance sheet	(659)	-	(29)

Expenses recognised in the statement of profit &amp; loss

	31.03.2014				31.03.2013			
	Provident Fund*	Leave Encashment/ Compensated Absence**	Employees Gratuity Fund*	Retirement Allowance**	Provident Fund*	Leave Encashment/ Compensated Absence**	Employees Gratuity Fund*	Retirement Allowance**
Current service cost	-	132	98	-	-	97	80	6
Company's Contribution to Provident Fund	341	-	-	-	361	-	-	-
Interest cost	-	97	99	4	-	56	68	3
Expected return on plan assets	-	-	(90)	-	-	-	(73)	-
Net actuarial (gain)/ loss recognised during the year	-	170	29	(1)	-	422	76	(2)
Total expense recognised in statement of profit and loss	341	399	136	3	361	575	151	7

\* Included in "Contribution to provident and other funds" above. Since there is surplus, no other cost has been recognised in the statement of Profit & Loss.

\*\* Included in "Salaries, wages, allowances and other benefits" above

## NOTES

### To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

Constitution of Plan Assets	Provident Fund				Gratuity			
	31.03.2014	%	31.03.2013	%	31.03.2014	%	31.03.2013	%
(a) Debt Funds	7,615	95%	6,222	96%	509	38%	394	35%
(b) Others	405	5%	286	4%	845	62%	732	65%
<b>Total</b>	<b>8,020</b>	<b>100%</b>	<b>6,508</b>	<b>100%</b>	<b>1,354</b>	<b>100%</b>	<b>1,126</b>	<b>100%</b>

The return on the investment is the nominal yield available on the format of investment as applicable to Approved Gratuity Fund under Rule 101 of Income Tax Act 1961.

The return on plan assets of Provident Fund is based on assumed rate of return derived from returns of past years.

Expected contribution on account of Gratuity and Provident Fund for the year ending 31<sup>st</sup> March 2015 can not be ascertained at this stage.

The contribution towards provident fund for employees of erstwhile Suzuki Powertrain India Limited (SPIL) have been deposited with the office of Regional Provident Fund Commissioner (RPFC) till 17<sup>th</sup> March 2013 i.e. upto the effective date of amalgamation (Refer Note 37). The Company and the employees of SPIL are in the process of filing application/s with the RPFC for transfer of accumulated provident fund contribution till 17<sup>th</sup> March 2013 to the provident fund trust of the Company. The employees of SPIL have become member of Maruti Provident Fund Trust with effect from 17<sup>th</sup> March 2013 and their provident fund contribution post that date has been deposited with the above mentioned trust. Accordingly the present value of the obligation of the employees' share of SPIL has been computed from 17<sup>th</sup> March 2013.

### 29. FINANCE COSTS

	For the year ended 31.03.2014	For the year ended 31.03.2013
<b>Interest on:</b>		
- Foreign currency loans from banks	280	323
- Buyers' credit and export credit	821	908
- Deposits from dealers, contractors and others	653	1,754
<b>Other borrowing costs</b>	<b>5</b>	<b>11</b>
	<b>1,759</b>	<b>1,898</b>

### 30. DEPRECIATION & AMORTISATION EXPENSE

(Refer Note 12 & 13)

	For the year ended 31.03.2014	For the year ended 31.03.2013
Depreciation / amortisation on tangible assets	19,844	17,711
Amortisation on intangible assets	1,000	901
	<b>20,844</b>	<b>18,612</b>

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

**31. OTHER EXPENSES**

	<b>For the year ended 31.03.2014</b>	<b>For the year ended 31.03.2013</b>
Consumption of stores	1,647	1,864
Power and fuel [Net of amount recovered ₹ 1,194 million (Previous year ₹ 1,101 million)]	5,941	4,937
Rent (Refer Note 51)	166	184
Repairs and maintenance :		
- Plant and machinery	1,206	1,026
- Building	256	188
- Others	357	1,819
Insurance	138	136
Rates, taxes and fees	1,131	1,149
Royalty	24,861	24,538
Tools / machinery spares charged off	1,994	2,545
Net loss on foreign currency transactions and translation	2,805	1,519
Advertisement	3,452	3,536
Sales promotion	2,558	2,179
Warranty and product recall	651	544
Transportation and distribution expenses	5,278	5,501
Net loss on sale / discarding of fixed assets	149	331
Provision for doubtful advances	1	63
Other miscellaneous expenses	6,630	7,218
	<b>59,221</b>	<b>57,735</b>

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

**32. CONTINGENT LIABILITIES:****a) Claims against the Company disputed and not acknowledged as debts:**

Particulars	As at 31.03.2014	As at 31.03.2013
<b>(i) Excise Duty</b>		
(a) Cases decided in the Company's favour by Appellate authorities and for which the department has filed further appeal and show cause notices / orders on the same issues for other periods	3,601	2,990
(b) Cases pending before Appellate authorities in respect of which the Company has filed appeals and show cause notices for other periods	11,548	10,484
(c) Show cause notices on issues yet to be adjudicated	11,646	8,581
<b>Total</b>	<b>26,795</b>	<b>22,055</b>
Amount deposited under protest	361	361
<b>(ii) Service Tax</b>		
(a) Cases decided in the Company's favour by Appellate authorities and for which the department has filed further appeal and show cause notices / orders on the same issues for other periods	699	3,767
(b) Cases pending before Appellate authorities in respect of which the Company has filed appeals and show cause notices for other periods	4,689	2,857
(c) Show cause notices on issues yet to be adjudicated	474	1,358
<b>Total</b>	<b>5,862</b>	<b>7,982</b>
Amount deposited under protest	10	3
<b>(iii) Income Tax</b>		
(a) Cases decided in the Company's favour by Appellate authorities and for which the department has filed further appeals	5,950	5,918
(b) Cases pending before Appellate authorities / Dispute Resolution Panel in respect of which the Company has filed appeals	14,358	12,058
<b>Total</b>	<b>20,308</b>	<b>17,976</b>
Amount deposited under protest	7,140	6,770
<b>(iv) Customs Duty</b>		
Cases pending before Appellate authorities in respect of which the Company has filed appeals	118	118
Others	20	10
<b>Total</b>	<b>138</b>	<b>128</b>
Amount deposited under protest	22	22
<b>(v) Sales Tax</b>		
Cases pending before Appellate authorities in respect of which the Company has filed appeals	53	50
Amount deposited under protest	2	2

## NOTES

### To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

- (vi) Claims against the Company for recovery of ₹ 542 million (Previous year ₹ 604 million) lodged by various parties.

- (vii) Pursuant to the Supreme Court order setting aside the judgment of the Punjab & Haryana High Court ("High Court") and directing the High Court for fresh determination of the compensation payable to the landowners, in an appeal filed by the Haryana State Industrial & Infrastructure Development Corporation Limited ("HSIIDC"), relating to the demand raised for additional compensation by landowners for land acquired from them at Manesar for industrial purposes, the Company has filed an impleadment application before the High Court and HSIIDC has revised the demand on the Company from ₹ 5,012 million to ₹ 7,496 million.

In respect of the demand for ₹ 1,376 million for the remaining part of the land of the Company at Manesar received from HSIIDC in the previous year, consequent to the order of the High Court the Company's appeal is pending adjudication with the High Court.

As the amount(s), if any, of final price adjustment(s) is/are not determinable at this stage, the Company considers that no provision is required to be made at present. Any additional compensation, if payable, will have the effect of enhancing the asset value of the freehold land. The penal interest payable, if any, would be charged to the statement of profit and loss. The Company has made a payment of ₹ 3,700 million to HSIIDC under protest.

- (viii) In respect of disputed Local Area Development Tax (LADT) (upto 15<sup>th</sup> April 2008) / Entry Tax, the Sales Tax department has filed an appeal in the Supreme Court of India against the order of the Punjab & Haryana High Court. The amounts under dispute are ₹ 21 million (previous year ₹ 21 million) for LADT and ₹ 17 millions (previous year ₹ 15 million) for Entry Tax. The State Government of Haryana has repealed the LADT effective from 16<sup>th</sup> April 2008 and introduced the Haryana Tax on Entry of Goods into Local Area Act, 2008 with effect from the same date.

- b) The amounts shown in the item (a) represent the best possible estimates arrived at on the basis of available information. The uncertainties and possible reimbursements are dependent on the outcome of the different legal processes which have been invoked by the Company or the claimants as the case may be and therefore cannot be predicted accurately or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate cannot be made. The Company engages reputed professional advisors to protect its interests and has been advised that it has strong legal positions against such disputes.

33. Outstanding commitments under Letters of Credit established by the Company aggregate ₹ 2,155 million (Previous year ₹ 6,488 million).

34. Estimated value of contracts on capital account, excluding capital advances, remaining to be executed and not provided for, amount to ₹ 19,950 million (Previous year ₹ 28,760 million).

35. Consumption of raw materials and components has been computed by adding purchases to the opening stock and deducting closing stock physically verified by the management.

36. The Company was granted sales tax benefit in accordance with the provisions of Rule 28C of Haryana General Sales Tax Rules, 1975 for the period from 1<sup>st</sup> August, 2001 to 31<sup>st</sup> July, 2015. The ceiling amount of concession to be availed of during the entitlement period is ₹ 5,644 million. Till 31<sup>st</sup> March 2014, the Company has availed of / claimed sales tax benefit amounting to ₹ 2,585 million (Previous year ₹ 2,483 million).

37. The scheme of amalgamation of Suzuki Powertrain India Limited (SPIL) with the Company as approved by the High Court of Delhi became effective on 1<sup>st</sup> April 2012 on completion of all the required formalities on 17<sup>th</sup> March 2013. The scheme envisaged transfer of all properties, rights and powers and liabilities and duties of the amalgamating company to the amalgamated company.

The amalgamation was accounted for in the previous year under the "Pooling of Interest Method" as prescribed by the Accounting Standard 14 "Accounting for Amalgamations" notified under Companies (Accounting Standards) Rules.

The assets and liabilities of the amalgamating company were accounted for in the books of account of the Company in accordance with the approved scheme in the previous year.

38. The Company has considered "business segment" as its primary segment. The Company is primarily in the business of manufacture, purchase and sale of motor vehicles, components and spare parts ("automobiles"). The other activities of the Company comprise facilitation of pre-owned car sales, fleet management and car financing. The income from these activities, which are incidental to the Company's business, is not material in financial terms but such activities contribute significantly in generating the demand for the products of the Company. Accordingly, the Company operates in one business segment and thus no business segment information is required to be disclosed.

The "Geographical Segments" have been considered for disclosure as the secondary segment, under which the domestic segment includes sales to customers located in India and the overseas segment includes sales to customers located outside India.

## NOTES

### To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

**Financial information of geographical segments is as follows :**

Particulars	2013-14				2012-13			
	Domestic	Overseas	Unallocated	Total	Domestic	Overseas	Unallocated	Total
Revenue from external customers	443,665	45,121	8,229	497,015	441,717	49,183	8,124	499,024
Segment assets	192,734	3,424	109,199	305,357	185,774	3,180	78,388	267,342
Capital expenditure during the year	37,767	-	-	37,767	36,045	-	-	36,045

#### Notes:-

- a) Domestic segment includes sales and services to customers located in India.
- b) Overseas segment includes sales and services rendered to customers located outside India.
- c) Unallocated assets include other deposits, dividend bank accounts, investments and amount paid under protest.
- d) Segment assets includes fixed assets, inventories, sundry debtors, cash and bank balances (except dividend bank account), other current assets, loans and advances (except other deposits).

### 39. THE FOLLOWING EXPENSES INCURRED ON RESEARCH AND DEVELOPMENT ARE INCLUDED UNDER RESPECTIVE ACCOUNT HEADS:

	2013-14	2012-13
Revenue Expenditure		
Employees remuneration and benefits	1,689	1,530
Other expenses of manufacturing and administration	868	1,115
Capital Expenditure	4,311	2,613
Less: Contract research income	(292)	(83)
	<b>6,576</b>	<b>5,175</b>

### 40. AUDITORS' REMUNERATION\*

	2013-14	2012-13
Statutory audit	13.00	12.40
Other audit services / certification	1.50	1.08
Reimbursement of expenses	0.61	0.71

\* Excluding service tax

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

**41. CIF VALUE OF IMPORTS**

	2013-14	2012-13
Raw materials and components	30,955	42,344
Capital goods	17,312	14,762
Stores and spares	683	663
Dies and moulds	59	8
Other items	357	120

**42. EXPENDITURE IN FOREIGN CURRENCY (ACCRUAL BASIS)**

	2013-14	2012-13
Fees for technical services	1,211	1,164
Travelling expenses	202	443
Running royalty	24,861	24,538
Lumpsum royalty	575	629
Supervision charges capitalised	1,374	1,070
Interest	1,106	1,130
Others	1,545	2,046

**43. EARNINGS IN FOREIGN CURRENCY**

	2013-14	2012-13
Export of goods (FOB basis)	41,125	45,514
Export of services	292	87

**44. DIVIDEND REMITTED IN FOREIGN CURRENCY (CASH BASIS)**

	2013-14	2012-13
Dividend for the year 2012-13 (Previous year 2011-12)	1,358	1,175
No. of non-resident shareholders	1	1
No. of shares for which dividend remitted	169,788,440	156,618,440

## NOTES

To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

### 45. VALUE OF IMPORTED AND INDIGENOUS MATERIALS CONSUMED

		2013-14	2012-13
<b>i) Raw Materials And Components</b>			
Imported		26,571	36,776
Indigenous		262,418	266,716
		<b>288,989</b>	<b>303,492</b>
<b>Percentage of Total Consumption</b>			
Imported		9%	12%
Indigenous		91%	88%
<b>ii) Machinery Spares</b>			
Imported		316	514
Indigenous		977	1,199
		<b>1,293</b>	<b>1,713</b>
<b>Percentage of Total Consumption</b>			
Imported		24%	30%
Indigenous		76%	70%
<b>iii) Consumption of Stores</b>			
Imported		149	193
Indigenous		1,498	1,671
		<b>1,647</b>	<b>1,864</b>
<b>Percentage of Total Consumption</b>			
Imported		9%	10%
Indigenous		91%	90%

### 46. LICENSED CAPACITY, INSTALLED CAPACITY AND ACTUAL PRODUCTION

Product	Unit	Licensed Capacity	Installed Capacity**	Actual Production
Passenger Cars and Light Duty Utility Vehicles	Nos.	- *	1,510,000	1,153,645

**Notes:**

\* Licensed Capacity is not applicable from 1993-94.

\*\* Installed Capacity is as certified by the management and relied upon by the auditors, being a technical matter.

Previous Year figures are in brackets.

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

**47. SALES, OPENING STOCK AND CLOSING STOCK**

Product	Sales		Opening stock		Closing stock	
	Qty.(Nos.)	Value	Qty.(Nos.)	Value	Qty.(Nos.)	Value
Passenger Vehicles	<b>1,155,041</b>	<b>436,120</b>	<b>13,065</b>	<b>4,812</b>	<b>10,596</b>	<b>3,674</b>
	(1,171,434)	(441,163)	(16,485)	(5,631)	(13,065)	(4,812)
Spare Parts and Components	*	<b>42,088</b>	*	<b>1,654</b>	*	<b>1,980</b>
	*	(39,950)	*	(1,362)	*	(1,654)
Dies, Moulds and Others	*	<b>20</b>	*	-	*	-
	*	(34)	*	-	*	-
Work in Progress	*	<b>NA</b>	*	<b>1,127</b>	*	<b>1,527</b>
	*	(NA)	*	(593)	*	(1,127)

**Notes :**

1. Traded goods comprise vehicles, spares, components and dies and moulds. During the year 1 vehicles (previous year 13 vehicles) were purchased.
  2. Closing Stock of vehicles is after adjustment of 118 vehicles (previous year 29) totally damaged.
  3. Sales quantity excludes own use vehicles 774 Nos. (previous year - 834 Nos.)
  4. Sales quantity excludes sample vehicles 182 Nos. (previous year - 53 Nos.)
  5. Previous year figures are in brackets.
- \* In view of the innumerable sizes/numbers (individually less than 10%) of the components, spare parts and dies and moulds it is not possible to give quantitative details.

**48. STATEMENT OF RAW MATERIALS AND COMPONENTS CONSUMED**

Group of Material	Unit	2013-14		2012-13	
		Qty.	Amount	Qty.	Amount
Steel coils	MT	198,646	10,268	210,595	11,448
Ferrous castings	MT	31,247	3,634	27,765	3,329
Non-ferrous castings	MT	29,353	4,852	28,673	4,727
Other components		*	268,801	*	282,170
Paints	K.LTR	3,616		6,811	
	MT	4,151	1,434	6,381	1,818
			<b>288,989</b>		<b>303,492</b>

\* In view of the innumerable sizes/numbers (individually less than 10%) of the components, spare parts and dies and moulds it is not possible to give quantitative details.

**49. PURCHASE OF STOCK IN TRADE**

	2013-14	2012-13
Traded spares [includes cost related to inhouse manufactured spares ₹ 2,727 million (Previous year ₹ 2268 million)]	24,234	21,777
Traded vehicles	3	24
Others	77	63
	<b>24,314</b>	<b>21,864</b>

## NOTES

### To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

#### 50. STATEMENT OF EARNING PER SHARE

	2013-14	2012-13
Net profit after tax attributable to shareholders (in ₹ million)	27,830	23,921
Weighted average number of equity shares outstanding during the year (Nos)	302,080,060	302,080,060
Nominal value per share (In ₹)	5.00	5.00
Basic/diluted earning per share (In ₹)	92.13	79.19

**Note:** There are no dilutive instruments issued by the Company.

#### 51. MINIMUM LEASE PAYMENTS OUTSTANDING AS ON 31<sup>ST</sup> MARCH 14 IN RESPECT OF ASSETS TAKEN ON NON-CANCELABLE OPERATING LEASES ARE AS FOLLOWS:

##### a) As a lessee

Due	31.03.2014			31.03.2013		
	Total Minimum Lease Payments Outstanding as on 31 <sup>st</sup> March 2014			Total Minimum Lease Payments Outstanding as on 31 <sup>st</sup> March 2013		
	Premises	Cars	Total	Premises	Cars	Total
Within one year	54	2	56	50	4	54
Later than one year but less than five years	227	3	230	222	5	227
Later than five years	623	-	623	682	-	682

	31.03.2014			31.03.2013		
	Minimum Lease Payment			Minimum Lease Payment		
Charged to rent expense	60	4	64	60	6	66

The Company has taken certain premises on cancellable operating lease. The rent expense amounting to ₹ 102 million (Previous year ₹ 118 million) has been charged to the statement of profit and loss.

##### b) As a lessor

The Company has given certain plant and machineries on cancellable operating lease. The rental income arising of the same amounting to ₹ Nil (Previous year ₹ 10 million) has been credited to statement of profit and loss.

#### 52. DERIVATIVE INSTRUMENTS OUTSTANDING AT THE BALANCE SHEET DATE:

##### 1 (a) Forward Contracts against imports and royalty:

- Forward contracts to buy JPY 9,000 million (Previous year JPY 45,200 million) against USD amounting to ₹ 5,363 million (Previous year ₹ 26,053 million).
- Forward contracts to buy USD 30 million (Previous year USD 20 million) against INR amounting to ₹ 1,824 million (Previous year ₹ 1,086 million).

The above contracts have been undertaken to hedge against the foreign exchange exposures arising from transactions like import of goods and royalty.

## NOTES

### To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

**(b) Forward Contracts / Range Forward Contract against exports:**

Forward contracts to sell USD Nil (Previous year USD 150 million) against INR amounting to ₹ NIL (Previous year ₹ 8,144 million). The above contracts have been undertaken to hedge against the foreign exchange exposures arising from export of goods.

**(c) USD Floating rate/INR Floating rate cross-currency swap:**

Outstanding USD/INR Floating rate cross-currency swap USD 69.51 million (Previous year USD 69.51 million) amounting to ₹ 4,165 million (Previous year ₹ 3,773 million).

**(d) Forward Contracts against buyers credit :**

Forward Contracts to buy JPY 2,244 millions (Previous year JPY 798 millions) against INR amounting to ₹ 1,303 million (Previous year ₹ 460 million).

Forward Contracts to buy USD 142 millions (Previous year USD 165 millions) against INR amounting to ₹ 8,500 million (Previous year ₹ 8,933 million).

The above contracts have been undertaken to hedge against the foreign exchange exposure arising from foreign currency loan.

**2 The foreign currency exposures that are not hedged by a derivative instrument or otherwise are as follows:**

As at 31.03.2014								
	YEN	INR Equivalent	USD	INR Equivalent	EURO	INR Equivalent	GBP	INR Equivalent
Receivables	2,910	1,672	62	3,698	7	569	1	107
Payables	16,460	9,458	9	500	17	1,405	0.04	4

As at 31.03.2013								
	YEN	INR Equivalent	USD	INR Equivalent	EURO	INR Equivalent	GBP	INR Equivalent
Receivables	177	101	54	2,919	4	257	5	394
Payables	7,192	4,105	17	944	18	1,270	0.6	49

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

**53. STATEMENT OF TRANSACTIONS WITH RELATED PARTIES**

<b>Holding Company</b>	True Value Solutions Limited							
Suzuki Motor Corporation	Maruti Insurance Business Agency India Limited							
<b>Joint Ventures</b>	Maruti Insurance Broker Limited							
Mark Exhaust Systems Limited	J.J. Impex (Delhi) Private limited							
Bellsonica Auto Component India Private Limited	SKH Metals Limited							
FMI Automotive Components Limited	Nippon Thermostat (India) Limited							
Krishna Ishizaki Auto Limited (Formerly Known as Krishna Auto Mirrors Limited)	Sona Koyo Steering Systems Limited							
Inergy Automotive Systems Manufacturing India Private Limited	Magneti Marelli Powertrain India Private Limited							
Maruti Insurance Broking Private Limited	SKH Metal S.P.A.							
Manesar Steel Processing India Private Limited	Suzuki Motor (Thailand) Co., Ltd.							
<b>Subsidiaries</b>	Suzuki Motor de Mexico, S.A. de C.V.							
Maruti Insurance Agency Services Limited	Suzuki International Europe G.m.b.H.							
Maruti Insurance Agency Logistics Limited	Suzuki Motor Iberica, S.A.U.							
Maruti Insurance Distribution Services Limited	Suzuki Italia S.p.A.							
Maruti Insurance Agency Network Limited	Suzuki Motor Poland Ltd.							
Maruti Insurance Agency Solutions Limited	Suzuki Motor South Africa (Pty) Ltd.							
	Suzuki Cars (Ireland) Ltd.							
	Suzuki France S.A.S.							
	Suzuki GB PLC							
	Suzuki International Europe G.m.b.H.							
	Suzuki Italia S.p.A.							
	Suzuki Motor (Thailand) Co., Ltd.							
	Suzuki Motor de Mexico, S.A. de C.V.							
	Suzuki Motor Iberica, S.A.U.							
	SUZUKI MOTOR POLAND SP.Z.O.O. Former							
	Suzuki Motor Poland Ltd.							
	Suzuki Motorcycle India Ltd.							
	Suzuki Motorcycle Malaysia Sdn.Bhd.							
	Suzuki New Zealand Ltd.							
	Suzuki Philippines Inc.							
	Taiwan Suzuki Automobile Corporation							
	Thai Suzuki Motor Co., Ltd.							
	Vietnam Suzuki Corporation							
	PT Suzuki Indomobil Motor Former							
	PT Suzuki Indomobil Motor Corp.							
	Pak Suzuki Motor Co., Ltd.							
	PT Suzuki Indomobil Motor Corp.							
	Suzuki International							
	Suzuki (Myanmar) Motor Co., Ltd.							
	Suzuki Australia Pty. Ltd.							
	Suzuki Austria Automobile Handels G.m.b.H.							
	Halla Visteon Climate Systems India Limited							
	Halla Visteon Climate Systems India Limited							

	Joint Ventures	Subsidiaries	Associates	Holding Company	Fellow subsidiaries	Key Management Personnel	Total	Joint Ventures	Subsidiaries	Associates	Holding Company	Fellow subsidiaries	Key Management Personnel	Total
<b>Outstanding at Year End</b>														
<b>Loans and advances recoverable</b>														
Suzuki Motor Corporation	-	-	-	215	-	-	215				301			301
SKH Metals Limited	-	-	841	-	-	-	841				51			51
Asahi India Glass Limited	-	-	555	-	-	-	555				342			342
Others	129	11	104	-	32	-	276	144	10	196	-	29	-	379
<b>Total</b>	<b>129</b>	<b>11</b>	<b>1,500</b>	<b>215</b>	<b>32</b>	<b>-</b>	<b>1,887</b>	<b>144</b>	<b>10</b>	<b>589</b>	<b>301</b>	<b>29</b>	<b>-</b>	<b>1,073</b>
<b>Loans Payables</b>														
Suzuki Motor Corporation	-	-	-	1,666	-	-	1,666				1,509			1,509
Others	-	-	-	-	-	-	-				-			-
<b>Total</b>	<b>561</b>	<b>0</b>	<b>2,648</b>	<b>12,895</b>	<b>111</b>	<b>-</b>	<b>16,215</b>	<b>606</b>	<b>0</b>	<b>2,063</b>	<b>12,698</b>	<b>236</b>	<b>-</b>	<b>15,803</b>
<b>Amounts Payable</b>														
Suzuki Motor Corporation	-	-	-	12,895	-	-	12,895				12,698			12,698
Others	-	-	-	-	-	-	-				236			236
<b>Total</b>	<b>561</b>	<b>0</b>	<b>2,648</b>	<b>12,895</b>	<b>111</b>	<b>-</b>	<b>16,215</b>	<b>606</b>	<b>0</b>	<b>2,063</b>	<b>12,698</b>	<b>236</b>	<b>-</b>	<b>15,803</b>

