



CIN - L34300MH1986PLC284510

Date: September 13, 2016

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No.C/1, G-Block
Bandra-Kurla Complex
Bandra (E)
MUMBAI - 400051, India

BSE Limited
1st Floor, New Trading Ring
Rotunda Building
P.J. Towers, Dalal Street
Fort
MUMBAI - 400001, India

Scrip Code : MOTHERSUMI

Scrip Code : 517334

Dear Sirs,

Subject: Qualified Institutions Placement ("QIP") of Motherson Sumi Systems Limited (the "Company") under Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations") to Qualified Institutional Buyers and Sections 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("QIP Offering")

We wish to inform you that in respect of the QIP Offering, the Board of Directors ("**Board**") of the Company at its meeting held today, *i.e.* September 13, 2016 has, *inter alia* approved the following:

1. Closure of the bid today, *i.e.* September 13, 2016;
2. The Placement Document via resolution passed by the Board of the Company and other incidental activities on the subject matter;
3. The issue price of Rs. 317/- per share (including premium of Rs. 316/- per share), after giving discount of 2.79%, *i.e.* Rs. 9.10 per equity share of the Company at face value of Re. 1 each ("**Equity Share**") to the floor price of Rs. 326.10 per Equity Share as per the SEBI ICDR Regulations, for the Equity Shares to be issued and allotted to eligible Qualified Institutional Buyers in the QIP Offering; and for
4. Approval for the issue of Confirmation Allocation Note for the allocation of 62,884,827 Equity Shares the Qualified Institutional Buyers.

In relation to the QIP Offering, certified copy of the resolution passed by the Board of the Company on September 13, 2016 is enclosed herewith for your information.

We request you to take on record the above and the same be treated as compliance under the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Thank you.

Yours sincerely,

For Motherson Sumi Systems Limited

(Pankaj Mital)
Whole-time Director
DIN-00194931

Registered Office:
Unit 705, C Wing
ONE BKC, G Block,
Bandra Kurla Complex
Bandra East, Mumbai-400051



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY AT THEIR MEETING HELD ON 13TH SEPTEMBER, 2016

“RESOLVED THAT in respect of the Issue, the Company be and is hereby authorised to issue up to 62,884,827 Equity Shares at a price of Rs. 317/- per Equity Share (including a premium of Rs. 316/- per Equity Share), constituting a discount of 2.79% to the floor price of Rs. 326.10 per Equity Share aggregating up to Rs. 19,935 million, to successful bidders mentioned in the list placed before the Board of Directors and initialed by the Chairman for the purpose of identification only and who are QIBs, in accordance with the terms and conditions of the placement documents in connection with the Issue, and applicable statutory and or regulatory requirements.”

RESOLVED FURTHER THAT the Placement Document, in respect of the issue of 62,884,827 Equity Shares, for an aggregate amount of up to Rs. 19,935 million by the Company, to the QIBs in terms of the Issue, as per the copy placed before the the Board of Directors duly initialed by the Chairman for the purpose of identification, be and is hereby adopted and approved for filing with the BSE Limited and the National Stock Exchange of India Limited (“**Stock Exchanges**”).

RESOLVED FURTHER THAT Mr. V. C. Sehgal, Chairman, Mr. Pankaj Mital, Whole-time Director, Mr. G.N. Gauba, CFO & Company Secretary and Mr. C.V. Raghu, Group General Counsel and Official of the Company are hereby severally authorized to make any changes to the Placement Document that they, in their absolute discretion, think fit and also to effect and/or carry out such alterations, additions, omissions, variations, amendments or corrections in the Placement Document as may be necessary or desirable.

RESOLVED FURTHER THAT the Confirmation of Allocation Note, as per the copy placed before the Board of Directors for the purpose of identification, be and is hereby approved and that Confirmation of Allocation Note along with the Placement Document be sent to the successful bidders.

RESOLVED FURTHER THAT Mr. V. C. Sehgal, Chairman, Mr. Pankaj Mital, Whole-time Director, Mr. G.N. Gauba, CFO & Company Secretary and Mr. C.V. Raghu, Group General Counsel and Official of the Company be and are hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to the above resolution, including but not limited to delivering the Placement Document to the Stock Exchanges and filing the Placement Document along with other documents as required under the Companies Act, 2013, with the Registrar of Companies, at Maharashtra and the Securities and Exchange Board of India, intimating the Stock Exchanges in relation to the above and filing of applications for seeking listing and trading permissions in respect of the Issue and making other statutory and regulatory filings, as required and to affix the Common Seal on all necessary documents, as required, in terms of the provisions of the Articles of Association of the Company, the SEBI ICDR Regulations, the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014.”

For Motherson Sumi Systems Limited

Pankaj Mital
(Pankaj Mital)

Whole-time Director
DIN-00194931

Registered Office:
Unit 705, C Wing
ONE BKC, G Block,
Bandra Kurla Complex
Bandra East, Mumbai-400051

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