## **NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

**NOTES**

To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

	Joint Ventures	Subsidiaries	Associates	Holding Company	Fellow subsidiaries	Management Personnel	Total	Joint Ventures	Subsidiaries	Associates	Holding Company	Fellow subsidiaries	Management Personnel	Total
<b>Other Income</b>														
<b>Finance Income / Commission / Dividend</b>														
SKFH Metals Limited	-	-	51	-	-	-	51	-	-	50	-	-	50	50
Halla Viseon Climate Systems India Limited	-	-	39	-	-	-	39	-	-	43	-	-	43	43
Asahi India Glass Limited	-	-	71	-	-	-	71	-	-	56	-	-	56	56
Others	31	-	44	-	-	-	75	39	-	214	-	1	254	254
<b>Total</b>	<b>31</b>	-	<b>205</b>	-	-	-	<b>236</b>	<b>39</b>	-	<b>363</b>	-	<b>1</b>	<b>403</b>	
<b>Other Misc Income</b>														
Suzuki Motor Corporation	-	-	-	294	-	-	294	-	-	87	-	-	87	87
SKFH Metals Limited	-	-	287	-	-	-	287	-	-	200	-	-	200	200
Bellsonica Auto Component India Private Limited	227	-	-	-	-	-	227	164	-	-	-	-	164	164
Jay Bharat Mantri Limited	-	-	237	-	-	-	237	-	-	232	-	-	232	232
Others	172	-	261	-	15	-	448	105	-	328	-	15	448	448
<b>Total</b>	<b>399</b>	-	<b>785</b>	<b>294</b>	<b>15</b>	-	<b>1,493</b>	<b>269</b>	-	<b>760</b>	<b>87</b>	<b>15</b>	-	<b>1,131</b>
<b>Expenditure</b>														
<b>Purchases of Goods</b>														
Suzuki Motor Corporation	-	-	-	13,781	-	-	13,781	-	-	-	22,656	-	-	22,656
Jay Bharat Mantri Limited	-	-	9,793	-	-	-	9,793	-	-	9,673	-	-	9,673	
Krishna Maruti Limited	-	-	8,733	-	-	-	8,733	-	-	8,775	-	-	8,775	
Others	11,888	-	32,724	-	58	-	44,660	11,488	-	35,355	-	187	47,030	
<b>Total</b>	<b>11,888</b>	-	<b>51,250</b>	<b>13,781</b>	<b>58</b>	-	<b>76,387</b>	<b>11,488</b>	-	<b>53,803</b>	<b>22,656</b>	<b>187</b>	-	<b>88,134</b>
<b>Proposed Dividend</b>														
Suzuki Motor Corporation	-	-	-	2,037	-	-	2,037	-	-	-	1,358	-	-	1,358
<b>Total</b>		-	-	<b>2,037</b>	-	-	<b>2,037</b>	-	-	-	<b>1,358</b>	-	-	<b>1,358</b>
<b>Royalty</b>														
Suzuki Motor Corporation	-	-	-	24,661	-	-	24,661	-	-	-	24,538	-	-	24,538
<b>Total</b>		-	-	<b>24,661</b>	-	-	<b>24,661</b>	-	-	-	<b>24,538</b>	-	-	<b>24,538</b>
<b>Services Received</b>														
Suzuki Motor Corporation	-	-	-	761	-	-	761	-	-	-	557	-	-	557
Others	-	-	-	-	3	-	3	-	-	-	2	-	2	2
<b>Total</b>		-	-	<b>761</b>	<b>3</b>	-	<b>764</b>	-	-	-	<b>557</b>	<b>2</b>	-	<b>559</b>

## NOTES

### To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

	2013-14			2012-13		
	Joint Ventures	Subsidiaries	Associates	Holding Company	Fellow subsidiaries	Total
	Management Personnel			Key Management Personnel		Key Management Personnel
<b>Other Expenditure</b>						
Suzuki Motor Corporation	-	-	-	397	-	397
Suzuki GB PLC	-	-	-	352	-	352
Others	1	3	7	199	-	210
<b>Total</b>	<b>1</b>	<b>3</b>	<b>7</b>	<b>397</b>	<b>551</b>	<b>959</b>
<b>Managerial Remuneration</b>						
Mr. Kenichi Ayukawa	-	-	-	28	28	28
Mr. Toshiaki Hasuike	-	-	-	24	24	24
Mr. Kazuhiko Agabe	-	-	-	22	22	22
Mr. Masayuki Kamiya	-	-	-	9	9	9
Mr. Tsuneo Ohashi	-	-	-	2	2	2
Mr. Kellin Asai	-	-	-	9	9	9
Mr. Shinzo Nakashita	-	-	-	-	-	-
Mr. Shuji Oishi	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>94</b>	<b>94</b>	<b>97</b>
						<b>97</b>

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

**54. THE DETAILS OF INVESTMENT AS PER NOTE 15 AND 18 ARE PROVIDED BELOW :**

Name of the Company	Interest / Dividend % age	Face Value ₹ 31.03.2014	Face Value ₹ 31.03.2013	Number as at 31.03.2014	Number as at 31.03.2013	As at 31.03.2014		As at 31.03.2013	
						Current	Non Current	Current	Non Current
<b>Investment in subsidiaries (unquoted equity shares, fully paid)</b>									
Maruti Insurance Business Agency Limited	10	10	150,000	150,000	-	1.5	-	1.5	
Maruti Insurance Distribution Services Limited	10	10	150,000	150,000	-	1.5	-	1.5	
True Value Solutions Limited	10	10	50,000	50,000	-	0.5	-	0.5	
Maruti Insurance Agencies Solutions Limited	10	10	150,000	150,000	-	1.5	-	1.5	
Maruti Insurance Agencies Network Limited	10	10	150,000	150,000	-	1.5	-	1.5	
Maruti Insurance Agency Services Limited	10	10	150,000	150,000	-	1.5	-	1.5	
Maruti Insurance Agency Logistic Limited	10	10	150,000	150,000	-	1.5	-	1.5	
Maruti Insurance Broker Limited	10	10	500,000	500,000	-	5.0	-	5.0	
J.J. Impex (Delhi) Private Limited	10	10	4,476,250	4,476,250	-	76.0	-	76.0	
					-	90.5	-	90.5	
<b>Investment in joint ventures (unquoted equity shares, fully paid)</b>									
Mark Exhaust Systems Limited	10	10	4,437,465	4,437,465	-	57	-	57	
Bellsonica Auto Components India Private Limited	100	100	3,540,000	3,540,000	-	354	-	354	
FMI Autmotive Components Limited	10	10	44,100,000	44,100,000	-	441	-	441	
Krishna Ishizaki Auto Limited	10	10	734,880	734,880	-	10	-	10	
Inergy Automotive Systems Manufacturing India Private Limited	10	10	6,656,000	6,656,000	-	67	-	67	
Manesar Steel Processing (India) Private Limited	10	10	6,840,000	6,840,000	-	68	-	68	
Maruti Insurance Broking Private Limited	10	10	231,275	239,600	-	2	-	2	
					-	999	-	999	
<b>Investment in associates (quoted equity shares, fully paid)</b>									
Asahi India Glass Limited	1	1	26,995,200	17,760,000	-	279	-	2	
Bharat Seats Limited	2	2	4,650,000	4,650,000	-	5	-	5	
Denso India Limited *	-	10	-	2,862,758	-	-	-	73	
Jay Bharat Maruti Limited	5	5	6,340,000	6,340,000	-	16	-	16	
Machino Plastics Limited	10	10	941,700	941,700	-	5	-	5	
Sona Koyo Steering Systems Limited	1	1	13,800,000	13,800,000	-	10	-	10	
					-	315	-	111	
<b>Investment in associates (unquoted equity shares, fully paid)</b>									
Caparo Maruti Limited	10	10	2,500,000	2,500,000	-	25	-	25	
Climate Systems India Limited	100	100	518,700	518,700	-	52	-	52	
Krishna Maruti Limited	10	10	670,000	670,000	-	7	-	7	
SKH Metals Limited	10	10	2,645,000	2,645,000	-	49	-	49	
Nippon Thermostat (India) Limited	10	10	125,000	125,000	-	1	-	1	
Magneti Marelli Powertrain India Limited	10	10	8,550,000	8,550,000	-	86	-	86	
Denso India Limited *	10	-	2,862,758	-	-	73	-	-	
					-	293	-	220	

\* Denso India Limited delisted in the current financial year

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

Name of the Company	Interest / Dividend % age	Face Value ₹ 31.03.2014	Face Value ₹ 31.03.2013	Number as at 31.03.2014	Number as at 31.03.2013	As at 31.03.2014		As at 31.03.2013	
						Current	Non Current	Current	Non Current
<b>Unquoted Redeemable Preference Shares (Fully Paid)</b>									
Western Paques (India) Limited	0.145	100	100	500,000	500,000	-	50	-	50
Less : Provision for diminution in value						-	50	-	50
						-	50	-	50
<b>Investment in Mutual Funds (unquoted)</b>									
<b>Units of Debt Mutual Funds :</b>									
Axis Banking Debt Fund Direct Plan Growth Option		1,000	-	255,691	-	-	300	-	-
Axis Fixed Term Plan Series 47 (483 Days) Direct Growth		10	-	25,000,000	-	-	250	-	-
Baroda Pioneer Fixed Maturity Plan Series N Plan B (12.4 Months) Growth Option		10	-	15,000,000	-	-	150	-	-
Baroda Pioneer 367 Days FMP Series 4 Growth Plan		-	10	-	10,000,000	-	-	100	-
Baroda Pioneer Fixed Maturity Plan Series A Plan B Growth Option		-	10	-	25,000,000	-	-	250	-
Birla Sunlife Fixed Term Plan Series FJ Growth Option		-	10	-	25,000,000	-	-	-	250
Birla Sunlife Fixed Term Plan Series FV Growth Option		-	10	-	30,000,000	-	-	300	-
Birla Sunlife Fixed Term Plan Series FW Growth Option		10	10	25,000,000	25,000,000	-	250	-	250
Birla Sunlife Fixed Term Plan Series GG 368 Days Growth Option		-	10	-	75,000,000	-	-	750	-
Birla Sunlife Fixed Term Plan Series GJ 367 Days Growth Option		-	10	-	40,000,000	-	-	400	-
Birla Sunlife Fixed Term Plan Series GM 367 Days Growth Option		-	10	-	20,000,000	-	-	200	-
Birla Sunlife Fixed Term Plan Series GO 369 Days Growth Option		-	10	-	20,000,000	-	-	200	-
Birla Sunlife Fixed Term Plan Series GQ 367 Days Growth Option		-	10	-	20,000,000	-	-	200	-
Birla Sunlife Fixed Term Plan Series HD (366 Days) Growth Option		-	10	-	65,000,000	-	-	650	-
Birla Sunlife Interval Income Fund Annual Plan 2 Growth Option		-	10	-	26,004,395	-	-	260	-
Birla Sunlife Fixed Maturity Plan Series HB 366 Days Growth Option		10	-	30,000,000	-	300	-	-	-
Birla Sunlife Fixed Term Plan Series GA Growth Option		10	10	30,000,000	30,000,000	1,000	-	-	1,000
Birla Sunlife Fixed Term Plan Series GF (539 Days) Growth		10	10	100,000,000	100,000,000	300	-	-	300
Birla Sunlife Fixed Term Plan Series GV 367 Days Growth Option		10	-	60,000,000	-	600	-	-	-
Birla Sunlife Fixed Term Plan Series HK Growth Option		10	-	30,000,000	-	300	-	-	-
Birla Sunlife Fixed Term Plan Series HL Growth Option		10	-	65,000,000	-	650	-	-	-

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

Name of the Company	Interest / Dividend % age	Face Value ₹ 31.03.2014	Face Value ₹ 31.03.2013	Number as at 31.03.2014	Number as at 31.03.2013	As at 31.03.2014		As at 31.03.2013	
						Current	Non Current	Current	Non Current
Birla Sunlife Fixed Term Plan Series IL (368 Days) Growth Option		10	-	25,000,000	-	250	-	-	-
Birla Sunlife Fixed Term Plan Series JA (366 Days) Growth Option		10	-	20,000,000	-	200	-	-	-
Birla Sunlife Fixed Term Plan Series JG (368 Days) Growth Option		10	-	35,000,000	-	350	-	-	-
Birla Sunlife Fixed Term Plan Series JL (368 Days) Growth Option		10	-	35,000,000	-	350	-	-	-
Birla Sunlife Fixed Term Plan Series JL (368 Days) Growth Option		10	-	35,000,000	-	350	-	-	-
Birla Sunlife Fixed Term Plan Series JQ (368 Days) Growth Option		10	-	60,000,000	-	600	-	-	-
Birla Sunlife Fixed Term Plan Series JT (367 Days) Growth Option		10	-	80,000,000	-	800	-	-	-
Birla Sunlife Fixed Term Plan Series JU (369 Days) Growth Option		10	-	50,000,000	-	500	-	-	-
Birla Sunlife Fixed Term Plan Series JY (367 Days) Growth Option		10	-	85,000,000	-	850	-	-	-
Birla Sunlife Fixed Term Plan Series JZ (368 Days) Growth Option		10	-	42,000,000	-	420	-	-	-
Birla Sunlife Fixed Term Plan Series KC (368 Days) Growth Option		10	-	20,000,000	-	200	-	-	-
Birla Sunlife Fixed Term Plan Series KF (368 Days) Growth Option		10	-	25,000,000	-	250	-	-	-
Birla Sunlife Fixed Term Plan Series KG (367 Days) Growth Option		10	-	20,000,000	-	200	-	-	-
Birla Sunlife Fixed Term Plan Series KK (367 Days) Growth Option		10	-	20,000,000	-	200	-	-	-
Birla Sunlife Fixed Term Plan Series KQ (368 Days) Growth Option		10	-	65,000,000	-	650	-	-	-
Birla Sunlife Govt Securities Long Term Growth		10	-	11,596,220	-	400	-	-	-
BNP Paribas Fixed Term Fund Series 24 A Growth Option		10	10	20,000,000	20,000,000	200	-	-	200
BNP Paribas Fixed Term Plan Series 26 C Growth Option		10	-	25,000,000	-	250	-	-	-
BNP Paribas Fixed Term Fund Series 25 A Growth Option		-	10	-	40,000,000	-	-	400	-
DSP Black Rock FMP Series 37 13 Month Growth Option		-	10	-	100,000,000	-	-	1,000	-
DSP Black Rock Fixed Maturity Plan Series 87 12 Month Growth Option		-	10	-	30,000,000	-	-	300	-
DSP Black Rock FMP Series 47 12 Month Growth		-	10	-	20,000,000	-	-	200	-
DSP Black Rock FMP Series 82 Growth Option		-	10	-	35,000,000	-	-	350	-
DSP Black Rock FMP Series 84 12 M Growth Option		-	10	-	100,000,000	-	-	1,200	-
DSP Black Rock FMP Series 86 12 M Growth Option		-	10	-	90,000,000	-	-	900	-
DSP Black Rock Strategic Bond Fund Weekly Dividend Re-investment		1,000	1,000	1,064,051	1,020,825	1,078	-	1,033	-

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

Name of the Company	Interest / Dividend % age	Face Value ₹ 31.03.2014	Face Value ₹ 31.03.2013	Number as at 31.03.2014	Number as at 31.03.2013	As at 31.03.2014	As at 31.03.2013
						Current	Non Current
						Current	Non Current
DSP Black Rock Fixed Maturity Plan Series 108 12 Month Growth Option		10	-	20,000,000	-	200	-
DSP Black Rock Fixed Maturity Plan Series 109 12 Month Growth Option		10	-	40,000,000	-	400	-
DSP Black Rock Fixed Maturity Plan Series 130 12 Month Growth Option		10	-	34,000,000	-	340	-
DSP Black Rock Fixed Maturity Plan Series 144 12 M Growth Option		10	-	15,000,000	-	150	-
DSP Black Rock Fixed Maturity Plan Series 146 12 M Growth Option		10	-	100,000,000	-	1,000	-
DSP Black Rock Fixed Maturity Plan Series 149 12 M Growth Option		10	-	50,000,000	-	500	-
DSP Black Rock Fixed Maturity Plan Series 151 12 M Growth Option		10	-	90,000,000	-	900	-
DSP Black Rock Fixed Maturity Plan Series 95 12 Month Growth Option		10	-	40,000,000	-	400	-
DWS Fixed Maturity Plan Series 26 Growth Option		10	10	68,000,000	68,000,000	680	-
DWS Fixed Maturity Plan Series 57 Direct Plan Growth Option		10	-	50,000,000	-	-	500
DWS Fixed Maturity Plan Series 6 Growth Option		-	10	-	35,000,000	-	-
DWS Fixed Maturity Plan Series 24 Growth Option		-	10	-	40,000,000	-	-
DWS Fixed Maturity Plan Series 27 Growth Option		-	10	-	43,000,000	-	-
DWS Fixed Maturity Plan Series 29 Growth Option		-	10	-	30,000,000	-	-
DWS Premier Bond Fund Direct Plan Growth		10	10	25,923,526	25,923,526	500	-
DWS Gilt Fund Direct Plan Growth Option		10	-	38,515,757	-	500	-
DWS Fixed Maturity Plan Series 32 Growth Option		10	-	20,000,000	-	200	-
DWS Fixed Maturity Plan Series 42 Direct Plan Growth Option		10	-	20,000,000	-	200	-
DWS Fixed Maturity Plan Series 43 Growth Option		10	-	30,000,000	-	300	-
DWS Fixed Maturity Plan Series 46 Growth Option		10	-	46,271,561	-	463	-
DWS Fixed Maturity Plan Series 55 Direct Plan Growth Option		10	-	20,000,000	-	200	-
DWS Interval Fund Annual Plan Series 1 Direct Plan Growth Option		10	-	15,000,000	-	150	-
HDFC Fixed Maturity Plan 369 Days February 2014 (2) Series 29 Growth Option		10	-	30,000,000	-	300	-
HDFC Fixed Maturity Plan 378 Days March 2014 (1) Series 29 Growth Option		10	-	37,000,000	-	-	370
HDFC Fixed Maturity Plan 384 Days March 2014 (1) Series 29 Growth Option		10	-	40,000,000	-	-	400
HDFC FMP 1198 Days Feb 2013 (1) Series 24 Growth Option		10	10	5,000,000	5,000,000	-	50

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

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						Current	Non Current	Current	Non Current
HDFC Fixed Maturity Plan 369 Days January 2014 (1) Series 29 Direct Growth Option		10	-	100,000,000	-	1,000	-	-	-
HDFC Fixed Maturity Plan 369 Days June 2013 (1) Series 26 Direct Growth Option		10	-	45,000,000	-	450	-	-	-
HDFC Fixed Maturity Plan 370 Days Aug 2013 (2) Series 26 Growth Option		10	-	50,000,000	-	500	-	-	-
HDFC Fixed Maturity Plan 370 Days January 2014 (1) Series 29 Direct Growth Option		10	-	90,000,000	-	900	-	-	-
HDFC Fixed Maturity Plan 370 Days March 2014 (1) Series 29 Growth Option		10	-	50,000,000	-	500	-	-	-
HDFC Fixed Maturity Plan 371 Days February 2014 (1) Series 29 Growth Option		10	-	50,000,000	-	500	-	-	-
HDFC Fixed Maturity Plan 371 Days January 2014 (2) Series 29 Direct Growth Option		10	-	75,000,000	-	750	-	-	-
HDFC Fixed Maturity Plan 372 Days December 2013 (1) Series 29 Growth Option		10	-	46,000,000	-	460	-	-	-
HDFC Fixed Maturity Plan 372 Days January 2014 (2) Series 29 Direct Growth Option		10	-	40,000,000	-	400	-	-	-
HDFC FMP 370 Days July 2013 (2) Series 26 Direct Growth Option		10	-	20,000,000	-	200	-	-	-
HDFC Fixed Maturity Plan 398 Days March 2013(1) Growth Option		10	10	20,000,000	20,000,000	200	-	-	200
HDFC Fixed Maturity Plan 400 Days March 2013(1) Series 23 Growth Option		10	10	60,000,000	60,000,000	600	-	-	600
HDFC Fixed Maturity Plan 566 Days Dec 2012 (1) Growth		10	10	29,000,000	29,000,000	290	-	-	290
HDFC FMP 390 Day March 2012 (1) Series XXI Growth Option		-	10	-	100,000,000	-	-	1,000	-
HDFC FMP 400 Day Feb 2012 (1) Series XXI Growth Option		-	10	-	100,000,000	-	-	1,000	-
HDFC FMP 370 Days April 2012 (2) Growth Series XXI		-	10	-	35,000,000	-	-	350	-
HDFC Annual Interval Fund Series 1 Plan B		-	10	-	40,000,000	-	-	400	-
HDFC Fixed Maturity Plan 369 Days Dec 2012 (1) Growth		-	10	-	25,000,000	-	-	250	-
HDFC Floating Rate Income Fund Long Term Plan Growth Option		20	20	72,897,491	95,944,121	1,610	-	1,960	-
HDFC FMP 371 D Nov 2012 (1) Growth Option		-	10	-	25,000,000	-	-	250	-
HDFC FMP 371 Days Feb 2013 (1) Series 23 Growth Option		-	10	-	30,000,000	-	-	300	-
HDFC FMP 371 Days October 2012 (1) Growth 1389		-	10	-	15,000,000	-	-	150	-
HDFC FMP 372 Days Feb 2013 (1) Series 23 Growth Option		-	10	-	50,000,000	-	-	500	-
HDFC FMP 372 Days Jan 2012 (2) Growth Option		-	10	-	18,000,000	-	-	180	-
HDFC FMP 372 Days Jan 2013 (3) Series 23 Growth Option		-	10	-	45,000,000	-	-	450	-
HDFC Medium Term Opportunity Fund Growth		10	10	39,864,143	39,864,143	500	-	-	500

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

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						Current	Non Current	Current	Non Current
HSBC Fixed Term Series 109-377 Days Growth Option		10	-	50,000,000	-	-	500	-	-
ICICI Prudential Fixed Maturity Plan Series 68 745 Days Plan H Growth Option		10	-	40,000,000	-	-	400	-	-
ICICI Prudential Fixed Maturity Plan Series 73 376 Days Plan Q Growth Option		10	-	38,000,000	-	-	380	-	-
ICICI Prudential Fixed Maturity Plan 73 366 Days Plan A Growth Option		10	-	30,000,000	-	300	-	-	-
ICICI Prudential Fixed Maturity Plan 73 366 Days Plan B Growth Option		10	-	20,000,000	-	200	-	-	-
ICICI Prudential Fixed Maturity Plan 73 368 Days Plan D Growth Option		10	-	60,000,000	-	600	-	-	-
ICICI Prudential Fixed Maturity Plan 73 368 Days Plan M Growth Option		10	-	40,000,000	-	400	-	-	-
ICICI Prudential Fixed Maturity Plan 73 369 Days Plan P Growth Option		10	-	50,000,000	-	500	-	-	-
ICICI Prudential Fixed Maturity Plan Series 68 368 Days Plan G Growth Option		10	-	70,000,000	-	700	-	-	-
ICICI Prudential Fixed Maturity Plan Series 68 369 Days Plan E Growth Option		10	-	30,000,000	-	300	-	-	-
ICICI Prudential Fixed Maturity Plan Series 68 369 Days Plan I Growth Option		10	-	100,000,000	-	1,000	-	-	-
ICICI Prudential Fixed Maturity Plan Series 70 Growth Option		10	-	15,000,000	-	150	-	-	-
ICICI Prudential Fixed Maturity Plan Series 71 371 Days Plan M Growth Option		10	-	24,000,000	-	240	-	-	-
ICICI Prudential Fixed Maturity Plan Series 72 366 Days Plan T Direct Plan Growth Option		10	-	20,000,000	-	200	-	-	-
ICICI Prudential Fixed Maturity Plan Series 72 370 Days Plan G Direct Plan Growth Option		10	-	24,000,000	-	240	-	-	-
ICICI Prudential Interval Fund Annual Interval Plan IV Growth Option		10	-	16,585,178	-	250	-	-	-
ICICI Prudential Interval Fund Series VI Annual Interval Plan C Growth Option		10	-	22,854,844	-	250	-	-	-
ICICI Prudential FMP Series 65 488 Days Plan D Growth Option		10	10	30,000,000	30,000,000	300	-	-	300
ICICI Prudential FMP Series 65 502 Days Plan C Growth Option		10	10	73,000,000	73,000,000	730	-	-	730
ICICI Prudential Fixed Maturity Plan Series 66 407 Days Plan C Growth Option		10	10	100,000,000	100,000,000	1,000	-	-	1,000
ICICI Prudential Fixed Maturity Plan Series 66 420 Days Plan A Growth Option		10	10	100,000,000	100,000,000	1,000	-	-	1,000
ICICI Prudential FMP Series 62 396 Days Plan F Growth Option		-	10	-	100,000,000	-	-	1,000	-
ICICI Prudential FMP Series 63 1 Year Plan E Growth Option		-	10	-	40,000,000	-	-	400	-
ICICI Prudential FMP Series 63 370 Days Plan D Growth Option		-	10	-	80,000,000	-	-	800	-
ICICI Prudential FMP Series 63 378 Days Plan I Growth Option		-	10	-	61,012,577	-	-	610	-

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

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						Current	Non Current	Current	Non Current
ICICI Prudential Fixed Maturity Plan I 65 366 Days Growth Option		-	10	-	25,000,000	-	-	250	-
ICICI Prudential Fixed Maturity Plan Series 66 366 Days Plan D		-	10	-	20,000,000	-	-	200	-
ICICI Prudential Fixed Maturity Plan Series 66 366 Days Plan F Growth Option		-	10	-	40,000,000	-	-	400	-
ICICI Prudential Fixed Maturity Plan Series 66 366 Days Plan H		-	10	-	50,000,000	-	-	500	-
ICICI Prudential Fixed Maturity Plan Series 66 368 Days Plan B Growth Option		-	10	-	20,003,451	-	-	200	-
ICICI Prudential Fixed Maturity Plan Series 67 366 Days Plan B		-	10	-	40,000,000	-	-	400	-
ICICI Prudential Fixed Maturity Plan Series 67 366 Days Plan D		-	10	-	90,000,000	-	-	900	-
ICICI Prudential FMP Series 65 367 Days Plan H Growth Option		-	10	-	22,003,859	-	-	220	-
ICICI Prudential Interval Fund Series VI Annual Interval Plan C Growth Option		-	10	-	25,000,000	-	-	250	-
ICICI Prudential Blended Plan B Growth Option	10	10	17,130,523	17,130,523	300	-	-	300	-
ICICI Prudential Blended Plan B Direct Plan Divd	10	10	52,192,119	49,874,652	527	-	-	504	-
IDBI Fixed Maturity Plan 366 Days Series III (March 2013) D Growth Option		-	10	-	20,000,000	-	-	200	-
IDBI Fixed Maturity Plan Series III (Feb 2013) Plan A Growth Option		-	10	-	25,000,000	-	-	250	-
IDFC Fixed Maturity Plan 366 Days Series 83 Growth Option		-	10	-	10,000,000	-	-	100	-
IDFC Fixed Term Plan Series 12 Growth Option		-	10	-	40,000,000	-	-	400	-
IDFC Fixed Term Plan Series 13 Growth Option		-	10	-	95,000,000	-	-	950	-
IDFC Yearly Series Interval Fund Direct Plan Series I Growth Option		-	10	-	25,000,000	-	-	250	-
IDFC Yearly Series Interval Series II Growth Option		-	10	-	50,000,000	-	-	500	-
IDFC Yearly Series Interval Series III Growth Option		-	10	-	20,000,000	-	-	200	-
IDFC Money Manager Fund Investment Plan Growth	10	10	62,901,943	55,618,590	1,250	-	-	1,000	-
IDFC Banking Debt Fund Direct Plan Growth Option	10	-	91,140,256	-	1,000	-	-	-	-
IDFC Fixed Term Plan Series 49 Direct Plan Growth Option	10	-	30,000,000	-	300	-	-	-	-
IDFC Fixed Term Plan Series 59 Growth Optin	10	-	20,000,000	-	200	-	-	-	-
IDFC Fixed Term Plan Series 65 Direct Plan Growth Option	10	-	80,000,000	-	800	-	-	-	-
IDFC Fixed Term Plan Series 67 Growth Option	10	-	35,000,000	-	350	-	-	-	-
IDFC Fixed Term Plan Series 78 (366 Days) Growth Option	10	-	30,000,000	-	300	-	-	-	-
IDFC Fixed Term Plan Series 81 (368 Days) Growth Option	10	-	20,000,000	-	200	-	-	-	-
IDFC Fixed Term Plan Series 85 (369 Days) Growth Option	10	-	60,000,000	-	600	-	-	-	-

**NOTES****To the Financial Statements**

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						Current	Non Current	Current	Non Current
IDFC Fixed Term Plan Series 9 Growth Option	10	10	30,000,000	30,000,000	300	-	-	-	300
IDFC Fixed Term Series 20 Direct Plan Growth Option	10	10	25,000,000	-	250	-	-	-	-
IDFC Yearly Series Interval Fund Direct Plan Series I Growth Option	10	-	44,154,984	-	480	-	-	-	-
IDFC Yearly Series Interval Fund Direct Plan Series II Growth Option	10	-	21,079,644	-	230	-	-	-	-
IDFC Fixed Term Plan Series 88 (372 Days) Growth Option	10	-	21,000,000	-	-	210	-	-	-
JM High Liquidity fund super institutional Daily Dividend	10	-	95,977,226	-	1,001	-	-	-	-
JM Fixed Maturity Fund Series XXIV Plan C Growth Option	10	-	20,000,000	-	200	-	-	-	-
JM Fixed Maturity Fund Series XXIII Plan A	-	10	-	15,000,000	-	-	-	150	-
JP Morgan India Series 6 13 Months Growth Option	-	10	-	120,000,000	-	-	-	1,200	-
JP Morgan Fixed Maturity Plan Series 23 Growth Option	10	-	8,000,000	-	-	80	-	-	-
JP Morgan Income Fund Series 301 Growth Fund	10	10	85,121,701	85,121,701	-	851	-	-	851
JP Morgan India Annual Interval Fund Growth Option	10	-	15,000,000	-	150	-	-	-	-
JP Morgan Active Income Bond Fund Growth Option	10	10	93,948,790	30,899,961	1,230	-	-	400	-
JP Morgan India Short Term Income Fund Growth Option	10	-	45,995,946	-	592	-	-	-	-
Kotak Fixed Maturity Plan Series 103 Growth Option	-	10	-	20,000,000	-	-	-	200	-
Kotak Fixed Maturity Plan Series 102 Growth Option	10	10	20,000,000	20,000,000	200	-	-	-	200
Kotak Fixed Maturity Plan Series 95 Growth Option	10	10	40,000,000	40,000,000	400	-	-	-	400
Kotak Fixed Maturity Plan Series 97 Growth Option	10	10	95,000,000	95,000,000	950	-	-	-	950
Kotak Fixed Maturity Plan Series 136 Growth Option	10	-	64,000,000	-	640	-	-	-	-
Kotak Fixed Maturity Plan Series 139 Growth Option	10	-	20,000,000	-	200	-	-	-	-
Kotak Fixed Maturity Plan Series 143 Growth Option	10	-	30,000,000	-	300	-	-	-	-
Kotak Fixed Maturity Plan Series 144 Growth Option	10	-	25,000,000	-	250	-	-	-	-
Kotak Fixed Maturity Plan Series 152 Growth Option	10	-	20,000,000	-	200	-	-	-	-
Kotak Mahindra Fixed Maturity Plan Series 110 Growth Option	10	-	30,000,000	-	300	-	-	-	-
Kotak Mahindra Fixed Maturity Plan Series 111 Growth Option	10	-	20,000,000	-	200	-	-	-	-
Kotak Fixed Maturity Plan Series 142 Growth Option	10	-	50,000,000	-	-	500	-	-	-

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

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						Current	Non Current	Current	Non Current
Kotak Fixed Maturity Plan Series 147 Growth Option		10	-	40,000,000	-	-	400	-	-
Kotak Fixed Maturity Plan Series 150 Growth Option		10	-	25,000,000	-	-	250	-	-
Kotak Fixed Maturity Plan Series 151 Growth Option		10	-	40,000,000	-	-	400	-	-
Kotak Fixed Maturity Plan Series 94 Growth Option		-	10	-	40,000,000	-	-	400	-
Kotak Fixed Maturity Plan Series 96 Growth Option		-	10	-	20,000,000	-	-	200	-
Kotak Banking & PSU Debt Fund Direct Dividend Re-investment Option		10	-	73,628,214	-	800	-	-	-
L & T Fixed Maturity Plan VII (Dec 369 Days) Growth Option		-	10	-	10,000,000	-	-	100	-
L&T Fixed Maturity Plan VII (367D A) Growth Option		-	10	-	18,000,000	-	-	180	-
L & T Fixed Maturity Plan 9 Plan D Dirct Growth Option		10	-	20,000,000	-	200	-	-	-
L & T Fixed Maturity Plan 9 Plan G Dirct Growth Option		10	-	25,000,000	-	250	-	-	-
L & T Fixed Maturity Plan Series X Plan A Growth Option		10	-	15,000,000	-	150	-	-	-
L & T Fixed Maturity Plan Series X Plan D Growth Option		10	-	20,000,000	-	200	-	-	-
L & T Fixed Maturity Plan Series X Plan L Growth Option		10	-	30,000,000	-	300	-	-	-
L & T Fixed Maturity Plan VII (Jan 507 Days) Growth Option		10	10	25,000,000	25,000,000	250	-	-	250
L & T FMP VII (Feb 511 DA) Direct Plan Growth Option		10	10	20,000,000	20,000,000	200	-	-	200
L&T Fixed Maturity Plan VII (Mar 13M A) Growth Option		10	10	25,000,000	25,000,000	250	-	-	250
L & T Fixed Maturity Plan Series X Plan S Growth Option		10	-	25,000,000	-	-	250	-	-
L & T Fixed Maturity Plan Series X Plan T Growth Option		10	-	43,000,000	-	-	430	-	-
LIC Nomura MF Fixed Maturity Plan Series 61 365 Days Growth Option		-	10	-	20,000,000	-	-	200	-
LIC Nomura Mutual Fund Fixed Maturity Plan Series 54 375 Days Growth Option		-	10	-	35,000,000	-	-	350	-
LIC Nomura Mutual Fund Fixed Maturity Plan Series 66 - 371 Days Growth Option		10	-	40,000,000	-	400	-	-	-
LIC Nomura Mutual Fund Fixed Maturity Plan Series 68 Growth Option		10	-	20,000,000	-	200	-	-	-
LIC Nomura MF Fixed Maturity Plan Series 76 382 Days		10	-	20,000,000	-	-	200	-	-
LIC Nomura MF Fixed Maturity Plan Series 79 373 Days		10	-	20,000,000	-	-	200	-	-
Peerless Liquid Fund Super Institutional Daily Dividend Re-investment		10	-	75,015,990	-	751	-	-	-

**NOTES**

## To the Financial Statements

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						Current	Non Current
						Current	Non Current
Peerless Fixed Maturity Plan Series 1 Growth Option	-	10	-	20,000,000	-	-	200
Reliance Fixed Horizon Fund XXII Series 33 Growth Option	10	10	35,000,000	35,000,000	350	-	- 350
Reliance Fixed Horizon Fund XXII Series 39 Growth Option	10	10	20,000,000	20,000,000	200	-	- 200
Reliance Fixed Horizon Fund XXIII Series 2 Growth Option	10	10	30,000,000	30,000,000	300	-	- 300
Reliance Fixed Horizon Fund XXIII Series 5 Growth Option	10	10	251,324,531	251,324,531	2,513	-	- 2,513
Reliance Fixed Horizon Fund XXVI Series 6 Growth Option	10	-	90,000,000	-	900	-	-
Reliance Yearly Interval Fund Series 2 Growth Option	10	-	128,329,697	-	1,400	-	-
Reliance Yearly Interval Fund Series 3 Growth Option	10	-	36,525,011	-	400	-	-
Reliance Yearly Interval Fund Series 4 Growth Option	10	-	41,095,890	-	450	-	-
Reliance Yearly Interval Fund Series I Growth Option	10	-	220,616,623	-	2,400	-	-
Reliance Fixed Horizon Fund XXII Series 34 Growth Option	10	10	5,000,000	5,000,000	50	-	50
Reliance Fixed Horizon Fund XXVI Series 2 Growth Option	10	-	80,000,000	-	-	800	-
Reliance Fixed Horizon Fund XXVI Series 5 Growth Option	10	-	20,000,000	-	-	200	-
Reliance Fixed Horizon Fund XXII Series 35 Growth Option	-	10	-	17,000,000	-	-	170
Reliance Fixed Horizon Fund XXIII Series 6 Growth Option	-	10	-	90,000,000	-	-	900
Reliance Yearly Interval Fund Series 2 Growth Option	-	10	-	225,000,000	-	-	2,250
Reliance Yearly Interval Fund Series 3 Growth Option	-	10	-	40,000,000	-	-	400
Reliance Yearly Interval Fund Series 4 Growth Option	-	10	-	40,000,000	-	-	400
Reliance Yearly Interval Fund Series 5 Growth Option	-	10	-	20,000,000	-	-	200
Reliance Yearly Interval Fund Series I Growth Option	-	10	-	225,000,000	-	-	2,250
Religare Fixed Maturity Plan Series XIII Plan C 13 Months Growth Option	-	10	-	20,000,000	-	-	200
Religare Fixed Maturity Plan Series XIII Plan D 386 Days Growth Option	-	10	-	20,000,000	-	-	200
Religare Fixed Maturity Plan Series XIV Plan B 378 Days Growth Option	-	10	-	27,000,000	-	-	270
Religare Fixed Maturity Plan Series XVI C Growth Option	-	10	-	30,000,000	-	-	300
Religare Fixed Maturity Plan Series XVI D Growth Option	-	10	-	20,000,000	-	-	200

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

Name of the Company	Interest / Dividend % age	Face Value ₹ 31.03.2014	Face Value ₹ 31.03.2013	Number as at 31.03.2014	Number as at 31.03.2013	As at 31.03.2014		As at 31.03.2013	
						Current	Non Current	Current	Non Current
Religare Fixed Maturity Plan Series XVIII Plan E (369 Days) Growth Option		-	10	-	40,000,000	-	-	400	-
Religare Fixed Maturity Plan Series XVIII Plan A (369 Days) Growth Option		-	10	-	20,000,000	-	-	200	-
Religare Active Income Bond Fund Growth Option		1,000	1,000	499,932	499,932	700	-	700	-
Religare Short Term Fund Growth		10	10	63,714,559	63,714,559	1,000	-	1,000	-
Religare Fixed Maturity Plan Series XIX Plan F Growth Option		10	-	20,000,000	-	200	-	-	-
Religare Fixed Maturity Plan Series XVII Plan D (399 Days) Growth Option		10	10	40,000,000	40,000,000	400	-	-	400
Religare Fixed Maturity Plan Series XVII Plan F (392 Days) Growth Option		10	10	25,000,000	25,000,000	250	-	-	250
Religare Invesco Fixed Maturity Plan 367 Days Series 23 Plan B Growth Option		10	-	18,000,000	-	180	-	-	-
Religare Invesco Fixed Maturity Plan 367 Days Series 23 Plan F Growth Option		10	-	15,000,000	-	150	-	-	-
Religare Invesco Fixed Maturity Plan Series 22 Plan G (370 Days) Growth Option		10	-	30,000,000	-	300	-	-	-
Religare Invesco Fixed Maturity Plan Series XXI (370 Days) Plan E Growth Option		10	-	50,000,000	-	500	-	-	-
Religare Invesco Fixed Maturity Plan Series XXII AGrowth Option		10	-	20,000,000	-	200	-	-	-
Religare Invesco Fixed Maturity Plan 376 Days Series 23 Plan G Growth Option		10	-	25,000,000	-	-	250	-	-
Religare Invesco Fixed Maturity Plan Series 22 Plan F (15 Months) Growth Option		10	-	30,000,000	-	-	300	-	-
Religare Invesco Fixed Maturity Plan Series 22 Plan H (427 Days) Growth Option		10	-	25,000,000	-	-	250	-	-
Religare Invesco Fixed Maturity Plan Series 22 Plan L (14 MOnth) Growth Option		10	-	10,000,000	-	-	100	-	-
Religare Credit Opportunity Fund Dividend Option		1,000	-	177,016	-	177	-	-	-
SBI Debt Fund Series A-14 380 Days Growth Option		10	-	30,000,000	-	-	300	-	-
SBI Debt Fund 366 Days Series 25 Growth Option		10	10	119,000,000	119,000,000	1,190	-	1,190	-
SBI Debt Fund Series 13 Month 14 Growth Option		10	10	80,000,000	80,000,000	800	-	-	800
SBI Debt Fund Series 13 Month 15 Growth Option		10	10	80,000,000	80,000,000	800	-	-	800
SBI Debt Fund Series 28 366 Days Growth Option		10	-	85,000,000	-	850	-	-	-
SBI Debt Fund Series 366 Days 46 Direct Plan Growth Option		10	-	15,000,000	-	150	-	-	-
SBI Debt Fund Series A-12 366 Days Growth Option		10	-	30,000,000	-	300	-	-	-
SBI Debt Fund Series A-13 366 Days Growth Option		10	-	40,000,000	-	400	-	-	-
SBI Debt Fund Series A-16 366 Days Growth Option		10	-	50,000,000	-	500	-	-	-
SBI SDFS 366 Days Series 36 Growth Option		10	-	60,000,000	-	600	-	-	-

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

Name of the Company	Interest / Dividend % age	Face Value ₹ 31.03.2014	Face Value ₹ 31.03.2013	Number as at 31.03.2014	Number as at 31.03.2013	As at 31.03.2014		As at 31.03.2013	
						Current	Non Current	Current	Non Current
SBI Debt Fund Series 367 Days 18 Growth Option	-	10	84,000,000	84,000,000	-	-	-	840	-
SBI Debt Fund Series 366 Days Growth Option	-	10	-	75,000,000	-	-	-	750	-
SBI Debt Fund 366 Days Series 23 Growth Option	-	10	-	100,000,000	-	-	-	1,000	-
SBI Debt Fund 366 Days Series 24 Growth Option	-	10	-	20,000,000	-	-	-	200	-
SBI Debt Fund Series 366 Days -17 Growth Option	-	10	-	15,000,000	-	-	-	150	-
SBI Debt Fund Series 15 Months -7- Growth Option	-	10	-	17,000,000	-	-	-	170	-
SBI Debt Fund Series 18 Months 8 Growth Option	-	10	-	16,500,000	-	-	-	165	-
SBI Mengnum Insta Cash Fund Liquid Floater Weekly Dividend Re-investment	1,000	-	388,222	-	401	-	-	-	-
SBI Short Term Debt Fund Direct Plan Weekly Divd	10	10	60,810,841	57,380,928	643	-	-	606	-
Sundaram Fixed Term Plan CQ 370 Days Growth Option	-	10	-	20,000,000	-	-	-	200	-
Sundaram Fixed Term Plan DE 367 Days Growth Option	-	10	-	20,000,000	-	-	-	200	-
Sundaram Fixed Term Plan DG 366 Days Growth Option	-	10	-	20,000,000	-	-	-	200	-
Sundaram Fixed Term Plan DF 396 Days Growth Option	10	10	40,000,000	40,000,000	400	-	-	-	400
Sundaram Fixed Term Plan EW 366 Days Growth Option	10	-	20,000,000	-	200	-	-	-	-
Sundaram Fixed Term Plan FB 369 Days Growth Option	10	-	20,000,000	-	200	-	-	-	-
Sundaram Fixed Term Plan FF 366 Days Growth Option	10	-	20,000,000	-	200	-	-	-	-
Sundaram Fixed Term Plan FJ 365 Days Growth Option	10	-	25,000,000	-	250	-	-	-	-
Sundaram Fixed Term Plan Series DQ Growth Option	10	-	25,000,000	-	250	-	-	-	-
Sundaram Fixed Term Plan FI 383 Days Growth Option	10	-	25,000,000	-	-	250	-	-	-
Sundaram Flexible Fund Short Term Plan Growth Option	10	-	36,085,022	-	-	730	-	-	-
Tata Money Market Fund- Daily Dividend	1,000	-	249,912	-	250	-	-	-	-
Tata Fixed Maturity Plan Series 42 Growth Option	-	10	-	27,000,000	-	-	-	270	-
Tata Fixed Maturity Plan Series 43 Scheme C Growth Option	10	-	45,000,000	-	450	-	-	-	-
Tata Fixed Maturity Plan Series 45 Scheme C Growth Option	10	-	55,000,000	-	550	-	-	-	-
Tata Fixed Maturity Plan Series 45 Scheme D Growth Option	10	-	25,000,000	-	250	-	-	-	-
Tata Fixed Maturity Plan Series 45 Scheme E Growth Option	10	-	20,000,000	-	200	-	-	-	-
Tata Fixed Maturity Plan Series 46 Plan A Growth Option	10	-	45,000,000	-	450	-	-	-	-
Tata Fixed Maturity Plan Series 46 Scheme B Growth Option	10	-	18,000,000	-	180	-	-	-	-

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

Name of the Company	Interest / Dividend % age	Face Value ₹ 31.03.2014	Face Value ₹ 31.03.2013	Number as at 31.03.2014	Number as at 31.03.2013	As at 31.03.2014		As at 31.03.2013	
						Current	Non Current	Current	Non Current
Tata Fixed Maturity Plan Series 46 Scheme I Growth Option		10	-	40,000,000	-	400	-	-	-
Tata Fixed Maturity Plan Series 46 Scheme L Growth Option		10	-	60,000,000	-	600	-	-	-
Tata Fixed Maturity Plan Series 46 Scheme O Growth Option		10	-	36,000,000	-	360	-	-	-
Tata Fixed Maturity Plan Series 46 Scheme P Growth Option		10	-	30,000,000	-	300	-	-	-
Tata Fixed Maturity Plan Series 46 Scheme S Growth Option		10	-	20,000,000	-	200	-	-	-
Tata Fixed Maturity Plan Series 46 Scheme R Growth Option		10	-	20,000,000	-	-	200	-	-
Tata Fixed Maturity Plan Series 47 Scheme C Growth Option		10	-	20,000,000	-	-	200	-	-
Tata Fixed Maturity Plan Series 47 Scheme D Growth Option		10	-	40,000,000	-	-	400	-	-
Taurus Fixed Maturity Plan 369 Days Series X Growth Option		-	10	-	17,000,000	-	-	170	-
Templton India Treasury Management Account Daily Dividend		1,000	-	2,591,679	-	2,594	-	-	-
UTI Fixed Income Interval Plan Growth		-	10	-	22,923,792	-	-	250	-
UTI Fixed Term Income Fund Series XIII I (368 Days) Growth Option		-	10	-	25,000,000	-	-	250	-
UTI Fixed Term Income Fund Series XIV I (366 Days) Growth Option		-	10	-	80,000,000	-	-	800	-
UTI Fixed Term Income Fund Series XIV II (366 Days) Growth Option		-	10	-	85,000,000	-	-	850	-
UTI Fixed Term Income Fund Series XIV- V (366 Days) Growth Option		-	10	-	60,000,000	-	-	600	-
UTI Fixed Term Income Fund Series XIV- VI (366 Days) Growth Option		-	10	-	32,000,000	-	-	320	-
UTI Fixed Term Income Fund Series XIV- VII (367 Days) Growth Option		-	10	-	100,000,000	-	-	1,000	-
UTI Fixed Income Interval Fund IV Annual Interval Plan Growth Option		10	-	9,281,144	-	150	-	-	-
UTI Fixed Term Income Fund Series XIII III (549 Days) Growth Option		10	10	25,000,000	25,000,000	250	-	-	250
UTI Fixed Term Income Fund Series XIV- IV (408 Days) Growth Option		10	10	25,000,000	25,000,000	250	-	-	250
UTI Fixed Term Income Fund Series XV- VI (368 Days) Growth Option		10	-	40,000,000	-	400	-	-	-
UTI Fixed Term Income Fund Series XVII (369 Days) Direct Growth Option		10	-	20,000,000	-	200	-	-	-
UTI Fixed Term Income Fund Series XVII (367 Days) Growth Option		10	-	50,000,000	-	500	-	-	-
UTI Fixed Term Income Fund Series XVII-I (369 Days) Growth Option		10	-	35,000,000	-	350	-	-	-
UTI Fixed Term Income Fund Series XVIII-III (367 Days) Growth Option		10	-	40,000,000	-	400	-	-	-
UTI Fixed Term Income Fund Series XVIII-IV (366 Days) Growth Option		10	-	50,000,000	-	500	-	-	-

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

Name of the Company	Interest / Dividend % age	Face Value ₹ 31.03.2014	Face Value ₹ 31.03.2013	Number as at 31.03.2014	Number as at 31.03.2013	As at 31.03.2014		As at 31.03.2013	
						Current	Non Current	Current	Non Current
UTI Fixed Term Income Fund Series XVII-X (367 Days Growth Option)	10	-	43,000,000	-	430	-	-	-	-
UTI Fixed Term Income Fund Series XVII-XIII (369 Days Growth Option)	10	-	100,000,000	-	1,000	-	-	-	-
UTI Fixed Term Income Fund Series XVII-XX (369 Days) Growth Option	10	-	66,000,000	-	660	-	-	-	-
UTI Fixed Term Income Fund Sr XVI I Growth Option	10	-	60,000,000	-	600	-	-	-	-
UTI Fixed Term Income Fund XV X 368 Days	10	-	30,123,190	-	301	-	-	-	-
UTI Fixed Term Income Fund XVII II 369 Days Growth Option	10	-	35,000,000	-	350	-	-	-	-
UTI Fixed Term Income Fund XVII V 366 Days Growth Option	10	-	20,000,000	-	200	-	-	-	-
						88,131	11,350	52,048	17,314

**55. STATEMENT ON ASSETS, LIABILITIES, INCOME & EXPENSES OF JOINT VENTURES**

Details of the Company's share in the Joint Venture Assets ,Liabilities ,Income & Expenses as required by Accounting Standard 27 "Financial Reporting of Interest in Joint Venture" is as indicated below.

Sl.No	Name of Company	Country of Incorporation	% Ownership Interest	
			As at 31.03.2014	As at 31.03.2013
1	Mark Exhaust Systems Limited	India	44.37	44.37
2	Bellsonica Auto Components India Limited	India	30.00	30.00
3	FMI Automotive India Limited	India	49.00	49.00
4	Krishna Ishizaki Auto Limited (formerly known as Krishna Auto Mirrors Limited)	India	15.00	15.00
5	Manesar Steel Processing (India) Pvt Ltd	India	15.00	15.00
6	Maruti Insurance Broking Pvt Ltd	India	46.26	47.92
7	Inergy Automotive Systems Manufacturing India Private Ltd	India	26.00	26.00

Detail of Assets	2013-14		2012-13	
	Non-current Assets			
Tangible Assets		2,202		1,989
Intangible Assets		17		13
Capital Work in Progress		181		257
Net Block		2,400		2,259
Non-Current Investments		644		214
Long Term Loans and Advances		132		61
Other Non-Current Assets		5		-

**NOTES**

## To the Financial Statements

(All amounts in ₹ million, unless otherwise stated)

	<b>2013-14</b>	<b>2012-13</b>
<b>Current Assets</b>		
Current Investments	-	68
Inventories	555	436
Trade Receivables	707	599
Cash and Bank Balances	139	353
Short Term Loans and Advances	309	176
Other Current Assets	54	129
<b>Detail of Liabilities</b>		
<b>Non-current Liabilities</b>		
Long Term Borrowings	1,670	1,620
Deferred Tax Liabilities (Net)	82	74
Other Long Term Liabilities	72	65
Long Term Provisions	27	-
<b>Current Liabilities</b>		
Short Term Borrowings	132	176
Trade Payables	986	1,146
Other Current Liabilities	399	75
Short Term Provisions	(5)	(20)
<b>Detail of Income</b>		
Net Sale of Products	6,777	6,475
Other Operating Revenue	872	759
Other Income	23	34
<b>Detail of Expenditure</b>		
Cost of Material Consumed	4,673	4,604
Purchase of Stock-in-Trade	75	33
Change in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	14	(57)
Employees Benefit Expenses	364	323
Finance Costs	87	78
Depreciation and Amortisation Expense	301	222
Other Expenses	678	602
Tax Expenses Current	235	152
Tax Expenses Deferred	8	36
<b>Details of Contingent Liabilities</b>		
Excise Demands	34	34
Income Tax demands	-	6
Claims against the Company lodged by various parties	-	5
Capital commitments	2	12
Service Tax demands	-	5

**56** Previous Year's figures have been recasted / regrouped where considered necessary to make them comparable with the current year's figures.

For **Price Waterhouse**

Firm Registration Number: 301112E  
Chartered Accountants

**ABHISHEK RARA**

Partner  
Membership Number - 077779

Place: New Delhi

Date: 25<sup>th</sup> April 2014

**KENICHI AYUKAWA**  
Managing Director & CEO

**AJAY SETH**  
Chief Financial Officer

**TOSHIAKI HASUIKE**  
Joint Managing Director

**S. RAVI AIYAR**  
Executive Director (Legal) & Company Secretary

# STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING TO SUBSIDIARY COMPANIES

Name of the Subsidiary Company	Maruti Insurance Distribution Services Limited	Maruti Insurance Business Agency Limited	True Value Solutions Limited	Maruti Insurance Agencies Solutions Limited	Maruti Insurance Agencies Network Limited	Maruti Insurance Services Limited	Maruti Insurance Logistics Limited	Maruti Insurance Broker Limited	J. J. Impex (Delhi) Private Limited
The financial year of the subsidiary company ended on	31st March 2014	31st March 2014	31st March 2014	31st March 2014	31st March 2014	31st March 2014	31st March 2014	31st March 2014	31st March 2014
Number of shares in the subsidiary company held by Maruti Suzuki India Limited at the above date	150,000	150,000	50,000	150,000	150,000	150,000	150,000	150,000	500,000
Extent of Holding	100%	100%	100%	100%	100%	100%	100%	100%	100%
The net aggregate of profit/(loss) of the subsidiary company so far 28 these concern the members of Maruti Suzuki India Limited:									50.87%
i) dealt with in the accounts of Maruti Suzuki India Limited amounted to:									
a) For subsidiary's financial year ended on 31st March 2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) For previous financial years of the subsidiary since it became subsidiary of Maruti Suzuki India Limited	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ii) not dealt with in the accounts of Maruti Suzuki India Limited amounted to:									
a) For subsidiary's financial year ended on 31st March 2014 (₹)	1,883,265	22,992,457	(63,425)	2,469,129	2,328,071	863,304	1,102,883	(39,149)	32,649,704
b) For previous financial years of the subsidiary since it became subsidiary of Maruti Suzuki India Limited (₹)	180,763,110	1,071,630,206	1,522,938	213,373,386	289,605,328	50,246,602	127,348,690	(2,660,820)	92,861,935

Place: New Delhi  
Date: 25<sup>th</sup> April 2014

**KENICHI AYUKAWA** **TOSHIAKI HASUIKE** **AJAY SETH**  
Managing Director & CEO Joint Managing Director Chief Financial Officer  
**S. RAVI AIYAR**  
Executive Director (Legal) &  
Company Secretary

## **FINANCIAL STATEMENT OF SUBSIDIARY COMPANIES 2013-14**

(Amounts in ₹)

<b>Particulars</b>	<b>Maruti Insurance Business Agency Limited</b>	<b>Maruti Insurance Distribution Services Ltd.</b>	<b>Maruti Insurance Agency Network Ltd.</b>	<b>Maruti Insurance Agency Solutions Ltd.</b>	<b>Maruti Insurance Agency Services Ltd.</b>	<b>True Value Solutions Ltd.</b>	<b>Maruti Insurance Agency Logistics Ltd.</b>	<b>J. J. Impex (Delhi) Private Limited</b>	<b>Maruti Insurance Broker Ltd.</b>
Capital	1,500,000	1,500,000	1,500,000	1,500,000	1,500,000	500,000	1,500,000	88,000,000	5,000,000
Reserves & Surpluses	1,094,622,663	182,646,375	291,933,399	215,842,515	51,109,906	1,459,513	128,451,573	125,511,639	(2,699,969)
Total Assets	1,136,632,616	186,698,410	297,433,733	222,653,100	53,738,600	2,005,250	135,628,698	279,391,364	4,205,939
Total Liabilities	1,136,632,616	186,698,410	297,433,733	222,653,100	53,738,600	2,005,250	135,628,698	279,391,364	4,205,939
Investments	1,029,016,020	181,719,470	293,532,037	216,530,453	51,555,560	-	132,849,546	24,500,000	-
Total Revenue	37,249,814	3,765,923	4,592,670	4,307,933	1,436,215	-	2,157,897	896,507,644	-
Profit Before Tax	29,192,457	2,310,653	2,878,071	3,025,816	1,064,174	(63,425)	1,312,883	48,955,641	(39,149)
Tax	6,200,000	445,000	550,000	580,000	210,000	-	210,000	16,039,000	-
Prior Period Item	-	(17,612)	-	(23,313)	(9,130)	-	-	266,937	-
Profit After Tax	22,992,457	1,883,265	2,328,071	2,469,129	863,304	(63,425)	1,102,883	32,649,704	(39,149)

# INDEPENDENT AUDITORS' REPORT

## To the Board of Directors of Maruti Suzuki India Limited

- We have audited the accompanying consolidated financial statements (the "Consolidated Financial Statements") of Maruti Suzuki India Limited ("the Company") and its subsidiaries, its jointly controlled entities and associate companies; hereinafter referred to as the "Group" (refer Note [1] to the attached consolidated financial statements) which comprise the consolidated Balance Sheet as at 31<sup>st</sup> March 2014, and the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information which we have signed under reference to this report.

## MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

- The Company's Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## AUDITORS' RESPONSIBILITY

- Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
- An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the consolidated financial statements.

- We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## OPINION

- We report that the consolidated financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standard (AS) 21 – Consolidated Financial Statements, Accounting Standard (AS) 23 – Accounting for Investments in Associates in Consolidated Financial Statements, and Accounting Standard (AS) 27 – Financial Reporting of Interests in Joint Ventures notified under Section 211(3C) of the Companies Act, 1956/notified under the Companies Act, 1956 read with the General Circular 15/2013 dated 13<sup>th</sup> September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
- Based on our audit and on consideration of reports of other auditor(s) on separate financial statements and on the other financial information of the component(s) of the Group as referred to in paragraph 9 & 10 below, and to the best of our information and according to the explanations given to us, in our opinion, the accompanying consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
  - in the case of the consolidated Balance Sheet, of the state of affairs of the Group as at 31<sup>st</sup> March 2014;
  - in the case of the consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
  - in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

## EMPHASIS OF MATTER

- We draw attention to Note 32(vii) to the consolidated financial statements regarding demands received from Haryana State Industrial & Infrastructure Development Corporation Limited ("HSIIDC") towards enhanced compensation for the Company's freehold land at Manesar amounting to ₹ 7,496 million and ₹ 1,376 million. In respect of the demand of ₹ 7,496 million; pursuant to the Supreme Court of India setting aside the judgment of and remitting the case back to the Punjab & Haryana High Court ("High Court") for fresh determination of the compensation amount payable to the landowners, the Company has filed an impleadment application before the High Court. In respect of the demand for ₹ 1,376 million; the Company's appeal with the High Court is pending adjudication. In respect of the aforesaid demands, the Company has made a payment of ₹ 3,700 million to HSIIDC under protest. As the amount(s), if any, of the final price adjustment(s) is/ are not determinable at this stage, no provision is considered necessary towards enhanced compensation for the aforesaid freehold land. Our opinion is not qualified in respect of this matter.

## OTHER MATTERS

9. We did not audit the consolidated financial statements of (i) 9 subsidiaries and 7 jointly controlled entities included in the consolidated financial statements, which constitute total assets of ₹ 6,168 million and net assets of ₹ 2,594 million as at 31<sup>st</sup> March 2014, total revenue of ₹ 7,576 million, net profit of ₹ 478 million and net cash flows amounting to (₹ 209) million for the year then ended; and (ii) 12 associate companies which constitute net profit of ₹ 229 million for the year then ended. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us, and our opinion on the consolidated financial statements to the extent they have been derived from such financial statements is based solely on the report of such other auditors.
10. Attention is invited to Note 38(a) and 38(b) of Notes to consolidated financial statements regarding certain associate entities and jointly controlled entities whose financial statements are unaudited, the impact of which is not likely to be material.

For **Price Waterhouse**

Firm Registration Number: 301112E  
Chartered Accountants

**ABHISHEK RARA**

Partner  
Membership Number - 077779

Place: New Delhi

Date: 25<sup>th</sup> April 2014

# CONSOLIDATED BALANCE SHEET

As at 31<sup>st</sup> March 2014

(All amounts in ₹ million, unless otherwise stated)

	Notes to Accounts	As at 31.03.2014	As at 31.03.2013
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	1,510	1,510
Reserves and Surplus	3	213,454	188,768
		<b>214,964</b>	<b>190,278</b>
		<b>122</b>	<b>106</b>
<b>MINORITY INTEREST</b>			
<b>Non-Current Liabilities</b>			
Long Term Borrowings	4	6,274	7,049
Deferred Tax Liabilities (Net)	5	5,962	4,176
Other Long Term Liabilities	6	2,476	2,588
Long Term Provisions	7	2,007	2,259
		<b>16,719</b>	<b>16,072</b>
<b>Current Liabilities</b>			
Short Term Borrowings	8	12,379	8,639
Trade Payables	9	49,998	42,772
Other Current Liabilities	10	13,205	10,884
Short Term Provisions	11	6,727	6,419
		<b>82,309</b>	<b>68,714</b>
<b>Total</b>		<b>314,114</b>	<b>275,170</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets			
Tangible Assets	12	108,493	97,977
Intangible Assets	13	1,844	2,240
Capital Work in Progress	14	26,395	19,665
		<b>136,732</b>	<b>119,882</b>
Non-Current Investments	15	15,212	21,710
Long Term Loans and Advances	16	16,539	12,878
Other Non-Current Assets	17	95	8,946
		<b>168,578</b>	<b>163,416</b>
<b>Current Assets</b>			
Current Investments	18	90,059	52,504
Inventories	19	17,632	18,872
Trade Receivables	20	14,891	15,355
Cash and Bank Balances	21	6,486	8,148
Short Term Loans and Advances	22	12,832	11,343
Other Current Assets	23	3,636	5,532
		<b>145,536</b>	<b>111,754</b>
<b>Total</b>		<b>314,114</b>	<b>275,170</b>

The notes are an integral part of these financial statements

This is the Consolidated Balance Sheet referred to in our report of even date

For Price Waterhouse

Firm Registration Number: 301112E  
Chartered Accountants**KENICHI AYUKAWA**  
Managing Director & CEO**TOSHIAKI HASUIKE**  
Joint Managing Director**ABHISHEK RARA**Partner  
Membership Number - 077779**AJAY SETH**

Chief Financial Officer

**S. RAVI AIYAR**

Executive Director (Legal) &amp; Company Secretary

Place: New Delhi

Date: 25<sup>th</sup> April 2014

# CONSOLIDATED STATEMENT OF PROFIT AND LOSS

For the year ended 31<sup>st</sup> March 2014

(All amounts in ₹ million, unless otherwise stated)

	Notes to Accounts	For the Year ended 31.03.2014	For the Year ended 31.03.2013
<b>REVENUE FROM OPERATIONS</b>			
Gross Sale of Products	24	485,305	487,970
Less: Excise Duty		52,587	55,811
Net Sale of Products		432,718	432,159
Other Operating Revenue	25	11,788	10,885
		444,506	443,044
Other Income	26	8,305	8,301
<b>Total Revenue</b>		<b>452,811</b>	<b>451,345</b>
<b>EXPENSES</b>			
Cost of Material Consumed [Share of Joint Ventures ₹ 4,673 million (Previous Year ₹ 4,604 million)]		293,452	307,898
Purchase of Stock-in-Trade Share of Joint Ventures ₹ 75 million (Previous Year ₹ 33 million)]		24,874	22,420
Change in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	27	204	192
Employees Benefit Expenses	28	14,237	11,202
Finance Costs	29	1,845	1,978
Depreciation and Amortisation Expense	30	21,160	18,897
Other Expenses	31	60,044	58,495
Vehicles / Dies for Own Use		(343)	(438)
<b>Total Expenses</b>		<b>415,473</b>	<b>420,644</b>
<b>Profit before Tax</b>		<b>37,338</b>	<b>30,701</b>
Less : Tax Expense - Current Tax [Share of Joint Ventures ₹ 235 million (Previous Year ₹ 152 million)]		7,740	7,419
- MAT Credit Availed		-	(904)
- Deferred Tax	5	1,282	(300)
[Share of Joint Ventures ₹ 8 million (Previous Year ₹ 36 million)]			
<b>Profit for the Year</b>		<b>28,316</b>	<b>24,486</b>
Minority Interest		(16)	(13)
Share of Profit in respect of Investment in Associates		229	219
<b>Profit for the Year</b>		<b>28,529</b>	<b>24,692</b>
<b>Basic / Diluted Earnings Per Share of ₹ 5 each (in ₹) (Refer Note 40)</b>		<b>94.44</b>	<b>81.74</b>

The notes are an integral part of these financial statements

This is the Consolidated Statement of Profit and Loss referred to in our report of even date

For **Price Waterhouse**

Firm Registration Number: 301112E  
Chartered Accountants

**ABHISHEK RARA**

Partner  
Membership Number - 077779

Place: New Delhi

Date: 25<sup>th</sup> April 2014

**KENICHI AYUKAWA**  
Managing Director & CEO

**AJAY SETH**  
Chief Financial Officer

**TOSHIAKI HASUIKE**  
Joint Managing Director

**S. RAVI AIYAR**  
Executive Director (Legal) & Company Secretary

# CONSOLIDATED CASH FLOW STATEMENT

For the year ended 31<sup>st</sup> March 2014

(All amounts in ₹ million, unless otherwise stated)

	For the year ended 31.03.2014	For the year ended 31.03.2013
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit before Tax	37,338	30,701
<b>Adjustments for:</b>		
Depreciation	21,160	18,897
Finance Cost	1,845	1,978
Interest Income	(2,270)	(3,135)
Dividend Income	(545)	(426)
Share of Profit in respect of Investment in Associates	229	219
Share of minority interest	(16)	(13)
Net Loss on Sale / Discarding of Fixed Assets	149	332
Profit on Sale of Investments (Net)	(4,555)	(4,234)
Provisions no Longer Required Written Back	(912)	(472)
Provision for Doubtful Advances	1	63
Unrealised Foreign Exchange (Gain)/ Loss	(1,315)	1,425
<b>Operating Profit before Working Capital changes</b>	<b>51,109</b>	<b>45,335</b>
<b>Adjustments for changes in Working Capital :</b>		
- Increase/(Decrease) in Trade Payables	7,226	6,335
- Increase/(Decrease) in Short Term Provisions	241	252
- Increase/(Decrease) in Long Term Provisions	(252)	524
- Increase/(Decrease) in Other Current Liabilities	1,539	(497)
- Increase/(Decrease) in Other Long Term Liabilities	18	93
- (Increase)/Decrease in Trade Receivables	464	(4,121)
- (Increase)/Decrease in Inventories	1,240	3,431
- (Increase)/Decrease in Short Term Loans and Advances	(1,489)	(2,198)
- (Increase)/Decrease in Long Term Loans and Advances	(4,137)	(968)
- (Increase)/Decrease in Other Current Assets	2,270	(2,011)
- (Increase)/Decrease in Other Non Current Assets	299	(79)
<b>Cash generated from Operating Activities</b>	<b>58,528</b>	<b>46,096</b>
- Taxes (Paid) (Net of Tax Deducted at Source)	(8,582)	(5,507)
<b>Net Cash from Operating Activities</b>	<b>49,946</b>	<b>40,589</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets	(35,449)	(35,725)
Sale of Fixed Assets	89	438
Sale of Investments	104,498	118,465
Purchase of Investments	(131,000)	(126,946)
Investments in Deposits with Banks	(9,000)	(15,000)
Maturities of Deposits with Banks	18,400	22,600
Interest Received	1,948	3,502
Dividend Received	545	426
<b>Net Cash from Investing Activities</b>	<b>(49,969)</b>	<b>(32,240)</b>

## **CONSOLIDATED CASH FLOW STATEMENT**

For the year ended 31<sup>st</sup> March 2014

(All amounts in ₹ million, unless otherwise stated)

	For the year ended 31.03.2014	For the year ended 31.03.2013
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds from Short Term borrowings	12,379	8,639
Repayment of Short Term borrowings	(8,639)	(10,924)
Proceeds from Long Term borrowings	265	1,688
Repayment of Long Term borrowings	(215)	(4,588)
Interest Paid	(1,701)	(2,083)
Dividend Paid	(2,417)	(2,167)
Corporate Dividend Tax Paid	(411)	(351)
<b>Net Cash from Financing Activities</b>	<b>(739)</b>	<b>(9,786)</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents</b>	<b>(762)</b>	<b>(1,437)</b>
<b>Cash and Cash Equivalents as at 1<sup>st</sup> April (Opening Balance)</b>	<b>1,648</b>	<b>2,034</b>
Cash and cash equivalents as at 1 <sup>st</sup> April 2012 - acquired on amalgamation	-	1,051
<b>Cash and Cash Equivalents as at 31<sup>st</sup> March (Closing Balance)</b>	<b>886</b>	<b>1,648</b>
<b>Cash and Cash Equivalents comprise</b>	<b>886</b>	<b>1,648</b>
Cash & Cheques in Hand	552	1,036
Balance with Banks	329	340
Balance with Scheduled Banks in Deposit Accounts	5	272

**Notes :**

- 1 The above Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard - 3 on "Cash Flow Statement" notified under Section 211 (3C) of the Companies Act, 1956.
- 2 Cash and Cash Equivalents include ₹ 6 Million (Previous Year ₹ 6 Million) in respect of unclaimed dividend, the balance of which is not available to the Company.
- 3 Figures in brackets represents cash outflow.

This is the Consolidated Cash Flow Statement referred to in our report of even date.

**For Price Waterhouse**

Firm Registration Number: 301112E  
Chartered Accountants

**ABHISHEK RARA**

Partner  
Membership Number - 077779

Place: New Delhi

Date: 25<sup>th</sup> April 2014

**KENICHI AYUKAWA**

Managing Director & CEO

**AJAY SETH**

Chief Financial Officer

**TOSHIAKI HASUIKE**

Joint Managing Director

**S. RAVI AIYAR**

Executive Director (Legal) & Company Secretary

# NOTES

## To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### 1.1 Group Companies

Maruti Suzuki India Limited (The Company) has nine subsidiaries, seven joint venture companies and twelve associate companies (The Group), as given in the following table.

Sl. No.	Name of Company	Relationship	Country of Incorporation	Percentage of ownership interest	
				as on 31st March 2014	as on 31st March 2013
1	Maruti Insurance Business Agency Limited	Subsidiary	India	100.00	100.00
2	Maruti Insurance Distribution Services Limited	Subsidiary	India	100.00	100.00
3	True Value Solutions Limited	Subsidiary	India	100.00	100.00
4	Maruti Insurance Agency Network Limited	Subsidiary	India	100.00	100.00
5	Maruti Insurance Agency Solutions Limited	Subsidiary	India	100.00	100.00
6	Maruti Insurance Agency Services Limited	Subsidiary	India	100.00	100.00
7	Maruti Insurance Agency Logistic Limited	Subsidiary	India	100.00	100.00
8	Maruti Insurance Broker Limited	Subsidiary	India	100.00	100.00
9	J.J Impex (Delhi) Private Limited	Subsidiary	India	50.87	50.87
10	Mark Exhaust Systems Limited	Joint Venture	India	44.37	44.37
11	Bellsonica Auto Component India Private Limited	Joint Venture	India	30.00	30.00
12	Krishna Ishizaki Auto Limited (Formerly known as Krishna Auto Mirrors Limited)	Joint Venture	India	15.00	15.00
13	FMI Automotive Components Limited	Joint Venture	India	49.00	49.00
14	Inergy Automotive Systems Manufacturing India Private Limited	Joint Venture	India	26.00	26.00
15	Manesar Steel Processing India Private Limited	Joint Venture	India	15.00	15.00
16	Maruti Insurance Broking Private Limited *	Joint Venture	India	46.26	47.92
17	Halla Visteon Climate Systems India Limited	Associate	India	39.00	39.00
18	SKH Metals Limited	Associate	India	48.71	48.71
19	Jay Bharat Maruti Limited	Associate	India	29.28	29.28
20	Caparo Maruti Limited	Associate	India	25.00	25.00
21	Machino Plastics Limited	Associate	India	15.35	15.35
22	Bharat Seats Limited	Associate	India	14.81	14.81
23	Krishna Maruti Limited	Associate	India	15.80	15.80
24	Asahi India Glass Limited	Associate	India	11.11	11.11
25	Denso India Limited	Associate	India	10.27	10.27
26	Nippon Thermostat (India) Limited	Associate	India	10.00	10.00
27	Sona Koyo Steering Systems Limited	Associate	India	6.94	6.94
28	Magneti Marelli Powertrain India Private Limited	Associate	India	19.00	19.00

(\*) During the current year the Company has sold 8,325 shares of Maruti Insurance Broking Private Limited thereby decreasing its shareholding from 47.92% to 46.26%.

## NOTES

### To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

#### 1.2 Basis for Preparation of the Consolidated Financial Statements:

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on an accrual basis. These financial statements have been prepared to comply in all material respects with the applicable accounting principles in India, the applicable accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006 as amended] of the Companies Act, 1956, issued pursuant to the Companies (Accounting Standards) Rules, 2006 as per Section 211(3C) of the Companies Act, 1956 read with the General Circular 15/2013 dated 13<sup>th</sup> September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013, Accounting Standard 30, Financial Instruments: Recognition and Measurement issued by the Institute of Chartered Accountants of India to the extent it does not contradict with any other accounting standard referred to in Section 211 (3C) [Companies (Accounting Standards) Rules, 2006 as amended] of the Act, other recognised accounting practices and policies and the relevant provisions of the Companies Act, 1956.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule VI to the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

Investment in associates (entity over which the company exercises significant influence, which is neither a subsidiary nor a joint venture) are accounted for using the equity method as per Accounting Standard 23 on Accounting for Investments in Associates in Consolidated Financial Statements.

Investments in joint venture undertakings over which the company exercises joint control are accounted for using proportionate consolidation as per Accounting Standard 27 on Financial Reporting of Interests in Joint Ventures.

All unrealized surpluses and deficits on transactions between the group companies are eliminated.

Accounting policies between group companies are consistent to the extent practicable. Appropriate disclosure is made of significant deviations from the company accounting policies, which have not been adjusted.

#### 1.3 Revenue Recognition:

Domestic and export sales are recognised on transfer of significant risks and rewards to the customer which takes place on dispatch of goods from the factory and port respectively.

Finance charges on hire purchase business/ lease rental income are recognized on the basis of implicit rate of return on the value of assets hired out/leased.

Agency Commission income from insurance companies and remuneration to dealers are recognised based on the insurance policies issued by the dealers.

The Company recognises income from services on rendering of services.

#### 1.4 Fixed Assets:

##### Tangible Assets

- a) Fixed assets (except freehold land which is carried at cost) are carried at cost of acquisition or construction or at manufacturing cost (in case of own manufactured assets) in the year of capitalisation less accumulated depreciation.
- b) Assets acquired under finance leases are capitalized at the lower of their fair value and the present value of minimum lease payments.

##### Intangible Assets

Lumpsum royalty is stated at cost incurred as per the relevant licence agreements with the technical know-how providers less accumulated amortisation.

#### 1.5 Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised till the month in which each asset is put to use as part of the cost of that asset.

#### 1.6 Depreciation/ Amortisation

- a) Tangible fixed assets except leasehold land are depreciated on the straight line method on a pro-rata basis from the month in which each asset is put to use.

Depreciation has been provided at the rates prescribed in Schedule XIV to the Companies Act, 1956 except for certain fixed assets where, based on the management's estimate of the useful lives of the assets, higher depreciation has been provided on the straight line method over the following useful lives:

Plant and Machinery	8 – 11 Years
Dies and Jigs	4 Years
Electronic Data Processing Equipment	3 Years

## NOTES

### To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

Depreciation has been provided on Straight Line Method at rate higher than Schedule XIV for some associate companies as follows:

Assets	Depreciation rates
Electrical Fittings	3 Years
Plant & Machinery	5 – 13 Years
Furniture & Fittings	5 – 7 Years
Vehicles	5 Years
Electronic Data Processing Equipments	3 – 5 Years

In respect of assets whose useful life has been revised, the unamortised depreciable amount is charged over the revised remaining useful lives of the assets.

- b) Leasehold land is amortised over the period of lease.
- c) All assets, the individual written down value of which at the beginning of the year is ₹ 5,000 or less, are depreciated at the rate of 100%. Assets purchased during the year costing ₹ 5,000 or less are depreciated at the rate of 100%.
- d) Lump Sum royalty is amortised on a straight line basis over 4 years from the start of production of the related model.

### 1.7 Goodwill

Goodwill arising on consolidation is charged to statement of profit and loss.

### 1.8 Inventories

- a) Inventories are valued at lower of cost, determined on the weighted average basis, and net realisable value.
- b) The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads. Net realisable value is the selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.
- c) Tools are written off over a period of three years except for tools valued at ₹ 5,000 or less individually which are charged to revenue in the year of purchase.
- d) Machinery spares (other than those supplied alongwith main plant and machinery, which are capitalized and depreciated accordingly) are charged to revenue on consumption except those valued at ₹ 5,000 or less individually, which are charged to revenue in the year of purchase.

In case of certain associates inventory is valued at lower of cost, determined on the first in first out basis, and net realisable value.

### 1.9 Investments

Current investments are valued at the lower of cost and fair value. Long-term investments are valued at cost except in the case of other than temporary decline in value, in which case necessary provision is made.

### 1.10 Research And Development

Revenue expenditure on research and development is charged off against the profit of the year in which it is incurred. Capital expenditure on research and development is shown as an addition to fixed assets and depreciated accordingly.

### 1.11 Foreign Currency Translations And Derivative Instruments

- a) Foreign currency transactions are recorded at the exchange rates prevailing at the date of the transactions. Exchange differences arising on settlement of transactions are recognised as income or expense in the year in which they arise.
- b) At the balance sheet date, all monetary assets and liabilities denominated in foreign currency are reported at the exchange rates prevailing at the balance sheet date by recognising the exchange difference in Statement of Profit and Loss. However, the exchange difference arising on foreign currency monetary items that qualify and are designated as hedge instruments in a cash flow hedge is initially recognised in 'hedge reserve' and subsequently transferred to the statement of profit and loss on occurrence of the underlying hedged transaction.
- c) Effective 1<sup>st</sup> April 2008, the Company adopted Accounting Standard - 30, "Financial Instruments: Recognition and Measurement" issued by The Institute of Chartered Accountants of India to the extent the adoption does not contradict with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 and other regulatory requirements. All derivative contracts (except for forward foreign exchange contracts where underlying assets or liabilities exist) are fair valued at each reporting date. For derivative contracts designated in a hedging relationship, the Company records the gain or loss on effective hedges, if any, in a hedge reserve, until the transaction is complete. On completion, the gain or loss is transferred to the statement of profit and loss of that period. Changes in fair value relating to the ineffective portion of the hedges and derivatives not qualifying or not designated as hedges are recognised in the statement of profit and loss in the accounting period in which they arise.
- d) In the case of forward foreign exchange contracts where an underlying asset or liability exists, the difference between the forward rate and the exchange rate at the inception of the contract is recognised as income or expense over the life of the contract. Profit or loss arising on cancellation or renewal of a forward contract is recognised as income or expense in the year in which such cancellation or renewal is made.

## **NOTES**

### To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

#### **1.12 Employee Benefit Costs**

##### **Short - Term Employee Benefits:**

Recognised as an expense at the undiscounted amount in the statement of profit and loss for the year in which the related service is rendered.

##### **Post Employment and Other Long Term Employee Benefits :**

- i. The Company has Defined Contribution Plans for post employment benefit namely the Superannuation Fund which is recognised by the income tax authorities. This Fund is administered through a Trust set up by the Company and the Company's contribution thereto is charged to the statement of profit and loss every year. The Company also maintains an insurance policy to fund a post-employment medical assistance scheme, which is a Defined Contribution Plan administered by The New India Insurance Company Limited. The Company's contribution to State Plans namely Employees' State Insurance Fund and Employees' Pension Scheme are charged to the statement of profit and loss every year.
- ii. The Company has Defined Benefit Plans namely Gratuity, Provident Fund and Retirement Allowance for employees and Other Long Term Employee Benefits i.e. Leave Encashment / Compensated Absences, the liability for which is determined on the basis of an actuarial valuation at the end of the year based on the Projected Unit Credit Method and any shortfall in the size of the fund maintained by the Trust is additionally provided for in the statement of profit and loss. The Gratuity Fund and Provident Fund are recognised by the income tax authorities and is administered through Trusts set up by the Company.

**Termination benefits are immediately recognised as an expense.**  
Gains and losses arising out of actuarial valuations are recognised immediately in the statement of profit and loss as income or expense.

In case of certain joint venture and associate companies, contributions towards gratuity and provident fund are charged to Statement of Profit & Loss on the basis of premium paid to the Life Insurance Corporation of India and contribution made to Regional Provident Fund Commissioner's office.

#### **1.13 Customs Duty**

Custom duty available as drawback is initially recognised as purchase cost and is credited to consumption of materials on exported vehicles.

#### **1.14 Government Grants**

Government grants are recognised in the statement of profit and loss in accordance with the related schemes and in the period in which these accrue.

#### **1.15 Taxes**

Tax expense for the year, comprising current tax and deferred tax, is included in determining the net profit/ (loss) for the year.

Current tax is recognised based on assessable profit computed in accordance with the Income Tax Act and at the prevailing tax rate.

Deferred tax is recognised for all timing differences. Deferred tax assets are carried forward to the extent it is reasonably/ virtually certain (as the case may be) that future taxable profit will be available against which such deferred tax assets can be realised. Such assets are reviewed at each balance sheet date and written down to reflect the amount that is reasonably/ virtually certain (as the case may be) to be realised.

Minimum Alternate Tax credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such assets are reviewed at each balance sheet date and the carrying amount is written down to the extent, there is no longer convincing evidence to the effect that the company will pay normal tax during the specified period.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted at the balance sheet date.

#### **1.16 Dividend Income**

Dividend from investments is recognized when the right to receive the payment is established and when no significant uncertainty as to measurability or collectability exists.

#### **1.17 Interest Income**

Interest income is recognized on the time basis determined by the amount outstanding and the rate applicable and where no significant uncertainty as to measurability or collectability exists.

#### **1.18 Impairment Of Assets**

At each balance sheet date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recognised in the statement of profit and loss to the extent the carrying amount exceeds the recoverable amount.

#### **1.19 Royalty**

- a) The Company pays / accrues for royalty in accordance with the relevant licence agreements with the technical know-how providers.
- b) The lump sum royalty incurred towards obtaining technical assistance / technical know-how to manufacture a new model/ car, ownership of which rests with the technical know-how provider, is recognised as an intangible asset

## NOTES

### To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

in accordance with the requirements of Accounting Standard-26 "Intangible Assets". Royalty payable on sale of products i.e. running royalty is charged to Statement of Profit and Loss as and when incurred.

#### 1.20 Provisions And Contingencies

**Provisions:** Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the balance sheet date and are not discounted to their present value.

**Contingent Liabilities:** Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

## 2. SHARE CAPITAL

	As at 31.03.2014	As at 31.03.2013
<b>Authorised Capital</b>		
3,744,000,000 equity shares of ₹ 5 each (Previous year 3,744,000,000 equity shares of ₹ 5 each)	18,720	18,720
<b>Issued, Subscribed and Paid up</b>		
302,080,060 equity shares of ₹ 5 each (Previous year 302,080,060 equity shares of ₹ 5 each) fully paid up	1,510	1,510
	<b>1,510</b>	<b>1,510</b>

#### Reconciliation of the number of shares outstanding

	As at 31.03.2014	As at 31.03.2013		
	Numbers of Shares	Amount	Numbers of Shares	Amount
Balance as at the beginning of the year	302,080,060	1,510	288,910,060	1,445
Share issued in the ratio of 1:70 to the shareholders of erstwhile Suzuki Powertrain India Limited pursuant to a scheme of amalgamation (Refer Note 37)	-	-	13,170,000	65
Balance as at the end of the year	<b>302,080,060</b>	<b>1,510</b>	<b>302,080,060</b>	<b>1,510</b>

#### Equity shares held by the holding company

	As at 31.03.2014	As at 31.03.2013		
	Numbers of Shares	Amount	Numbers of Shares	Amount
Suzuki Motor Corporation, the holding company	169,788,440	848	169,788,440	848
	<b>169,788,440</b>	<b>848</b>	<b>169,788,440</b>	<b>848</b>

## NOTES

### To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

#### Rights, preferences and restriction attached to shares

The Company has one class of equity shares with a par value of ₹ 5 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

#### Shares held by each shareholder holding more than 5% of the aggregate shares in the Company

	%	Number of Shares	%	Number of Shares
Suzuki Motor Corporation (the holding company)	56.21	169,788,440	56.21	169,788,440
Life Insurance Corporation of India	<b>6.63</b>	<b>20,018,385</b>	<b>6.29</b>	<b>18,993,815</b>

#### Shares allotted as fully paid up pursuant to contract(s) without payment being received in cash (during 5 years immediately preceding 31<sup>st</sup> March 2014)

13,170,000 Equity Shares have been allotted as fully paid up during FY2012-13 to Suzuki Motor Corporation pursuant to a scheme of amalgamation with Suzuki Powertrain India Limited.

### 3. RESERVES AND SURPLUS

	As at 31.03.2014	As at 31.03.2013
<b>Reserve created on Amalgamation (Refer Note 37)</b>	<b>9,153</b>	<b>9,153</b>
<b>Capital Reserve on Consolidation</b> [includes Joint Venture share of ₹ 2 million (Previous Year ₹ 2 million)]	<b>32</b>	<b>32</b>
<b>Securities Premium Account</b>	<b>4,246</b>	<b>4,246</b>
<b>General Reserve</b>		
Balance as at the beginning of the year	18,270	15,852
Add : Transferred from Surplus in Statement of Profit and Loss	2,822	2,418
Balance as at the end of the year	<b>21,092</b>	<b>18,270</b>
<b>Hedge Reserve</b>		
Balance as at the beginning of the year	(402)	(441)
Less : Release / adjustments during the year	(402)	(39)
Balance as at the end of the year	-	<b>(402)</b>
<b>Surplus in Statement of Profit and Loss</b>		
Balance as at the beginning of the year	157,469	135,612
Addition on Amalgamation (Refer Note 37)	-	2,411
Adjustment in Opening Reserves on Sale of Shares in Joint Venture	(4)	-
Add : Profit for the year	28,529	24,692
Less : Appropriations:		
Transferred to General Reserve	2,822	2,418
Proposed dividend	3,625	2,417
Dividend distribution tax	616	411
<b>Balance as at the end of the year</b>	<b>178,931</b>	<b>157,469</b>
	<b>213,454</b>	<b>188,768</b>

## NOTES

### To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

#### 4. LONG TERM BORROWINGS (Refer Note 10)

	As at 31.03.2014	As at 31.03.2013
<b>Unsecured</b>		
Foreign currency loans from banks	3,493	3,920
Loans from holding company	1,111	1,509
	<b>4,604</b>	<b>5,429</b>
<b>Share in Joint Ventures</b>		
	<b>1,670</b>	<b>1,620</b>
	<b>6,274</b>	<b>7,049</b>

1. Foreign currency loans from banks include:

- loan amounting to ₹ 2,499 million (Previous year ₹ 2,264 million) (USD 41.71 million) taken from Japan Bank of International Cooperation (JBIC) at an interest rate of LIBOR + 0.125, repayable in 6 half yearly instalments starting September 2014 (acquired pursuant to a scheme of amalgamation, refer note 37). Out of the above, ₹ 833 million (Previous year ₹ Nil) repayable within one year has been transferred to current maturities of long term debts. The repayment of the loan is guaranteed by Suzuki Motor Corporation, Japan (the holding company).

- other long term foreign currency loans amounting to ₹ 1,827 million (Previous year ₹ 1,656 million) (USD 30 million) taken from banks during the year at an average interest rate of Libor + 1.375 and repayable in July 2015.

2. A loan amounting to ₹ 1,666 million (Previous year ₹ 1,509 million) (USD 27.80 million) taken from the holding company at an interest rate of LIBOR + 0.48, repayable in 6 half yearly instalments starting September 2014 (acquired pursuant to a scheme of amalgamation, refer note 37). Out of the above, ₹ 555 million (Previous year ₹ Nil) repayable within one year has been transferred to current maturities of long term debts.
3. Share in Joint Ventures includes Preference Shares of ₹ 12 million (Previous year Nil) issued by Joint Venture Company and not subscribed by the Company.

#### Loans taken by Joint Venture (Gross)

1. Foreign currency loan amounting to ₹ 2,213 million taken from The Bellsonica Corporation at an interest rate of 2.5%
2. Foreign currency loan amounting to ₹ 494 million taken from The Resona Bank at an interest rate of 2.589%
3. Foreign currency loan amounting to ₹ 91 million taken from The Resona Bank at an interest rate of 2.02%
4. Foreign currency loan amounting to ₹ 272 million taken from The Shizuoka Bank at an interest rate of 2.5%
5. Foreign currency loan amounting to ₹ 216 million taken from The Shizuoka Bank at an interest rate of 3 months LIBOR + 1%
6. Foreign currency loan amounting to ₹ 160 million taken from The Shoko Chukin at an interest rate of 2.45%
7. Foreign currency loan amounting to ₹ 174 million taken from The Shoko Chukin at an interest rate of 2.4%
8. Foreign currency loan amounting to ₹ 574 million taken from Futaba Industrial co Ltd at an interest rate of 3 Months JPY Libor + 25 basis point
9. Foreign currency loan amounting to ₹ 574 million taken from Mizuho Bank at an interest rate of 9.6%
10. Foreign currency loan amounting to ₹ 133 million taken from Ishizaki HonTen Co. Ltd. at an interest rate of 3%
11. Foreign currency loan amounting to ₹ 13 million taken from Ishizaki HonTen Co. Ltd. at an interest rate of 9.6%
12. Foreign currency loan amounting to ₹ 156 million taken from Mizuho Bank Ltd at an interest rate of 9.96%
13. Foreign currency loan amounting to ₹ 142 million taken from Mizuho Bank Ltd at an interest rate of 11.29%
14. Foreign currency loan amounting to ₹ 250 million taken from Mizuho Bank Ltd at an interest rate of 11.29%
15. Foreign currency loan amounting to ₹ 178 million taken from BTMU at an interest rate of 8.4%
16. Foreign currency loan amounting to ₹ 90 million taken from BTMU at an interest rate of 10.4%

## NOTES

To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

### 5. DEFERRED TAX LIABILITIES (NET)

Major components of deferred tax arising on account of timing differences along with their movement as at 31<sup>st</sup> March 2014 are:

	As at 31.03.2013	Movement during the year* #	As at 31.03.2014
<b>Deferred Tax Assets</b>			
Provision for doubtful debts / advances	131	(12)	119
Contingent provisions	182	31	213
Others	470	245	715
	<b>783</b>	<b>264</b>	<b>1,047</b>
<b>Share in Joint Ventures</b>			
<b>Total (A)</b>	<b>783</b>	<b>264</b>	<b>1,047</b>
<b>Deferred Tax Liabilities</b>			
Depreciation on fixed assets	3,527	2,379	5,906
Exchange gain on capital accounts	(486)	464	(22)
Allowances under Income Tax Act, 1961	1,844	(801)	1,043
	<b>4,885</b>	<b>2,042</b>	<b>6,927</b>
<b>Share in Joint Ventures</b>			
	<b>74</b>	<b>8</b>	<b>82</b>
<b>Total (B)</b>	<b>4,959</b>	<b>2,050</b>	<b>7,009</b>
<b>Net Deferred Tax Liability (B) - (A)</b>	<b>4,176</b>	<b>1,786</b>	<b>5,962</b>
Previous Year	3,069	1,107	4,176

\* Includes adjustment of ₹ 503 million (Previous year ₹ 341 million) on account of reclassification to "Deferred Tax Liabilities" from "Provision for Taxation"

# Previous year figures include deferred tax assets amounting to ₹ 17 million and deferred tax liabilities amounting to ₹ 1,083 million pursuant to a scheme of amalgamation (refer note 37).

**Note:** Deferred Tax Assets and Deferred Tax Liabilities have been offset as they relate to the same governing taxation laws.

### 6. OTHER LONG TERM LIABILITIES

	As at 31.03.2014	As at 31.03.2013
<b>Deposits from dealers, contractors and others</b>		
	1,067	1,056
<b>Creditors for Capital Goods</b>	<b>1,337</b>	<b>1,467</b>
<b>Share in Joint Ventures</b>		
	2,404	2,523
	72	65
	<b>2,476</b>	<b>2,588</b>

**NOTES**

## To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

**7. LONG TERM PROVISIONS**

	As at 31.03.2014	As at 31.03.2013
<b>Provisions for Employee Benefits</b>		
Provision for retirement allowance (Refer Note 28)	44	42
<b>Other Provisions</b>		
Provision for litigation / disputes	1,121	992
Provision for warranty & product recall	807	1,216
Others	8	1,936
	<b>1,980</b>	<b>2,217</b>
<b>Share in Joint Ventures</b>		
	27	-
	<b>2,007</b>	<b>2,259</b>

**Details of Other Provisions:**

	<b>Litigation / Disputes</b>		<b>Warranty/ Product Recall</b>		<b>Others</b>	
	<b>2013-2014</b>	<b>2012-2013</b>	<b>2013-2014</b>	<b>2012-2013</b>	<b>2013-2014</b>	<b>2012-2013</b>
Balance at the beginning of the year	992	909	1,665	1,331	9	10
Additions during the year	136	111	651	544	-	-
Utilised/ reversed during the year	7	28	1,009	210	1	1
<b>Balance as at the end of the year</b>	<b>1,121</b>	<b>992</b>	<b>1,307</b>	<b>1,665</b>	<b>8</b>	<b>9</b>
<b>Classified as Long Term</b>	<b>1,121</b>	<b>992</b>	<b>807</b>	<b>1,216</b>	<b>8</b>	<b>9</b>
<b>Classified as Short Term</b>	<b>-</b>	<b>-</b>	<b>500</b>	<b>449</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>1,121</b>	<b>992</b>	<b>1,307</b>	<b>1,665</b>	<b>8</b>	<b>9</b>

- a) Provision for litigation / disputes represents the estimated outflow in respect of disputes with various government authorities.
- b) Provision for warranty and product recall represents the estimated outflow in respect of warranty and recall cost for products sold.
- c) Provision for others represents the estimated outflow in respect of disputes or other obligations on account of excise duty, export obligation, etc.
- d) Due to the nature of the above costs, it is not possible to estimate the timing / uncertainties relating to their outflows as well as the expected reimbursements from such estimates.

**8. SHORT TERM BORROWINGS**

	As at 31.03.2014	As at 31.03.2013
<b>Unsecured</b>		
From banks - cash credit and overdraft	4,271	725
From banks - buyers credit and packing credit loans	7,976	7,738
	<b>12,247</b>	<b>8,463</b>
<b>Share in Joint Ventures</b>	<b>132</b>	<b>176</b>
	<b>12,379</b>	<b>8,639</b>

## NOTES

### To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

#### 9. TRADE PAYABLES

	As at 31.03.2014	As at 31.03.2013
Due to Micro and Small enterprises	350	273
Others	48,662	41,353
	<b>49,012</b>	<b>41,626</b>
<b>Share in Joint Ventures</b>	<b>986</b>	<b>1,146</b>
	<b>49,998</b>	<b>42,772</b>

The Company pays its vendors within 30 days and no interest during the year has been paid or is payable under the terms of the Micro, Small and Medium Enterprises Development Act, 2006.

#### 10. OTHER CURRENT LIABILITIES

	As at 31.03.2014	As at 31.03.2013
Current maturities of long term debts (Refer note 4)	1,388	-
Interest accrued but not due on:		
- Borrowings	356	205
- Deposits from dealers, contractors and others	16	372
Unclaimed dividend *	6	6
Creditors for capital goods	5,140	2,686
Other payables	1,016	2,071
Book overdraft	581	594
Advances from customers/dealers	2,091	2,082
Statutory dues	2,095	2,709
Deposits from dealers, contractors and others	117	11,040
	<b>12,806</b>	<b>10,809</b>
<b>Share in Joint Ventures</b>	<b>399</b>	<b>75</b>
	<b>13,205</b>	<b>10,884</b>

\* Unclaimed dividend does not include any amount due to be credited to the Investor Education and Protection Fund under Section 205C of the Companies Act, 1956.

**NOTES**

## To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

**11. SHORT TERM PROVISIONS**

	As at 31.03.2014	As at 31.03.2013
<b>Provisions for employee benefits</b> (Refer Note 7 and 28)		
Provision for retirement allowances		
	3	2
Provision for compensated absences	1,452	1,455
<b>Other provisions</b> (Refer Note 7)		
Provision for warranty & product recall	500	449
Provision for proposed dividend*	3,625	2,417
Provision for corporate dividend tax	616	411
Provision for taxation [Net of tax paid]	536	5,277
	<b>6,732</b>	<b>5,159</b>
<b>Share in Joint Ventures</b>		
	<b>(5)</b>	<b>(20)</b>
	<b>6,727</b>	<b>6,419</b>

\* The final dividend proposed for the year is as follows:

	As at 31.03.2014	As at 31.03.2013
On equity shares of ₹ 5 each		
Amount of dividend proposed		
	3,625	2,417
Dividend per equity share	₹ 12.00	₹ 8.00

## NOTES

To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

### 12. TANGIBLE ASSETS

Particulars	Gross Block			Depreciation / Amortisation			Net Block		
	As at 01.04.2013	Additions/ Adjustments *	Deductions/ Adjustments	As at 31.03.2014	01.04.2013	Upto For the year *	Deductions/ Adjustments	As at 31.03.2014	As at 31.03.2013
Freehold land (Note 1,3)	13,192	9	-	13,201	-	-	-	13,201	13,192
Leasehold land	2,000	1,100	-	3,100	37	32	-	69	3,031
Building	15,997	1,602	(4)	17,595	2,490	505	(2)	2,993	14,602
Plant and Machinery (Note 2)	162,797	27,338	(1,555)	188,580	95,160	19,201	(1,438)	112,923	13,507
Electronic Data Processing Equipment	1,607	384	(268)	1,723	1,299	257	(267)	1,289	75,657
Furniture, Fixtures and Office Appliances	1,138	211	(16)	1,333	409	74	(4)	479	308
Vehicles:	-	-	-	-	-	-	-	-	729
- Owned	803	264	(148)	919	210	75	(42)	243	593
<b>Total (A)</b>	<b>197,534</b>	<b>30,908</b>	<b>(1,991)</b>	<b>226,451</b>	<b>99,605</b>	<b>20,144</b>	<b>(1,753)</b>	<b>117,996</b>	<b>97,929</b>
<b>Assets given on operating lease:</b>									
Plant & Machinery	77	-	-	77	29	10	-	39	38
<b>Total (B)</b>	<b>77</b>			<b>77</b>	<b>29</b>	<b>10</b>	<b>-</b>	<b>39</b>	<b>48</b>
<b>Total (A) + (B)</b>	<b>197,611</b>	<b>30,908</b>	<b>(1,991)</b>	<b>226,528</b>	<b>99,634</b>	<b>20,154</b>	<b>(1,753)</b>	<b>118,035</b>	<b>108,455</b>
Previous Year Figures	147,874	57,169	(7,432)	197,611	72,534	31,403	(4,303)	99,634	97,977
Share in Joint Venture (Note 4)	3,165	538	(39)	3,664	1,176	295	(9)	1,462	2,202
Previous Year Figures	3,149	8	8	3,165	957	219	-	1,176	1,989

(1) Freehold land costing ₹ 7,353 million (Previous year ₹ 8,129 million) is not yet registered in the name of the Company.

(2) Plant and Machinery (gross block) includes pro-rata cost amounting to ₹ 374 million (Previous year ₹ 374 million) of a Gas Turbine jointly owned by the Company with its group companies and other companies

(3) A part of freehold land of the Company at Gurgaon and Manesar has been made available to its group companies.

(4) The Joint Ventures' share is included in the above schedule under respective heads.

### 13. INTANGIBLE ASSETS

Particulars	Gross Block			Depreciation / Amortisation			Net Block		
	As at 01.04.2013	Addition *	Deductions/ Adjustments	As at 31.03.2014	01.04.2013	Upto For the year *	Deductions/ Adjustments	As at 31.03.2014	As at 31.03.2013
Own Assets (Acquired):									
Lump Sum Royalty	3,913	610	-	4,523	1,673	1,006	-	2,679	1,844
<b>Total</b>	<b>3,913</b>	<b>610</b>		<b>4,523</b>	<b>1,673</b>	<b>1,006</b>		<b>2,679</b>	<b>1,844</b>
Previous Year Figures	2,683	1,232	(2)	3,913	568	1,107	(2)	1,673	2,240
Share in Joint Venture (Note 1)	18	10	-	28	5	6	-	11	17
Previous Year Figures	20	-	(2)	18	4	3	(2)	5	13

(1) The Joint Ventures' share is included in the above schedule under respective heads.

\* Previous year figures include additions amounting to ₹ 31,466 million and ₹ 574 million of tangible and intangible assets, respectively and depreciation / amortisation amounting to ₹ 13,411 million and ₹ 203 million on tangible and intangible assets, respectively pursuant to a scheme of amalgamation (refer note 37)

**NOTES**

## To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

**14. CAPITAL WORK IN PROGRESS**

	As at 31.03.2014	As at 31.03.2013
Plant and Machinery	25,111	18,005
Civil Work in Progress	1,103	1,403
	26,214	19,408
Share in Joint Ventures	181	257
	<b>26,395</b>	<b>19,665</b>

**15. NON-CURRENT INVESTMENTS**

	As at 31.03.2014	As at 31.03.2013
<b>Trade Investments</b>		
Investment in Associates, equity instruments [Includes ₹ 28 Million of capital reserves on acquisition of certain Associates (Previous year ₹ 28 million)]	3,215	2,709
Other Investment (valued at cost unless otherwise stated)		
Investment in mutual funds - unquoted	11,353	18,787
Investment in preference shares - unquoted	50	50
	11,403	18,837
Less: Provision for diminution other than temporary in value of investments in preference shares	50	11,353
	<b>14,568</b>	<b>21,496</b>
Share in Joint Ventures	644	214
	<b>15,212</b>	<b>21,710</b>
Aggregate value of unquoted investments	14,618	21,546
Aggregate value of provision for diminution other than temporary in value of investments	50	50

**NOTES**

To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

**16. LONG TERM LOANS AND ADVANCES**

	As at 31.03.2014	As at 31.03.2013
<b>Capital Advances</b>		
Unsecured - considered good	4,475	4,950
- considered doubtful	63	63
	4,538	5,013
Less: Provision for doubtful capital advances	63	4,475
	63	63
	4,950	4,950
<b>Security Deposits</b>		
Unsecured - considered good	118	120
<b>Amount Paid Under Protest to HSIIDC</b>		
Unsecured - considered good [Refer Note 32 (vii)]	3,700	-
<b>Taxes Paid Under Dispute</b>		
Unsecured - considered good	7,903	7,497
Inter corporate deposits - considered doubtful	125	125
Less: Provision for doubtful deposits	125	-
	125	125
<b>Other Loans and Advances</b>		
Secured - considered good	6	10
Unsecured - considered good	205	240
- considered doubtful	43	63
	254	313
Less: Provision for doubtful other loans and advances	43	211
	16,407	12,817
	132	61
	<b>16,539</b>	<b>12,878</b>

**17. OTHER NON-CURRENT ASSETS**

	As at 31.03.2014	As at 31.03.2013
<b>Interest Accrued on Deposits, Loans and Advances</b>		
Secured - considered good	3	6
Unsecured - considered good	-	49
Longterm deposits with banks with maturity period more than 12 months	-	8,500
<b>Claims</b>		
Unsecured - considered good	81	385
- considered doubtful	27	27
	108	412
Less Provision for doubtful claims	27	81
	27	385
<b>Others</b>		
	6	6
	<b>90</b>	<b>8,946</b>
<b>Share in Joint Ventures</b>		
	5	-
	<b>95</b>	<b>8,946</b>

**NOTES**

## To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

**18. CURRENT INVESTMENTS**

	As at 31.03.2014	As at 31.03.2013
Investment in mutual funds - unquoted	90,059	52,436
	<b>90,059</b>	<b>52,436</b>
<b>Share in Joint Ventures</b>	<b>-</b>	<b>68</b>
	<b>90,059</b>	<b>52,504</b>

**19. INVENTORIES**

	As at 31.03.2014	As at 31.03.2013
<b>Components and Raw Materials</b>	8,764	9,819
<b>Work in Progress</b>	1,527	1,127
<b>Finished Goods Manufactured</b>		
Vehicle	3,674	4,807
Vehicle spares and components	310	321
	<b>3,984</b>	<b>5,128</b>
<b>Traded Goods</b>		
Vehicle	-	5
Vehicle spares and components	1,706	1,374
	<b>1,706</b>	<b>1,379</b>
<b>Stores and Spares</b>	634	546
<b>Tools</b>	462	437
	<b>17,077</b>	<b>18,436</b>
<b>Share in Joint Ventures</b>	555	436
	<b>17,632</b>	<b>18,872</b>
<b>Inventory includes in transit inventory of:</b>		
Components and Raw Materials	3,270	3,247
Traded Goods - vehicle spares	27	26

## NOTES

### To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

#### 20. TRADE RECEIVABLES

	As at 31.03.2014	As at 31.03.2013
<b>Unsecured - considered good</b>		
Outstanding for a period exceeding six months from the date they are due for payment	33	34
Others	14,151	14,184
<b>Unsecured - considered doubtful</b>		
Outstanding for a period exceeding six months from the date they are due for payment	31	36
Less Provision for doubtful debts	31	-
	<b>14,184</b>	<b>14,756</b>
<b>Share in Joint Ventures</b>		
	<b>707</b>	599
	<b>14,891</b>	<b>15,355</b>

#### 21. CASH AND BANK BALANCES

	As at 31.03.2014	As at 31.03.2013
<b>Cash and Cash Equivalents</b>		
Cash on hand	6	10
Cheques and drafts on hand	546	1,025
Bank balances in current accounts	184	254
Deposits (less than 3 months original maturity period)	5	741
	<b>1,000</b>	3,000
<b>Other Bank Balances</b>		
Deposits (more than 3 months but less than 12 months original maturity period)	4,600	3,500
Long term deposits (more than 12 months original maturity period)	6	6,506
Unclaimed dividend accounts	<b>6,347</b>	<b>7,795</b>
	<b>139</b>	353
<b>Share in Joint Ventures</b>		
	<b>6,486</b>	<b>8,148</b>

## NOTES

### To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

#### 22. SHORT TERM LOANS AND ADVANCES

(considered good, unless otherwise stated)

	As at 31.03.2014	As at 31.03.2013
<b>Loans and Advances to Related Parties</b>		
Unsecured	1,876	1,063
<b>Balance with Customs, Port Trust and Other Government Authorities</b>		
Unsecured	6,719	6,770
<b>Other Loans and Advances</b>		
Secured	4	4
Unsecured	3,924	3,928
	<b>12,523</b>	<b>11,167</b>
<b>Share in Joint Ventures</b>	<b>309</b>	<b>176</b>
	<b>12,832</b>	<b>11,343</b>

#### 23. OTHER CURRENT ASSETS

(considered good, unless otherwise stated)

	As at 31.03.2014	As at 31.03.2013
<b>Interest Accrued on Deposits, Loans and Advances</b>		
Secured	4	6
Unsecured	466	470
<b>Claims</b>		
Unsecured	1,269	1,593
<b>Other receivable - steel coils</b>		
Unsecured	1,839	3,710
<b>Others</b>		
Unsecured	4	4
	<b>3,582</b>	<b>5,403</b>
<b>Share in Joint Ventures</b>	<b>54</b>	<b>129</b>
	<b>3,636</b>	<b>5,532</b>

**NOTES**

To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

**24. GROSS SALE OF PRODUCTS**

	For the year ended 31.03.2014	For the year ended 31.03.2013
Vehicles	436,289	441,397
Spare parts / dies and moulds / components	42,239	40,098
	<b>478,528</b>	<b>481,495</b>
<b>Share in Joint Ventures</b>	<b>6,777</b>	<b>6,475</b>
	<b>485,305</b>	<b>487,970</b>

**25. OTHER OPERATING REVENUE**

	For the year ended 31.03.2014	For the year ended 31.03.2013
Income from services	3,441	2,594
[Net of expenses of ₹ 806 million (Previous Year ₹ 1,083 million)]		
Sale of scrap	3,575	3,598
Cash discount received	1,455	1,810
Others	2,445	2,124
	<b>10,916</b>	<b>10,126</b>
<b>Share in Joint Ventures</b>	<b>872</b>	<b>759</b>
	<b>11,788</b>	<b>10,885</b>

**26. OTHER INCOME**

	For the year ended 31.03.2014	For the year ended 31.03.2013
Interest Income (gross) on:		
a) Fixed deposits	1,165	2,220
b) Receivables from dealers	748	699
c) Advances to vendors	91	69
d) Income tax refund	264	141
e) Others	2	2,270
	6	3,135
Dividend Income from:		
a) Long term investments	64	82
b) Others	481	545
	344	426
Net gain on sale of investments		
a) Long term	4,510	4,220
b) Short term	45	4,555
	14	4,234
Provisions no longer required written back		
	912	472
	<b>8,282</b>	<b>8,267</b>
<b>Share in Joint Ventures</b>	<b>23</b>	<b>34</b>
	<b>8,305</b>	<b>8,301</b>

**NOTES**

## To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

**27. CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE**

	For the year ended 31.03.2014	For the year ended 31.03.2013
<b>Work in Progress</b>		
Opening stock	1,127	593
Add: Acquired pursuant to the scheme of amalgamation (Refer note 37)	-	199
Less: Closing stock	1,527 (400)	1,127 (335)
<b>Vehicles - Manufactured and Traded</b>		
Opening stock	4,812	5,631
Add: Acquired pursuant to the scheme of amalgamation (Refer note 37)	-	51
Less: Closing stock	3,674	4,812
	1,138	870
Less: Excise duty on increase / (decrease) of finished goods	227 911	9 861
<b>Vehicle Spares and Components - Manufactured and Traded</b>		
Opening stock	1,695	1,362
Add: Acquired pursuant to the scheme of amalgamation (Refer note 37)	-	56
Less: Closing stock	2,016 (321)	1,695 (277)
	190	249
<b>Share in Joint Ventures</b>	14	(57)
	<b>204</b>	<b>192</b>

**28. EMPLOYEE BENEFIT EXPENSES**

	For the year ended 31.03.2014	For the year ended 31.03.2013
Salaries, wages, allowances and other benefits [Net of staff cost recovered ₹ 37 million (Previous year ₹ 38 million)]	12,224	9,303
Contribution to provident and other funds	732	683
Staff welfare expenses	917	893
	<b>13,873</b>	<b>10,879</b>
<b>Share in Joint Ventures</b>	<b>364</b>	<b>323</b>
	<b>14,237</b>	<b>11,202</b>

The Company has calculated the various benefits provided to employees as under :

**A. Defined Contribution Plans**

- a) Superannuation Fund
- b) Post Employment Medical Assistance Scheme.

## NOTES

### To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

During the year the Company has recognised the following amounts in the statement of profit and loss :-

	<b>For the year ended 31.03.2014</b>	<b>For the year ended 31.03.2013</b>
Employers Contribution to Superannuation Fund *	61	51
Employers Contribution to Post Employment Medical Assistance Scheme.*	5	3
Employers Contribution to Provident Fund / Gratuity Liability (Share of Joint Venture ₹ 17 million (Previous Year 18 million))	24	27

#### B. State Plans

- a) Employers contribution to Employee State Insurance
- b) Employers contribution to Employee's Pension Scheme 1995

During the year the Company has recognised the following amounts in the statement of profit and loss :-

	<b>For the year ended 31.03.2014</b>	<b>For the year ended 31.03.2013</b>
Employers contribution to Employee State Insurance.*	17	13
Employers contribution to Employee's Pension Scheme 1995.*	129	90

\* Included in 'Contribution to Provident and Other Funds' above

#### C. Defined Benefit Plans and Other Long Term Benefits

- a) Contribution to Gratuity Funds - Employee's Gratuity Fund.
- b) Leave Encashment/ Compensated Absence.
- c) Retirement Allowance
- d) Provident Fund

In accordance with Accounting Standard 15 (revised 2005), an actuarial valuation was carried out in respect of the aforesaid defined benefit plans and other long term benefits based on the following assumptions.

	<b>31.03.2014</b>				<b>31.03.2013</b>			
	Provident Fund	Leave Encashment/ Compensated Absence	Employees Gratuity Fund	Retirement Allowance	Provident Fund	Leave Encashment/ Compensated Absence	Employees Gratuity Fund	Retirement Allowance
		Absenteeism				Absenteeism		
Discount rate (per annum)	9.00%	9.00%	9.00%	9.00%	8.50%	8.00%	8.00%	8.00%
Rate of increase in compensation levels	Not Applicable	7.00%	7.00%	Not Applicable	Not Applicable	6.00%	6.00%	Not Applicable
Rate of return on plan assets.	8.68%	Not Applicable	8.00%	Not Applicable	8.60%	Not Applicable	8.00%	Not Applicable
Expected average remaining working lives of employees (years)	22	22	22	22	21	21	21	21

Estimates of future salary increases considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

**NOTES**

## To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

Changes in present value of obligations

	31.03.2014				31.03.2013			
	Provident Fund	Leave Encashment/ Compensated Absence	Employees Gratuity Fund	Retirement Allowance	Provident Fund	Leave Encashment/ Compensated Absence	Employees Gratuity Fund	Retirement Allowance
Present value of obligation as at beginning of the year	6,009	1,282	1,148	44	5,459	855	860	37
Adjustment in beginning balance	349	-	-	-	-	-	-	-
Add: JJ Impex Limited consolidated as subsidiary	-	-	-	-	-	1	5	-
Add: Acquisition on amalgamation (Refer Note 37)	-	-	-	-	-	20	23	-
Interest cost	593	98	101	4	454	57	69	3
Current service cost	341	134	102	-	361	99	84	6
Contribution by plan participants	775	-	-	-	418	-	-	-
Benefits paid	(362)	(227)	(61)	-	(294)	(173)	(57)	-
Transfer in	88	-	-	-	31	-	-	-
Actuarial (gain) / loss on obligations	115	170	88	(1)	(420)	423	164	(2)
Present value of obligation as at the year end	7,908	1,457	1,378	47	6,009	1,282	1,148	44

Changes in the fair value of plan assets

	31.03.2014		31.03.2013	
	Provident Fund	Employees Gratuity Fund	Provident Fund	Employees Gratuity Fund
Fair value of Plan Assets as at beginning of the year	6,508	1,150	5,480	920
Add: JJ Impex Limited consolidated as subsidiary	-	-	-	6
Expected return on Plan Assets	565	92	494	75
Employer Contribution	341	-	361	-
Employee Contribution	775	147	418	120
Benefits paid	(362)	(61)	(294)	(57)
Transfer in	88	-	31	-
Actuarial (gain)/ loss on obligations	(105)	(58)	(18)	(86)
Fair value of plan assets as at the year end	8,020	1,387	6,508	1,150

**NOTES**

## To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

Reconciliation of present value of defined benefit obligation and fair value of assets

	31.03.2014				31.03.2013			
	Provident Fund	Leave Encashment/ Compensated Absence	Employees Gratuity Fund	Retirement Allowance	Provident Fund	Leave Encashment/ Compensated Absence	Employees Gratuity Fund	Retirement Allowance
Present value of obligation as at the year end	7,908	1,457	1,378	47	6,009	1,282	1,148	44
Fair value of plan assets as at the year end	8,020	-	1,387	-	6,508	-	1,150	-
Surplus/ (Deficit) *	112	(1,457)	9	(47)	499	(1,282)	2	(44)
Unfunded net asset/ (liability) recognised in balance sheet.	-	(1,457)	-	(47)	-	(1,282)	-	(44)

\* \* Since there is surplus, the same has not been recognised in Balance Sheet

	31.03.2014				31.03.2013			
	Provident Fund	Leave Encashment/ Compensated Absence	Employees Gratuity Fund	Retirement Allowance	Provident Fund	Leave Encashment/ Compensated Absence	Employees Gratuity Fund	Retirement Allowance
Classified as Long Term	-	-	-	44	-	-	-	42
Classified as Short Term	-	1,457	-	3	-	1,282	-	2
<b>Total</b>	<b>-</b>	<b>1,457</b>	<b>-</b>	<b>47</b>	<b>-</b>	<b>1,282</b>	<b>-</b>	<b>44</b>

	31.03.2012			31.03.2011		
	Leave Encashment/ Compensated Absence	Employees Gratuity Fund	Retirement Allowance	Leave Encashment/ Compensated Absence	Employees Gratuity Fund	Retirement Allowance
Present value of obligation as at the year end	5,459	855	37	753	827	37
Fair value of plan assets as at the year end	5,480	-	-	-	827	-
Surplus/ (deficit)	21	(855)	(37)	(753)	-	(37)
Unfunded net asset/ (liability) recognised in balance sheet.	-	-	(37)	(753)	-	(37)

**NOTES**

## To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

	31.03.2010		
	Leave Encashment/ Compensated Absence	Employees Gratuity Fund	Retirement Allowance
Present value of obligation as at the year end		659	734
Fair value of plan assets as at the year end		-	734
Surplus/ (deficit)	(659)	-	(29)
Unfunded net asset/ (liability) recognised in balance sheet.	(659)	-	(29)

Expenses recognised in the statement of profit &amp; loss

	31.03.2014				31.03.2013			
	Provident Fund*	Leave Encashment/ Compensated Absence**	Employees Gratuity Fund*	Retirement Allowance**	Provident Fund*	Leave Encashment/ Compensated Absence**	Employees Gratuity Fund*	Retirement Allowance**
Current service cost	-	134	102	-	-	99	84	6
Company's contribution to provident fund	341	-	-	-	361	-	-	-
Interest cost	-	98	101	4	-	57	69	3
Expected return on plan assets	-	-	(92)	-	-	-	(75)	-
Net actuarial (gain)/ loss recognised during the year	-	170	29	(1)	-	423	78	(2)
Total expense recognised in statement of profit & loss	341	402	140	3	361	579	156	7

\* Included in "Contribution to provident and other funds" above. Since there is surplus, no other cost has been recognised in the statement of Profit and Loss.

\*\* Included in "Salaries, wages, allowances and other benefits" above

## NOTES

### To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

Constitution of Plan Assets	Provident Fund				Gratuity			
	31.03.2014	%	31.03.2013	%	31.03.2014	%	31.03.2013	%
(a) Debt Funds	7,615	95%	6,222	96%	509	38%	394	36%
(b) Others	405	5%	286	4%	878	62%	756	64%
<b>Total</b>	<b>8,020</b>	<b>100%</b>	<b>6,508</b>	<b>100%</b>	<b>1,387</b>	<b>100%</b>	<b>1,150</b>	<b>100%</b>

The return on the investment is the nominal yield available on the format of investment as applicable to Approved Gratuity Fund under Rule 101 of Income Tax Act 1961.

The return on plan assets of provident fund is based on assumed rate of return derived from returns of past years.

Expected contribution on account of Gratuity and Provident Fund for the year ending 31<sup>st</sup> March 2015 can not be ascertained at this stage.

The contribution towards provident fund for employees of erstwhile Suzuki Powertrain India Limited (SPIL) have been deposited with the office of Regional Provident Fund Commissioner (RPFC) till 17<sup>th</sup> March 2013 i.e. upto the effective date of amalgamation (Refer Note 37). The Company and the employees of SPIL are in the process of filing application/s with the RPFC for transfer of accumulated provident fund contribution till 17<sup>th</sup> March 2013 to the provident fund trust of the Company. The employees of SPIL have become member of Maruti Provident Fund Trust with effect from 17<sup>th</sup> March 2013 and their provident fund contribution post that date has been deposited with the above mentioned trust. Accordingly the present value of the obligation of the employees' share of SPIL has been computed from 17<sup>th</sup> March 2013.

### 29. FINANCE COSTS

	For the year ended 31.03.2014	For the year ended 31.03.2013
<b>Interest on :</b>		
- Foreign currency loans from banks	280	323
- Buyers' credit and export credit	821	908
- Deposits from dealers, contractors and others	652	1,753
<b>Other Borrowing Costs</b>	<b>5</b>	<b>11</b>
	<b>1,758</b>	<b>1,900</b>
<b>Share in Joint Ventures</b>	<b>87</b>	<b>78</b>
	<b>1,845</b>	<b>1,978</b>

### 30. DEPRECIATION & AMORTISATION EXPENSE

(Refer Note 12 &amp; 13)

	For the year ended 31.03.2014	For the year ended 31.03.2013
Depreciation / amortisation on tangible assets	20,154	17,993
Amortisation on intangible assets	1,006	904
	<b>21,160</b>	<b>18,897</b>

**NOTES**

## To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

**31. OTHER EXPENSES**

	For the year ended 31.03.2014	For the year ended 31.03.2013
Consumption of stores	1,647	1,864
Power and fuel [Net of amount recovered ₹ 1,194 million (Previous year ₹ 1,101 million)]	5,957	4,951
Rent (Refer Note 41)	184	201
Repairs and maintenance :		
- Plant and machinery	1,209	1,029
- Building	258	189
- Others	358	1,825
Insurance	139	137
Rates, taxes and fees	1,131	1,149
Royalty	24,863	24,540
Tools / machinery spares charged off	2,008	2,566
Exchange variation loss	2,805	1,519
Advertisement	3,452	3,537
Sales promotion	2,570	2,192
Warranty and product recall	651	544
Transportation and distribution expenses	5,291	5,513
Net loss on sale / discarding of fixed assets	149	332
Provision for doubtful advances	1	63
Other miscellaneous expenses	6,693	7,287
	<b>59,366</b>	<b>57,893</b>
<b>Share in Joint Ventures</b>	<b>678</b>	<b>602</b>
	<b>60,044</b>	<b>58,495</b>

**NOTES**

To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

**32. CONTINGENT LIABILITIES:****a) Claims against the Group disputed and not acknowledged as debts:**

Particulars		As at 31.03.2014	As at 31.03.2013
<b>(i) Excise Duty</b>			
(a) Cases decided in the Company's favour by Appellate authorities and for which the department has filed further appeal and show cause notices / orders on the same issues for other periods		3,601	2,990
(b) Cases pending before Appellate authorities in respect of which the Company has filed appeals and show cause notices for other periods		11,548	10,484
(c) Show cause notices on issues yet to be adjudicated		11,646	8,581
(d) Share in Subsidiaries and JVs		34	34
<b>Total</b>		<b>26,829</b>	<b>22,089</b>
Amount deposited under protest		361	361
<b>(ii) Service Tax</b>			
(a) Cases decided in the Company's favour by Appellate authorities and for which the department has filed further appeal and show cause notices / orders on the same issues for other periods		699	3,767
(b) Cases pending before Appellate authorities in respect of which the Company has filed appeals and show cause notices for other periods		4,689	2,857
(c) Show cause notices on issues yet to be adjudicated		474	1,358
(d) Share in Subsidiaries and JVs		-	5
<b>Total</b>		<b>5,862</b>	<b>7,987</b>
Amount deposited under protest		10	3
<b>(iii) Income Tax</b>			
(a) Cases decided in the Company's favour by Appellate authorities and for which the department has filed further appeals		5,950	5,918
(b) Cases pending before Appellate authorities / Dispute Resolution Panel in respect of which the Company has filed appeals		14,358	12,058
(c) Share in Subsidiaries and JVs		-	6
<b>Total</b>		<b>20,308</b>	<b>17,982</b>
Amount deposited under protest (Including share of Joint Venture Current Year ₹ 2 million; Previous Year ₹ 2 Million)		7,142	6,772
<b>(iv) Custom Duty</b>			
Cases pending before Appellate authorities in respect of which the Company has filed appeals		118	118
Others		20	10
<b>Total</b>		<b>138</b>	<b>128</b>
Amount deposited under protest		22	22
<b>(v) Sales Tax</b>			
Cases pending before Appellate authorities in respect of which the Company has filed appeals		53	50
Share in Subsidiaries and JVs		31	-
<b>Total</b>		<b>84</b>	<b>50</b>
Amount deposited under protest		2	2

## NOTES

### To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

(vi) Claims against the Company for recovery of ₹ 542 million (including share of Joint Venture ₹ Nil) (Previous year ₹ 609 million) (including share of Joint Venture ₹ 5 million) lodged by various parties.

(vii) Pursuant to the Supreme Court order setting aside the judgment of the Punjab & Haryana High Court ("High Court") and directing the High Court for fresh determination of the compensation payable to the landowners, in an appeal filed by the Haryana State Industrial & Infrastructure Development Corporation Limited ("HSIIDC"), relating to the demand raised for additional compensation by landowners for land acquired from them at Manesar for industrial purposes, the Company has filed an impleadment application before the High Court and HSIIDC has revised the demand on the Company from ₹ 5,012 million to ₹ 7,496 million.

In respect of the demand for ₹ 1,376 million for the remaining part of the land of the Company at Manesar received from HSIIDC in the previous year, consequent to the order of the High Court the Company's appeal is pending adjudication with the High Court.

As the amount(s), if any, of final price adjustment(s) is/ are not determinable at this stage, the Company considers that no provision is required to be made at present. Any additional compensation, if payable, will have the effect of enhancing the asset value of the freehold land. The penal interest payable, if any, would be charged to the statement of profit and loss. The Company has made a payment of ₹ 3,700 million to HSIIDC under protest.

(viii) In respect of disputed Local Area Development Tax (LADT) (upto 15<sup>th</sup> April 2008) / Entry Tax, the Sales Tax department has filed an appeal in the Supreme Court of India against the order of the Punjab & Haryana High Court. The amounts under dispute are ₹ 21 million (previous year ₹ 21 million) for LADT and ₹ 17 million (previous year ₹ 15 million) for Entry Tax. The State Government of Haryana has repealed the LADT effective from 16<sup>th</sup> April 2008 and introduced the Haryana Tax on Entry of Goods into Local Area Act, 2008 with effect from the same date.

b) The amounts shown in the item (a) represent the best possible estimates arrived at on the basis of available information. The uncertainties and possible reimbursements are dependent on the outcome of the different legal processes which have been invoked by the Company or the claimants as the case may be and therefore cannot be predicted accurately or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate cannot be made. The Company engages reputed professional advisors to protect its interests and has been advised that it has strong legal positions against such disputes.

33. Outstanding commitments under Letters of Credit established by the Group aggregating ₹ 2,155 million (Previous year ₹ 6,497 million).

34. Estimated value of contracts on capital account, excluding capital advances, remaining to be executed and not provided for, amounts to ₹ 19,952 million (includes share of Joint Venture ₹ 2 million) (Previous year ₹ 28,927 million) (includes share of Joint Venture ₹ 12 million).

35. Consumption of raw materials and components has been computed by adding purchases to the opening stock and deducting closing stock verified physically by the management.

36. Differences between accounting policies of the Company and other group companies, the impact of which is not expected to be material.

- a) In case of certain associate and joint venture companies, contributions towards gratuity are charged to Statement of Profit & Loss on the basis of premium paid to the Life Insurance Corporation of India.
- b) Deferred Revenue Expenditure of Joint Venture and Associate Companies have been charged to Statement of Profit & Loss in the year of incurrence.
- c) In case of certain associate companies, First In First Out method of inventory valuation is followed.
- d) In case of a joint venture company, fair value (mark to market) of a derivative instrument i.e. an interest rate swap has not been computed as at 31<sup>st</sup> March 2014.
- e) In case of certain associates, written down value method of depreciation is followed.
- f) In case of a joint venture company, warranty expense is charged to Statement of Profit & Loss as and when claimed by customer on actual basis.

37. The scheme of amalgamation of Suzuki Powertrain India Limited (SPIL) with the Company as approved by the High Court of Delhi became effective on 1<sup>st</sup> April 2012 on completion of all the required formalities on 17<sup>th</sup> March 2013. The scheme envisaged transfer of all properties, rights and powers and liabilities and duties of the amalgamating company to the amalgamated company.

The amalgamation was accounted for in the previous year under the "Pooling of Interest Method" as prescribed by the Accounting Standard 14 "Accounting for Amalgamations" notified under Companies (Accounting Standards) Rules.

The assets and liabilities of the amalgamating company were accounted for in the books of account of the Company in accordance with the approved scheme in the previous year.

## NOTES

### To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

- 38.** a) The Profit after tax of SKH Metals Limited, Sona Koyo Steering Systems Limited & Asahi India Glass Limited has been annualised based on unaudited financial statements of nine months ended 31<sup>st</sup> December 2013. It is unlikely that the audited results would be materially different from annualised results.
- b) The Profit after tax of Halla Visteon Climate Systems India Limited, Krishna Maruti Limited, Manesar Steel Processing (India) Private Limited, Bellsonica Auto Component India Private Limited, Magneti Marelli Powertrain India Limited, Krishna Ishizaki Auto Limited, Nippon Thermostat (India) Limited, Machino Plastics Limited, Denso India Limited and Bharat Seats Limited has been taken on the basis of unaudited financial statements for financial year ended 31<sup>st</sup> March 2014. It is unlikely that the audited results would be materially different from unaudited results.
- 39.** The Group has considered "business segment" as its primary segment. The Group is primarily in the business of manufacture, purchase and sale of motor vehicles, automobile components and spare parts ("automobiles"). The other activities of the Company comprise facilitation of pre-owned car sales, fleet management and car financing. The income from these activities, which are incidental to the Company's business, is not material in financial terms but such activities contribute significantly in generating the demand for the products of the Company. Accordingly, the Group has considered ""Business Segment"" as the primary segment and thus no business segment information is required to be disclosed.

The "Geographical Segments" have been considered for disclosure as the secondary segment, under which the domestic segment includes sales to customers located in India and the overseas segment includes sales to customers located outside India.

#### Financial information of geographical segments is as follows :

Particulars	2013-14				2012-13			
	Domestic	Overseas	Unallocated	Total	Domestic	Overseas	Unallocated	Total
Revenue from external customers	452,884	45,121	7,393	505,398	450,144	49,183	7,829	507,156
Segment assets	197,388	3,424	113,302	314,114	190,153	3,180	81,837	275,170
Capital expenditure during the year	38,248	-	-	38,248	36,627	-	-	36,627

#### Notes:-

- a) Domestic segment includes sales and services to customers located in India.
- b) Overseas segment includes sales and services rendered to customers located outside India.
- c) Unallocated revenue includes interest income, dividend income and profit on sale of investments.
- d) Unallocated assets include other deposits, dividend bank accounts, investments and amount paid under protest.
- e) Segment assets includes fixed assets, inventories, sundry debtors, cash and bank balances (except dividend bank account), other current assets, loans and advances (except other deposits).
- f) Capital expenditure during the year includes fixed assets (tangible and intangible assets) and net additions to capital work in progress.
- g) The Joint Ventures' share is included in the above schedule under respective heads.

#### 40. STATEMENT OF EARNING PER SHARE

	2013-14	2012-13
Net Profit after tax attributable to shareholders (in Million ₹)	28,529	24,692
Weighted average number of equity shares outstanding during the year (Nos)	302,080,060	302,080,060
Nominal value per share (in ₹)	5.00	5.00
Basic/diluted earning per share (in ₹)	94.44	81.74

**Note:** There are no dilutive instruments issued by the Company.

## NOTES

### To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

#### **41. MINIMUM LEASE PAYMENTS OUTSTANDING AS ON 31<sup>ST</sup> MARCH 2014 IN RESPECT OF ASSETS TAKEN ON NON-CANCELABLE OPERATING LEASES ARE AS FOLLOWS:**

##### a) As a lessee

Due	31.03.2014			31.03.2013		
	Total Minimum Lease Payments Outstanding as on 31 <sup>st</sup> March 2014			Total Minimum Lease Payments Outstanding as on 31 <sup>st</sup> March 2013		
	Premises	Cars	Total	Premises	Cars	Total
Within one year	54	2	56	50	4	54
Later than one year but less than five years	227	3	230	222	5	227
Later than five years	623	-	623	682	-	682

	31.03.2014			31.03.2013		
	Minimum Lease Payment			Minimum Lease Payment		
Charged to rent expense	60	4	64	60	6	66

The Company has taken certain premises on cancellable operating lease. The rent expense amounting to ₹ 120 Million (Previous year ₹ 135 Million) has been charged to the statement of profit and loss.

##### b) As a lessor

The Company has given certain plant and machineries on cancellable operating lease. The rental income arising of the same amounting to ₹ Nil (Previous year ₹ 10 million) has been credited to statement of profit and loss.

**NOTES**

## To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

**42. STATEMENT OF TRANSACTIONS WITH RELATED PARTIES**

<b>Holding Company</b>	Mr Kazuhiko Ayabe
Suzuki Motor Corporation	Mr. Masayuki Kamiya
<b>Joint Ventures</b>	Mr. Tsuneyo Ohashi
Mr Keiichi Asai	
Mark Exhaust Systems Limited	Mr. Shuji Oishi (upto 28 <sup>th</sup> April 2012)
Bellsonica Auto Component India Private Limited	Mr. Shinzo Nakanshi (upto 31 <sup>st</sup> March 2013)
FMI Automotive Components Limited	
Krishna Ishizaki Auto Limited (Formerly Known as Krishna Auto Mirrors Limited)	
Inergy Automotive Systems Manufacturing India Private Limited	Asahi India Glass Limited
Maruti Insurance Broking Private Limited	Bharat Seats Limited
Maresar Steel Processing India Private Limited	Caparo Maruti Limited
Manesar Auto Components Limited	Halla Visteon Climate Systems India Limited
Denso India Limited	Denso India Limited
Jay Bharat Maruti Limited	Jay Bharat Maruti Limited
Krishna Maruti Limited	Krishna Maruti Limited
Machino Plastics Limited	Machino Plastics Limited
<b>Key Management Personnel</b>	
Mr Kenichi Ayukawa (w.e.f 22 <sup>nd</sup> April 2013)	
Mr Toshiaki Hasuike (w.e.f 25 <sup>th</sup> April 2013)	

<b>Associates</b>		<b>Fellow Subsidiaries (Only with whom the Company had transactions during the current year)</b>		<b>Fellow Subsidiaries</b>	
SKH Metals Limited	Nippon Thermostat India Limited	Suzuki Cars (Ireland) Ltd.	Suzuki France S.A.S.	Suzuki GB PLC	Suzuki International Europe G.m.b.H.
Mr. Tsuneyo Ohashi	Sona Koyo Steering Systems Limited	Suzuki Marelli Powertrain India Private Limited	Suzuki Italia S.P.A.	Suzuki Motor (Thailand) Co., Ltd.	Suzuki Motor de Mexico, S.A. de C.V.
Mr Keiichi Asai	Magneti Marelli Powertrain India Private Limited	Suzuki Motor Iberica, S.A.U.	SUZUKI MOTOR POLAND SP.Z.O.O. (Former Suzuki Motor Poland Ltd.)	Suzuki Motorcycle India Ltd.	Suzuki Motorcycle Malaysia Sdn Bhd.
Mr. Shuji Oishi (upto 28 <sup>th</sup> April 2012)	Hilcon - Suzuki Manufacturing Malaysia Sdn. Bhd.	Magyar Suzuki Corporation Ltd.	Suzuki New Zealand Ltd.	Suzuki New Zealand Ltd.	Suzuki Philippines Inc.
Mr. Shinzo Nakanshi (upto 31 <sup>st</sup> March 2013)	Cambodia Suzuki Motor Co., Ltd.	Pak Suzuki Motor Co., Ltd.	Suzuki Australia Pty. Ltd.	Taiwan Suzuki Automobile Corporation	Thai Suzuki Motor Co., Ltd.
	PT Suzuki Indomobil Motor Former (PT Indomobil Suzuki International)	PT Suzuki Indomobil Motor Former (PT Indomobil Suzuki International)	Suzuki Austria Automobile Handels Gmb H.	Thai Suzuki Motor Co., Ltd.	Vietnam Suzuki Corporation
	Suzuki (Myanmar) Motor Co., Ltd.	Suzuki (Myanmar) Motor Co., Ltd.	Suzuki Auto South Africa (Pty) Ltd		
	Suzuki Australia Pty. Ltd.	Suzuki Australia Pty. Ltd.			
	Suzuki Austria Automobile Handels Gmb H.	Suzuki Austria Automobile Handels Gmb H.			
	Suzuki Auto South Africa (Pty) Ltd	Suzuki Auto South Africa (Pty) Ltd			
	Vietnam Suzuki Corporation	Vietnam Suzuki Corporation			

	Joint Ventures	Associates	Holding Company	Fellow subsidiaries	Key Management Personnel	Total	Joint Ventures	Associates	Holding Company	Fellow subsidiaries	Key Management Personnel	Total	2013-14	2012-13	
													Outstanding at Year End	Outstanding at Year End	
<b>Leans and advances recoverable</b>															
Suzuki Motor Corporation	-	-	215	-	-	215	-	-	-	301	-	-	-	301	
SKH Metals Limited	-	841	-	-	-	841	-	-	51	-	-	-	-	51	
Asahi India Glass Limited	-	555	-	-	-	555	-	-	342	-	-	-	-	342	
Others	129	104	-	32	-	265	144	196	-	29	-	-	-	369	
<b>Total</b>	<b>129</b>	<b>1,500</b>	<b>215</b>	<b>32</b>	<b>-</b>	<b>1,876</b>	<b>144</b>	<b>589</b>	<b>301</b>	<b>29</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,063</b>	
<b>Leans Payables</b>															
Suzuki Motor Corporation	-	-	1,666	-	-	1,666	-	-	1,509	-	-	-	-	1,509	
Others	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
<b>Total</b>	<b>-</b>	<b>-</b>	<b>1,666</b>	<b>-</b>	<b>-</b>	<b>1,666</b>	<b>-</b>	<b>-</b>	<b>1,509</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,509</b>	
<b>Amounts Payable</b>															
Suzuki Motor Corporation	-	-	12,895	-	-	12,895	-	-	12,698	-	-	-	-	12,698	
Others	561	2,648	-	111	-	3,320	606	2,063	-	236	-	-	-	2,905	
<b>Total</b>	<b>561</b>	<b>2,648</b>	<b>12,895</b>	<b>111</b>	<b>-</b>	<b>16,215</b>	<b>606</b>	<b>2,063</b>	<b>12,698</b>	<b>236</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>15,603</b>	

**NOTES**

## To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

	2013-14				2012-13							
	Joint Ventures	Associates	Holding Company	Fellow subsidiaries	Key Management Personnel	Total	Joint Ventures	Associates	Holding Company	Fellow subsidiaries	Key Management Personnel	Total
<b>Amount Recoverable</b>												
Suzuki Motor Corporation	-	-	131	-	-	131	-	-	85	-	-	85
SKH Metals Limited	-	291	-	-	-	291	-	762	-	-	-	762
Suzuki Motorcycle India Ltd.	-	-	-	759	-	759	-	-	870	-	-	870
PT Indomobil Motor	-	-	-	313	-	313	-	-	1,063	-	-	1,063
Others	442	459	-	524	-	1,425	1,297	1,113	218	-	-	2,628
<b>Total</b>	<b>442</b>	<b>750</b>	<b>131</b>	<b>1,596</b>	<b>-</b>	<b>2,919</b>	<b>1,297</b>	<b>1,875</b>	<b>85</b>	<b>2,151</b>	<b>-</b>	<b>5,408</b>
<b>Goods in Transit - Component etc.</b>												
Suzuki Motor Corporation	-	-	1,323	-	-	1,323	-	-	954	-	-	954
Others	-	-	-	1	-	1	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>1,323</b>	<b>1</b>	<b>-</b>	<b>1,324</b>	<b>-</b>	<b>-</b>	<b>954</b>	<b>-</b>	<b>-</b>	<b>954</b>
<b>Guarantees given to third parties for the Company</b>												
Suzuki Motor Corporation	-	-	-	-	-	-	-	-	5	-	-	5
Others	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5</b>	<b>-</b>	<b>-</b>	<b>5</b>
<b>Purchases of Tangible and Intangible Fixed Assets</b>												
Suzuki Motor Corporation	-	-	3,041	-	-	3,041	-	-	1,734	-	-	1,734
Others	392	585	-	-	-	977	206	156	-	10	-	372
<b>Total</b>	<b>392</b>	<b>585</b>	<b>3,041</b>	<b>-</b>	<b>-</b>	<b>4,018</b>	<b>206</b>	<b>156</b>	<b>1,734</b>	<b>10</b>	<b>-</b>	<b>2,106</b>
<b>Sale of Goods</b>												
Suzuki Motor Corporation	-	-	290	-	-	290	-	-	58	-	-	58
Suzuki Motorcycle India Ltd.	-	-	-	4,201	-	4,201	-	-	-	4,625	-	4,625
Suzuki GB PLC	-	-	-	5,375	-	5,375	-	-	-	3,150	-	3,150
PT Indomobil Suzuki International	-	-	-	4,939	-	4,939	-	-	-	9,172	-	9,172
Others	2,871	4,078	-	6,335	-	13,284	3,412	5,373	58	6,256	-	15,099
<b>Total</b>	<b>2,871</b>	<b>4,078</b>	<b>290</b>	<b>20,850</b>	<b>-</b>	<b>28,089</b>	<b>3,412</b>	<b>5,373</b>	<b>116</b>	<b>23,203</b>	<b>-</b>	<b>32,104</b>
<b>Other Income / Commission / Dividend</b>												
SKH Metals Limited	-	51	-	-	-	51	-	50	-	-	-	50
Halla Viseon Climate Systems India Limited	-	39	-	-	-	39	-	43	-	-	-	43
Asahi India Glass Limited	-	71	-	-	-	71	-	56	-	-	-	56
Others	31	44	-	-	-	75	39	214	-	1	-	254
<b>Total</b>	<b>31</b>	<b>205</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>236</b>	<b>39</b>	<b>363</b>	<b>-</b>	<b>1</b>	<b>-</b>	<b>403</b>
<b>Other Misc Income</b>												
Suzuki Motor Corporation	-	-	294	-	-	294	-	-	87	-	-	87
SKH Metals Limited	-	287	-	-	-	287	-	200	-	-	-	200
Beltsonica Auto Component India Private Limited	227	-	-	-	-	227	164	-	-	-	-	164
Jay Bharat Maruti Limited	-	237	-	-	-	237	-	232	-	-	-	232
Others	172	261	-	15	-	448	105	328	-	15	-	448
<b>Total</b>	<b>399</b>	<b>785</b>	<b>294</b>	<b>15</b>	<b>-</b>	<b>1,493</b>	<b>269</b>	<b>760</b>	<b>87</b>	<b>15</b>	<b>-</b>	<b>1,311</b>

**NOTES**

To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

	Joint Ventures	Associates	Holding Company	Fellow subsidiaries	Key Management Personnel	Total	2013-14		2012-13		Key Management Personnel	Total								
							Joint Ventures	Associates	Holding Company	Fellow subsidiaries										
<b>Expenditure</b>																				
<b>Purchases of Goods</b>																				
Suzuki Motor Corporation	-	-	13,781	-	-	13,781	-	-	22,656	-	22,656									
Jay Bharat Maruti Limited	-	9,793	-	-	-	9,793	-	9,673	-	-	9,673									
Krishna Maruti Limited	-	8,733	-	-	-	8,733	-	8,775	-	-	8,775									
Others	11,888	32,724	-	58	-	44,680	11,488	35,355	-	187	47,030									
<b>Total</b>	<b>11,888</b>	<b>51,250</b>	<b>13,781</b>	<b>58</b>	<b>-</b>	<b>76,987</b>	<b>11,488</b>	<b>53,803</b>	<b>22,656</b>	<b>187</b>	<b>-</b>	<b>88,134</b>								
<b>Proposed Dividend</b>																				
Suzuki Motor Corporation	-	-	2,037	-	-	2,037	-	-	1,358	-	1,358									
<b>Total</b>	<b>-</b>	<b>-</b>	<b>2,037</b>	<b>-</b>	<b>-</b>	<b>2,037</b>	<b>-</b>	<b>-</b>	<b>1,358</b>	<b>-</b>	<b>1,358</b>									
<b>Royalty</b>																				
Suzuki Motor Corporation	-	-	24,861	-	-	24,861	-	-	24,538	-	24,538									
<b>Total</b>	<b>-</b>	<b>-</b>	<b>24,861</b>	<b>-</b>	<b>-</b>	<b>24,861</b>	<b>-</b>	<b>-</b>	<b>24,538</b>	<b>-</b>	<b>24,538</b>									
<b>Services Received</b>																				
Suzuki Motor Corporation	-	-	761	-	-	761	-	-	557	-	557									
Others	-	-	-	3	-	3	-	-	-	2	2									
<b>Total</b>	<b>-</b>	<b>-</b>	<b>761</b>	<b>3</b>	<b>-</b>	<b>764</b>	<b>-</b>	<b>-</b>	<b>557</b>	<b>2</b>	<b>-</b>	<b>559</b>								
<b>Other Expenditure</b>																				
Suzuki Motor Corporation	-	-	397	-	-	397	-	-	763	-	763									
Suzuki GB PLC	-	-	-	352	-	352	-	-	-	-	154	154								
Others	1	7	-	199	-	207	1	4	-	209	214									
<b>Total</b>	<b>1</b>	<b>7</b>	<b>397</b>	<b>551</b>	<b>-</b>	<b>956</b>	<b>1</b>	<b>4</b>	<b>763</b>	<b>363</b>	<b>-</b>	<b>1,131</b>								
<b>Managerial Remuneration</b>																				
Mr. Kenichi Ayukawa	-	-	-	-	28	28	-	-	-	-	-									
Mr. Toshiaki Hasuke	-	-	-	-	24	24	-	-	-	-	-									
Mr. Kazuhiko Ayabe	-	-	-	-	22	22	-	-	-	20	20									
Mr. Masayuki Kamya	-	-	-	-	9	9	-	-	-	-	-									
Mr. Tsuneo Onishi	-	-	-	-	2	2	-	-	-	22	22									
Mr. Keihii Asai	-	-	-	-	9	9	-	-	-	22	22									
Mr. Shinzo Nakashita	-	-	-	-	-	-	-	-	-	31	31									
Mr. Shuji Oishi	-	-	-	-	-	-	-	-	-	2	2									
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>94</b>	<b>94</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>97</b>	<b>97</b>									

## NOTES

### To the Consolidated Financial Statements

(All amounts in ₹ million, unless otherwise stated)

- 43.** Previous Year's figures have been recasted / regrouped where considered necessary to make them comparable with the current year's figures.

#### For **Price Waterhouse**

Firm Registration Number: 301112E  
Chartered Accountants

#### **ABHISHEK RARA**

Partner  
Membership Number - 077779

Place: New Delhi

Date: 25<sup>th</sup> April 2014

#### **KENICHI AYUKAWA**

Managing Director & CEO

#### **AJAY SETH**

Chief Financial Officer

#### **TOSHIAKI HASUIKE**

Joint Managing Director

#### **S. RAVI AIYAR**

Executive Director (Legal) & Company Secretary

CIN: L34103DL1981PLC011375

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**Registered Office**

1, Nelson Mandela Road, Vasant Kunj  
New Delhi - 110 070

Phone: +91 11 4678 1000

[www.marutisuzuki.com](http://www.marutisuzuki.com)

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**Registrar and Transfer Agent**

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Madhapur, Hyderabad - 500 081  
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**MARUTI SUZUKI**  
**Way of Life!**

Maruti Suzuki India Limited

[www.marutisuzuki.com](http://www.marutisuzuki.com)



## MARUTI SUZUKI INDIA LIMITED

CIN: L34103DL1981PLC011375

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

Tel: 011-46781000 / 011-46150275

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

### NOTICE

NOTICE is hereby given that the 33<sup>rd</sup> Annual General Meeting of the members of Maruti Suzuki India Limited will be held at 10:00 a.m. on Thursday, the 4<sup>th</sup> September 2014 at the Air Force Auditorium, Subroto Park, New Delhi – 110 010 to transact the following business:

1. To receive, consider and adopt the financial statements of the Company for the year ended 31<sup>st</sup> March 2014 including the audited Balance Sheet as at 31<sup>st</sup> March 2014, the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a director in place of Mr. R.C. Bhargava (DIN: 00007620), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Kazuhiko Ayabe (DIN: 02917011), who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139 and other applicable provisions of the Companies Act, 2013, M/s Price Waterhouse (Registration No. FRN301112E), Chartered Accountants, the retiring auditors of the Company, having offered themselves for re-appointment, be and are hereby re-appointed as the auditors of the Company to hold office from the conclusion of the 33<sup>rd</sup> annual general meeting upto the conclusion of the 34<sup>th</sup> annual general meeting of the Company at a remuneration to be fixed by the board and reimbursement of out of pocket expenses incurred in connection with the audit."

#### 6. Appointment of Mr. Toshiaki Hasuike as Director

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 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) and the rules made thereunder, Mr. Toshiaki Hasuike in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director be and is hereby appointed as Director liable to retire by rotation."

#### 7. Appointment of Mr. Masayuki Kamiya as Whole-time Director designated as Director (Production)

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Article 91(2) and 91(6) of the Articles of Association of the Company and 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), consent be and is hereby accorded for appointment of Mr. Masayuki Kamiya (DIN: 02201963) as Whole time Director designated as Director (Production) and for payment of the following remuneration with effect from 28<sup>th</sup> October 2013 till the close of business hours of 30<sup>th</sup> July 2014:

- a) **Basic Salary:** Rs. 74,64,000/- per annum in the scale of Rs. 65,00,000/- to Rs. 90,00,000/- 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:** Rs. 12,00,000/- per annum (Fixed).
- 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 or as may be agreed to by the board of directors and him; provided that such perquisites and allowances will be Rs. 51,00,000/- per annum with authority to the board (which expression shall include a committee thereof) to increase it from time to time upto a maximum of Rs. 60,00,000/- 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 (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."

#### **8. Appointment of Mr. Shigetoshi Torii as Whole-time Director designated as Director (Production)**

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the Article 91(2) and 91(6) of the Articles of Association of the Company and 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) consent be and is hereby accorded, for appointment of Mr. Shigetoshi Torii (DIN: 06437336) as Whole time Director designated as Director (Production) and for payment of the following remuneration with effect from 31<sup>st</sup> July 2014 for a period of three years:

- a) **Basic Salary:** Rs. 86.64 Lac per annum in the scale of Rs. 85 Lac to Rs. 150 Lac 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:** Rs. 12 Lac per annum with authority to the board (which expression shall include a committee thereof) to revise it upto Rs. 30 Lac per annum from time to time.
- 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 or as may be agreed to by the board of directors and him; provided that such perquisites and allowances will be Rs. 51 Lac per annum with authority to the board (which expression shall include a committee thereof) to increase it from time to time upto a maximum of Rs. 120 Lac 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 (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."

**9. Increase in remuneration of Mr. Toshiaki Hasuike, Joint Managing Director**

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the Article 91(6) of the Articles of Association of the Company and Section 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) the consent of the members be and is hereby accorded to increase the 'Basic Salary' of Mr. Toshiaki Hasuike, Joint Managing Director from Rs. 90 Lac per annum to Rs. 104.40 Lac per annum with effect from 1<sup>st</sup> April 2014:

**10. Authority to the Board of Directors to increase the remuneration of Mr. Kenichi Ayukawa, Managing Director and Chief Executive Officer from time to time**

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the Article 91(6) of the Articles of Association of the Company and Section 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), the board of directors (which expression shall include a committee thereof) be and is hereby authorized to increase the remuneration of Mr. Kenichi Ayukawa, Managing Director and Chief Executive Officer from time to time as under:

- a) **Basic Salary:** In the scale of Rs. 130 Lac to Rs. 250 Lac per annum.
- b) **Special Salary:** Upto Rs. 50 Lac 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 or as may be agreed to by the board of directors and him; provided that such perquisites and allowances will not exceed Rs. 200 Lac 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."

**11. Authority to the Board of Directors to increase the remuneration of Mr. Toshiaki Hasuike, Joint Managing Director from time to time**

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the Article 91(6) of the Articles of Association of the Company and Section 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), the board of directors (which expression shall include a committee thereof) be and is hereby authorized to increase the remuneration of Mr. Toshiaki Hasuike, Joint Managing Director from time to time as under:

- a) **Basic Salary:** In the scale of Rs. 110 Lac to Rs. 200 Lac per annum.
- b) **Special Salary:** Upto Rs. 40 Lac 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 or as may be agreed to by the board of directors and him; provided that such perquisites and allowances will not exceed Rs. 160 Lac 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."

#### **12. Authority to the Board of Directors to increase the remuneration of Mr. Kazuhiko Ayabe, Director and Managing Executive Officer (Supply Chain) from time to time**

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the Article 91(6) of the Articles of Association of the Company and Section 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), the board of directors (which expression shall include a committee thereof) be and is hereby authorized to increase the remuneration of Mr. Kazuhiko Ayabe, Director and Managing Executive Officer (Supply Chain) from time to time as under:

- a) **Basic Salary:** In the scale of Rs. 90 Lac to Rs. 150 Lac per annum.
- b) **Special Salary:** Upto Rs. 30 Lac 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 or as may be agreed to by the board of directors and him; provided that such perquisites and allowances will not exceed Rs. 120 Lac 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 (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."

### **13. Payment of commission to non-executive directors**

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

**"RESOLVED THAT** in supersession of the resolutions previously passed by the shareholders in this regard and pursuant to the Article 91(6) of the Articles of Association of the Company, Section 197 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder, approval be and is hereby accorded for the payment of commission to the non-executive directors of the Company (other than the Managing / Whole-time Directors) in addition to the sitting fee for attending the meetings of the board and committees thereof, not exceeding in aggregate one percent of the net profits of the Company as calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 or Rs. 300 Lac, whichever is less in any one financial year."

### **14. Appointment of Mr. Amal Ganguli as an Independent Director**

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Amal Ganguli (DIN: 00013808), independent director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as an independent director of the Company, not subject to retirement by rotation, to hold the office with effect from the date of the 33<sup>rd</sup> Annual General Meeting (4<sup>th</sup> September 2014) till the completion of 5 (five) consecutive years (3<sup>rd</sup> September 2019) or till the 38<sup>th</sup> Annual General Meeting, whichever is earlier."

### **15. Appointment of Mr. D.S. Brar as an Independent Director**

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. D.S.Brar (DIN: 00068502), independent director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as an independent director of the Company, not subject to retirement by rotation, to hold the office with effect from the date of the 33<sup>rd</sup> Annual General Meeting (4<sup>th</sup> September 2014) till the completion of 5 (five) consecutive years (3<sup>rd</sup> September 2019) or till the 38<sup>th</sup> Annual General Meeting, whichever is earlier.

### **16. Appointment of Mr. R.P. Singh as an Independent Director**

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. R.P.Singh (DIN: 02943155), independent director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as an independent director of the Company, not subject to retirement by rotation, to hold the office with effect from the date of the 33<sup>rd</sup> Annual General Meeting (4<sup>th</sup> September 2014) till the completion of 5 (five) consecutive years (3<sup>rd</sup> September 2019) or till the 38<sup>th</sup> Annual General Meeting, whichever is earlier."

### **17. Appointment of Ms. Pallavi Shroff as an Independent Director**

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Pallavi Shroff (DIN: 00013580), independent director of the Company in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of director, be and is hereby appointed as an independent director of the Company, not subject to retirement by rotation, to hold the office with effect from the date of the 33<sup>rd</sup> Annual General Meeting (4<sup>th</sup> September 2014) till the completion of 5 (five) consecutive years (3<sup>rd</sup> September 2019) or till the 38<sup>th</sup> Annual General Meeting, whichever is earlier."

By order of the board  
for MARUTI SUZUKI INDIA LIMITED

**S. Ravi Aiyar**  
Executive Director (Legal)  
& Company Secretary

New Delhi  
8<sup>th</sup> August, 2014

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ONLY ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Every member entitled to vote at the meeting or on any resolution to be moved thereat shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company.
4. The explanatory statement pursuant to Section 102 of Companies Act, 2013, in regard to the business as set out from item no. 6 to 17 and the relevant details pursuant to clause 49 of the listing agreement executed with the stock exchanges are annexed hereto.
5. A member or his/her proxy is requested to bring the annual report to the AGM as extra copies will not be distributed.
6. Members / Proxies should fill the attendance slip for attending the AGM. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. All documents referred to in the notice and explanatory statement are open for inspection at the registered office of the Company on all working days between 9:30 a.m. to 11:30 a.m. upto the date of the AGM.
9. (a) The register of members will remain closed from Monday, 1<sup>st</sup> September 2014 to Thursday, 4<sup>th</sup> September 2014 (both days inclusive).  
(b) Subject to the provisions of Section 126 of the Companies Act, 2013, dividend as recommended by the board of directors, if declared at the meeting will be payable on or after 10<sup>th</sup> September 2014 to those whose names appear in the register of members / beneficial owners as on 31<sup>st</sup> August 2014.  
(c) All dividend remaining unclaimed/unpaid for a period of seven years from the date it became due for payment, will be transferred to the Investor Education and Protection Fund established by the Central Government. Members who have not yet encashed their dividend warrant(s) are requested to make their claims without any delay.  
(d) The register of contracts or arrangements in which directors are interested shall be produced at the commencement of the AGM and remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.  
(e) Register of directors and Key Managerial Personnel shall also be kept open for inspection at the AGM and be accessible to the persons attending the meeting.
10. Shareholders holding shares in electronic form may kindly note that their bank account details as furnished by their depositories to the Registrar & Transfer Agent (RTA) will be printed on their dividend warrants as per the applicable regulations of the depositories and the Company will not entertain any direct request from such shareholders for deletion of / change in such bank details. Shareholders who wish to change such bank account details are, therefore, requested to advise their depository participants about such change, with complete details of bank account.
11. Corporate members intending to send their authorised representatives are requested to send a duly certified copy of the board resolution authorising their representatives to attend and vote at the AGM.
12. As per section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nomination are requested to send their request in Form SH-13 for nomination and Form SH-14 for cancellation/ variation as the case may be to the RTA. The said forms can also be down-loaded from the Company's website [www.marutisuzuki.com](http://www.marutisuzuki.com).
13. Members are requested to send their queries, if any, on the accounts and operations of the Company to the Company Secretary ([investor@maruti.co.in](mailto:investor@maruti.co.in)) at least 7 days before the AGM.
14. Entry into the auditorium will be strictly against entry slips available at the counters at the venue and against exchange of valid attendance slip.

15. No gifts will be distributed at the AGM.
16. **Owing to security concerns, the auditorium authorities do not allow carrying inside brief cases, bags, eatables and the like. Members attending the meeting are requested to make their own arrangements for the safe keeping of their belongings.**
17. Notice and the Annual Report have been sent through e-mail to the members whose email id is registered with their Depository Participants or with the Company or its RTA.
18. Notice, Audited Financial Statements for 2013-14 together with Directors' Report and Auditors' Report are available on the website of the Company [www.marutisuzuki.com](http://www.marutisuzuki.com).
19. **Voting through electronic means:**
  - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014, a member may exercise his right to vote by electronic means (e-voting) in respect of the resolutions contained in this notice.
  - ii. The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Authorised Agency to provide e-voting facilities.
  - iii. The Board of Directors has appointed Mr. Manish Gupta, Partner of RMG & Associates, Company Secretaries in whole-time practice, New Delhi with Membership No. FCS 5123 and Certificate of Practice No. 4095 as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
  - iv. Members are requested to carefully read the instructions for e-voting before casting their vote.
  - v. The e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting:

<b>Commencement of e-voting</b>	<b>From 9:00 a.m. (IST) on 29<sup>th</sup> August, 2014</b>
<b>End of e-voting</b>	<b>Up to 06:00 p.m. (IST) on 31<sup>st</sup> August, 2014</b>

- vi. The cut-off date (i.e. the record date) for the purpose of e-voting is 1<sup>st</sup> August 2014.

The procedure and instructions for e-voting are as under:

- a) Open your web browser during the voting period by typing the URL:<https://evoting.karvy.com>
- b) Enter the login credentials (i.e. User ID and password mentioned in the email forwarding the Notice of AGM, or mentioned on the Notice of AGM, in case email id is not registered and physical copy of the Annual Report is being received by you). Your Folio No./DP ID Client ID will be your user ID. However, if you hold shares in demat form and you are already registered with Karvy for e-voting, you shall use your existing User ID and password for casting your vote.
- c) After entering these details appropriately, click on "LOGIN".
- d) You will now reach password change Menu wherein you are required to mandatory 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 (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 will also be required to enter a secret question and answer of your choice to enable you 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 for Maruti Suzuki India Limited.
- g) On the voting page you will see the Resolution Description and the options "FOR/AGAINST/ABSTAIN" for voting. 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 in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date as mentioned above. You may also choose the option "ABSTAIN" in case you do not want to cast vote.
- h) You may then cast your vote by selecting an appropriate option and click on "Submit".
- i) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, 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).

- j) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- k) 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., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [evoting@rmgcs.com](mailto:evoting@rmgcs.com) with a copy to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVEN."
- l) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. **Further, the Members who have caste their vote electronically shall not be allowed to vote again at the meeting.**
- m) In case of any query pertaining to e-voting, please contact Karvy's toll free no. 1-800-34-54-001 or visit the FAQ's section available at Karvy's website <http://evoting.karvy.com>
- n) The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being Friday, 1<sup>st</sup> August, 2014.
- o) The Scrutinizer shall after the conclusion of e-voting period and before the closing of working hours on 3<sup>rd</sup> September, 2014 unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- p) The Scrutinizer's decision on the validity of the votes shall be final and binding.
- q) The Results on the resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
- r) The result declared along with the Scrutinizer's Report shall be placed on the website of the Company ([www.marutisuzuki.com](http://www.marutisuzuki.com)) and on Karvy's website (<http://evoting.karvy.com>) within two (2) days of passing of the resolutions at the AGM and communicated to the Stock Exchanges where the Company's shares are listed.

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

##### **ITEM NO. 6**

Mr. Toshiaki Hasuike was appointed as Director and Whole time Director designated as Joint Managing Director with effect from 27<sup>th</sup> April 2013 for a period of three years. He was appointed in the casual vacancy caused due to the resignation of Mr. Tsuneo Ohashi, Director. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member alongwith a deposit of the requisite amount proposing the candidature of Mr. Toshiaki Hasuike for the office of Director of the Company. The approval of members is sought for the appointment of Mr. Toshiaki Hasuike as a Director.

Mr. Toshiaki Hasuike and his relatives are interested in the resolution.

The Board recommends this resolution for approval of the members.

##### **ITEM NO. 7**

Mr. Masayuki Kamiya was appointed as Director and Whole time Director designated as Director (Production) to fill the casual vacancy caused due to the resignation of Mr. Keiichi Asai with effect from 28<sup>th</sup> October 2013 for a period of three years. Following withdrawal of nomination by Suzuki Motor Corporation, Mr. Masayuki Kamiya resigned as a Director and Whole time Director designated as Director (Production) with effect from the close of business hours of 30<sup>th</sup> July 2014. The approval of members is sought for the appointment and payment of remuneration of Mr. Masayuki Kamiya from 28<sup>th</sup> October 2013 till close of business hours of 30<sup>th</sup> July 2014.

Mr. Masayuki Kamiya and his relatives are interested in the resolution.

The Board recommends this resolution for approval of the members.

##### **ITEM NO. 8**

Mr. Shigetoshi Torii was appointed as a Director and Whole-time Director designated as Director (Production) with effect from 31<sup>st</sup> July 2014 to fill the casual vacancy caused due to the resignation of Mr. Masayuki Kamiya. The approval of members is sought for the appointment and remuneration of Mr. Shigetoshi Torii.

Mr. Shigetoshi Torii and his relatives are interested in the resolutions.

The Board recommends this resolution for approval of the members.

##### **ITEM NO. 9**

Mr. Toshiaki Hasuike was appointed as Director and Whole time Director designated as Joint Managing Director with effect from 27<sup>th</sup> April 2013 for a period of three years. His appointment and payment of remuneration was approved by the members in the 32<sup>nd</sup> Annual General Meeting of the Company held on 27<sup>th</sup> August 2013. The Board has subsequently increased his basic salary from Rs. 90 Lac to Rs. 104.40 Lac per annum subject to the approval of the members. The approval of members is sought for increase in remuneration of Mr. Toshiaki Hasuike.

Mr. Toshiaki Hasuike and his relatives are interested in the resolution.

The Board recommends this resolution for approval of the members.

## **ITEM NO. 10, 11 AND 12**

Mr. Kenichi Ayukawa was appointed as Managing Director and Chief Executive Officer with effect from 1<sup>st</sup> April 2013 for a period of three years. His appointment and payment of remuneration was approved by the members in the 32<sup>nd</sup> Annual General Meeting of the Company held on 27<sup>th</sup> August 2013. Mr. Toshiaki Hasuike was appointed as Joint Managing Director with effect from 27<sup>th</sup> April 2013 for a period of three years. His appointment and payment of remuneration was approved by the members in the 32<sup>nd</sup> Annual General Meeting of the Company held on 27<sup>th</sup> August 2013. Mr. Kazuhiko Ayabe was appointed as Director and Managing Executive Officer with effect from 28<sup>th</sup> April 2012 for a period of three years. His appointment and payment of remuneration was approved by the members in the 31<sup>st</sup> Annual General Meeting of the Company held on 28<sup>th</sup> August 2012. It is proposed to authorize the Board of Directors to increase the remuneration of Mr. Kenichi Ayukawa, Mr. Toshiaki Hasuike and Mr. Kazuhiko Ayabe from time to time as per the slabs given in the resolutions. The quantum of increase individually to each director would be determined and recommended by the Nomination and Remuneration Committee and approved by the board. The above Directors and their relatives are interested in the resolutions to the extent of their respective increase in remuneration.

The Board recommends the resolutions for approval of the members.

## **ITEM NO. 13**

Pursuant to the listing requirements of the stock exchanges, the company had broad based the board with the induction of non-executive / independent directors in July 2003. These directors are persons of eminence and bring a wide range of expertise and rich experience to the board. Besides participation in the board meetings and other committee meetings where they are members, some of these non-executive directors are also devoting considerable time to the business of the Company and the Company is substantially benefiting by their valuable advice. Further, under the new Companies Act, 2013 and the revised clause 49 of the listing agreement, the role, responsibilities and legal liabilities of the members of the board have substantially increased requiring them not only exercise intensive skills but also devote considerable time in the process of orderly conduct of various affairs of the Company.

In view of the above, it may be considered fair and justifiable that they are suitably remunerated by way of payment of commission. The quantum of commission payable per annum as a whole to the non-executive directors and individually to each director would be determined and recommended by the Nomination and Remuneration Committee and approved by the board from time to time. The quantum of commission payable, if any, to an individual non-executive director would, inter alia, depend upon the attendance at board / committee meetings, the time devoted to Company work, etc.

Section 197 of the Companies Act, 2013 lays down, inter alia, that the remuneration payable to directors who are neither managing directors nor whole-time directors shall not exceed one per cent of the net profits of the company, if there is a managing or whole-time director or manager.

The company had earlier obtained approval of the shareholders for the payment of commission to the non-executive / independent directors not exceeding 1% per annum of the net profits of the company subject to a ceiling of Rs. 150 lacs per annum. With a view to fairly compensate these non-executive/independent directors, it is proposed to enhance the said limit to Rs. 300 Lacs per annum.

Only the non-executive/independent directors and their relatives are interested in the proposed resolution. The board recommends this resolution for approval of the members.

## **ITEM NO. 14 TO 17**

Section 149 of the Companies Act, 2013 ('Act'), inter-alia, provides that every listed company shall have atleast one third of the total number of directors as Independent Directors (IDs). Any fraction contained in such one third shall be rounded off as one. Every company, existing on or before the commencement of the Act (1<sup>st</sup> April 2014), shall within one year appoint IDs. An ID shall hold office for a term upto 5 consecutive years on the board of a company but shall be eligible for re-appointment for a further term of upto 5 years on passing of a special resolution by the company and disclosure of such appointment in the board's report. No ID shall hold office for more than two consecutive terms (i.e. maximum of 10 years) but such ID shall be eligible for appointment after the expiration of three years of ceasing to become an ID. While the Act clearly provides that any term of an ID on the date of commencement of the Act (1<sup>st</sup> April 2014) shall not be counted for his appointment/holding office of director under the Act, the revised clause 49 of the listing agreement states that a person who has already served as an ID for 5 years or more in a company as on 1<sup>st</sup> October 2014 shall be eligible for appointment on completion of his present term for one more term of upto 5 years only. Explanation to Section 152(6) signifies that IDs are not liable to retire by rotation and can be appointed only for a fixed term upto five consecutive years.

Mr. Amal Ganguli, Ms. Pallavi Shroff and Mr. D.S.Brar have held the positions of IDs for a period of more than 5 years. Mr. R.P.Singh was appointed as an ID on 25<sup>th</sup> January 2013. The board of directors has proposed the appointment of Mr. Amal Ganguli, Ms. Pallavi Shroff, Mr. D.S.Brar and Mr. R.P.Singh as IDs who shall hold office on the board of the Company for a period as stated in the respective resolutions of their appointment.

The Company has received notices in writing from member(s) alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing the candidatures of aforesaid IDs. The Company has received declarations from each of the IDs that they meet the criteria of independence.

All the above Directors are persons of integrity and possess appropriate skills, experience, knowledge and qualification in their respective fields which are beneficial to the interest of the Company. In the opinion of the Board, the above mentioned IDs fulfill the

conditions for appointment as ID as specified in the Act and the Rules framed thereunder. These Directors are independent of the management.

Keeping in view the vast experience and knowledge which these Directors possess, the board considers that their association would be of immense benefit to the Company and it is desirable to avail their services as IDs. The above IDs and their relatives are interested in the resolutions to the extent of their respective appointments.

The board recommends the resolutions for approval of the members.

**Additional information as per clause 49 of the listing agreement**

A brief resume of the directors recommended for re-appointment at the annual general meeting is as under:

**Mr. Toshiaki Hasuike**

Mr. Toshiaki Hasuike, 56, is a graduate in Mechanical Studies, Faculty of Engineering, MEIJI University, Japan. Mr. Hasuike joined Suzuki Motor Corporation in 1980 and worked at various levels there including Department General Manager, Managing Director & Deputy Executive General Manager and was appointed as Automobile Engineering Managing Officer & Deputy Executive General Manager in 2012.

Mr. Toshiaki Hasuike is a member on the Board of FMI Automotive Components Limited and also the Chairman of its Audit Committee.

He is not related to any of the Directors of the Company. He does not hold any shares of the Company.

**Mr. Masayuki Kamiya**

Mr. Masayuki Kamiya, 53, is a graduate from Nagoya Institute of Technology. He joined Production Engineering Department of Suzuki Motor Corporation (SMC), Japan in April, 1984. He worked at various positions in Production Engineering in SMC before joining Maruti Suzuki India Limited in 2008.

He is also a member of the Board of Machino Plastics Limited. He is not related to any of the Directors of the Company and does not hold any shares of the Company.

**Mr. Shigetoshi Torii**

Mr. Shigetoshi Torii, 54, is a graduate from Department of Mechanical Engineering, School of Engineering Science of Osaka University. He joined Suzuki Motor Corporation, Japan (SMC) in April 1984 in the Welding Group in Production Engineering Department. In February 1995, he was transferred to Mutsumi Industry Co. Ltd. Before joining Maruti Suzuki India Limited in February 2012, he worked at various levels in SMC at Kosai Plant and Sagara Plant.

He is also a member of the board of Manesar Steel Processing India Pvt. Ltd.

He is not related to any of the Directors of the Company and does not hold any shares of the Company.

**Mr. Amal Ganguli**

Mr. Amal Ganguli, 74, is a member of the Institute of Chartered Accountants in England and Wales and The Institute of Chartered Accountants of India (ICAI) and member of the British Institute of Management and member of the New Delhi chapter of the Institute of Internal Auditors, Florida, U.S.A.

In 1962, he became the senior manager, Price Waterhouse and in 1969 he became a partner, Price Waterhouse and in 1996 went on to become Chairman and Senior Partner, when he retired in 2003.

During his career spanning over 42 years, Mr. Ganguli's range of work included International Tax advice and planning, cross border investments, Corporate mergers and re-organisation, financial evaluation of projects, management, operational and statutory audit and consulting projects funded by International funding agencies. In the course of his professional career, he has dealt with a variety of clients including USAID, World Bank, ADB, NTPC, Alcatel, GE, Hindustan Lever, STC, Hewlett Packard and IBM.

Presently, he is on the board of Tata Telecommunications Ltd., Century Textiles and Industries Ltd., HCL Technologies Ltd., New Delhi Television Ltd., Triveni Turbine Ltd., AVTEC Ltd., Hughes Communications India Ltd., Aricent Technologies (Holdings) Ltd., Laurus Labs Private Ltd., ML Infomap Pvt. Ltd., Tata Teleservices Maharashtra Ltd., Manglam Cement Ltd. He is member on the advisory board of Thought Arbitrage Research Institute (a not for profit Company) and Greenfuel Energy Pvt. Ltd. He has also joined the Advisory Board of BMR LLP which is an honorary position.

Presently, he is the Chairman of the Audit Committees of Tata Telecommunications Ltd., HCL Technologies Ltd., New Delhi Television Ltd. and holds the membership of Audit Committees of Century Textiles and Industries Ltd., Triveni Turbine Ltd., Hughes Communications India Ltd., Aricent Technologies (Holdings) Ltd. and Tata Teleservices Maharashtra Ltd.

He is not related to any of the Directors of the Company. He does not hold any shares of the Company.

**Mr. D.S. Brar**

Mr. D.S. Brar, 61, graduated with a Bachelor of Engineering (Electrical) degree from Thapar Institute of Engineering & Technology, Patiala. He completed his Masters Degree in Business Administration with top rank (Gold Medal) from the Faculty of Management Studies, University of Delhi. After having started his career in 1974 with The Associated Cement Companies Limited (ACC), Mr. Brar had been associated with the Pharmaceutical Industry for three decades. Mr. Brar spent major part of this period (1977 – 2004) with Ranbaxy

Laboratories Limited – India's largest Pharmaceutical company at various positions and rose to the level of President in 1993. He became the CEO & Managing Director of Ranbaxy in 1999. Mr. Brar stepped down from this position in 2004 to start his entrepreneurial journey and ventured into GVK Biosciences - a leading contract research organization providing Discovery & Development services to Global Life Sciences companies. Mr. Brar also promoted Davix Management Services - a Pharmaceuticals focused Consulting/Advisory services company.

Mr. Brar has been involved with some of the premier Research and Educational institutions in India. He has served as a Member on the Board of National Institute of Pharmaceutical Education and Research (NIPER), SAS Nagar.

He is also Special Advisor to the Board of Directors of Adamas Pharmaceuticals Inc. and Senior Advisor to Kohlberg Kravis Roberts (KKR). From 2000 – 2007, Mr. Brar served as a Director of Reserve Bank of India (RBI) and was also a Member of the Inspection and Audit Sub-Committee of the Central Board of Directors of the RBI.

Mr. Brar has been involved with several leading industry associations in India. He was associated with Confederation of Indian Industry (CII) where he Chaired CII's Indian MNC Council and with Federation of Indian Chambers of Commerce and Industry (FICCI) in the past. Mr. Brar was a Member of Prime Minister's Task Force on pharmaceuticals and knowledge-based industries which drafted the blue print for the growth and global expansion of Indian Pharmaceutical Industry including R&D and Pricing policies. He is currently member of Consultative Group on Exports of Pharmaceutical Products, under the Chairmanship of Hon'ble Minister of Commerce, Industry and Textiles, Government of India. For his service and contribution to the pharmaceutical industry, Mr. Brar was honoured with the Dean's Medal from the Tufts University School of Medicine, U.S.A. in 2004. The Federation of Asian Biotech Associations (FABA) conferred on Mr. Brar the "FABA Special Award 2011" for his contribution to the biopharma sector.

Mr. Brar is a member of the Board of Directors of several Companies such as Mphasis Limited, GVK Biosciences Private Limited, Ingent Laboratories Private Limited, Suraj Hotels Private Limited, Madhubani Investments Private Limited, Davix Management Services Private Limited, Green Valley Land & Development Private Limited, GVK Davix Technologies Private Limited, GVK Davix Research Services Private Limited, Suraj Overseas Private Limited, Davix Pharmaceuticals Private Limited, KKR Asia Limited, Wockhardt Limited, GVK Informatics Pvt. Ltd. and Gland Pharma Limited.

He is also a member of Audit Committee and Investors' Grievance Committee of Mphasis Limited and Wockhardt Limited. He is a member of Audit Committee of GVK Biosciences Private Limited and Ingent Laboratories Private Limited. He is not related to any of the Directors of the Company. He does not hold any shares of the Company.

#### **Mr. R.P. Singh**

Mr. R.P. Singh, 62, passed his post-graduation in Mathematics from Advanced Centre for Pure Mathematics, Punjab University, Chandigarh in 1973 and after a brief stint of teaching Pure Mathematics & Statistics to graduate classes, joined the Administrative Service. Apart from the regular field assignments for the I.A.S. Officers, he has wide experience in regulatory areas of Finance, Industry & Urban Development. He worked both as Commissioner of Hyderabad Municipal Corporation & Vice Chairman of Hyderabad Urban Development Authority. He had long stints as Managing Director of Andhra Pradesh Industrial Development Corporation & Commissioner of Taxation in Andhra Pradesh. He was posted to Punjab & Sind Bank as Chairman in March 2005 when the Bank was in continuous losses and had accumulated the highest NPAs in industry. He spent four and a half years in the Bank during which the Bank recorded highest growth in the Industry and registered lowest NPA level in the industry. As Secretary in the Department of Industrial Policy & Promotion, his major initiatives were:

1. Rationalization and consolidation of FDI policy;
2. Re-inventing and establishing the Delhi Mumbai Industrial Corridor Project (DMIDC);
3. Putting together the manufacturing policy for the country.

After retirement from the Indian Administrative Service, he has been selected by the Government of India for appointment as Chairman, National Highways Authority of India (NHAI).

He is not related to any of the Directors of the Company. He does not hold any shares of the Company.

#### **Ms. Pallavi Shroff**

Ms. Pallavi Shroff, aged 58 years, is the lead litigation partner at Amarchand & Mangaldas & Suresh A. Shroff & Co., Advocates & Solicitors, New Delhi. She manages corporate commercial litigation, arbitration as well as Competition law.

In thirty three years as a leading litigation practitioner, Ms. Shroff has been recognized by international publications for her 'leading practice in dispute resolution and litigation' (Asia Legal 500) and is also rated as one of the three leading practitioners involved with arbitration (Who's Who of Commercial Arbitrators, 2004).

She has been closely involved with some of the largest and most challenging corporate, commercial and infrastructure litigation and arbitration in India and has played a pivotal role in telecom, energy, natural resources and transportation related dispute resolution.

Her experience includes ad-hoc arbitrations and institutional arbitrations under ICC, LCIA, UNCITRAL etc. She has experience in arbitrations arising from shareholders' disputes, construction disputes, and investment related and international arbitrations in the energy sector.

She has successfully represented international giants like GE, Coca-Cola, Nestle, Indian Oil Corporation, Videocon, ICICI Bank, Tatas, Apollo Tyres etc. in various domestic disputes and international arbitrations.

Her deep involvement with commercial litigation and arbitration goes beyond courts and tribunals and extends to formulating valued litigation strategy. Ms. Shroff was the 'Knowledge Partner' for CII's 'CEO's Strategy Session on Arbitration and Dispute Resolution' featuring Arthur Marriott, QC. She also conceptualized and authored a background document on 'Planning Arbitration'.

As a member of several high-powered committees appointed by the Government of India, she has been associated closely with several important commercial statutes. She was a member of the SVS Raghavan Committee constituted in May 2000 and tasked with generating a report on competition policy and formulating a new competition law for India. The committee submitted its report in August 2000 and advocated far reaching changes to the competition regime in India. She was also closely involved with the actual drafting of the Competition Policy and Competition Act for the Government.

She is regularly called upon to advise Government departments and ministries on varied issues, including, most recently, in respect of multilateral competition policy, WTO related strategy, the formulation and drafting of policy documents necessary for the continuing efforts to establish India's first 'Zero Piracy Zone' for the state of Karnataka and for developing an anti piracy advocacy program for the judiciary.

Her areas of expertise include Corporate and commercial litigation, power and telecom litigation, anti-dumping, international and domestic arbitration, competition and anti-trust, Company & commercial law and intellectual property.

She has been awarded by FLO, the Women Wing of Federation of Indian Chambers of Commerce & Industry for "EXCELLENCE IN LAW". FLO promotes the achievements of women in India under various categories. She has been short-listed as one of the 10 Rising Stars as the most powerful women in Indian Business by Business Today. She has also been short-listed as one of the 25 Superwomen by India Today. She has recently been awarded as the Best Lawyer in Dispute Resolution in Asia at the Euromoney Legal Media Group's Asia Women in Business Law Awards. She was also awarded as a Best Woman Lawyer of the Year 2012 at the Legal Era Law Awards 2011-12

Ms. Pallavi Shroff is a member on the Board of Amarchand Mangaldas Properties Pvt. Ltd., Juniper Hotels Pvt. Ltd., First Commercials Services India Pvt. Ltd., First Full Services Pvt. Ltd., Amarchand Towers Property Holdings Pvt. Ltd., Trident Ltd., PSNSS Properties Pvt. Ltd., Baghbaan Properties Pvt. Ltd., Artemis Medicare Services Ltd., PTL Enterprises Ltd., UVAC Centre (India) Pvt. Ltd., First Universal Virtual International Arbitration Centre Pvt. Ltd. and Aavanti Realty Pvt. Ltd.

She also holds the membership of the Audit Committee of Juniper Hotels Pvt. Ltd.

She is not related to any of the Directors of the Company. She does not hold any shares of the Company.

#### **Mr. Kazuhiko Ayabe**

Mr. Kazuhiko Ayabe, 56, did his graduation from Department of Mechanical Engineering, College of Sophia University. His area of specialization is 'Purchasing and Vehicle Body Design'. He joined Suzuki Motor Corporation, Japan in April, 1980 and was assigned automobile body design department. In 2003, he was transferred to 'Vehicle Line I' followed by 'Purchase Department 2' in the year 2006. He joined Maruti Suzuki India Limited (MSIL) in 2009 as Executive Officer (Supply Chain).

Mr. Kazuhiko Ayabe is a member on the Board of Sona Koyo Steering Systems Ltd. and Mark Exhaust Systems Ltd.

He is not related to any of the Directors of the Company. He does not hold any shares of the Company.

#### **Mr. R. C. Bhargava**

Mr. R. C. Bhargava, 79, topper of Indian Administrative Service examination of 1956, is Master of Sciences in Mathematics from Allahabad University besides Master of Arts in Developmental Economics from Williams College, Williams town, MA, USA. He has held positions of Joint Secretary of Government of India, Ministry of Energy as well as the Cabinet Secretariat. Before joining Maruti Suzuki India Limited (MSIL) in 1981 as Director (Marketing), he was Director (Commercial), Bharat Heavy Electricals Limited. He was appointed Managing Director of MSIL in 1985 and then as Chairman and Managing Director in 1990. In 1992, when Suzuki Motor Corporation acquired 50% equity stake in MSIL, he continued as the Managing Director until his retirement in August, 1997. During his long tenure in MSIL, Mr. Bhargava served with distinction and contributed significantly to the resounding growth and success of MSIL.

Mr. Bhargava is currently the President and CEO of RCB Consulting Pvt. Ltd., a management and human resource consultancy outfit with various domestic and international clients. He is a member of the board of IL&FS Ltd., Polaris Financial Technology Ltd., Taj Asia Ltd., Grasim Industries Ltd., Thomson Press Ltd., Ultra Tech Cement Company Ltd., Dabur India Ltd. and Idea Cellular Ltd.

He is the Chairman of the Audit Committee of IL&FS Ltd., Thomson Press Ltd. and Ultra Tech Cement Company Ltd. He is the member of the Audit Committees of Polaris Financial Technology Ltd., Grasim Industries Ltd. and Dabur India Ltd. and member of the Shareholders' Grievance Committee of Ultra Tech Cement Company Ltd.

He is not related to any other Director. He does not hold any shares of the Company.

By order of the board  
for MARUTI SUZUKI INDIA LIMITED

**S. Ravi Aiyar**

Executive Director (Legal)  
& Company Secretary

New Delhi  
8<sup>th</sup> August, 2014