MOTHERSON SUMI SYSTEMS LIMITED

Regd. Office: 2nd Floor, F-7, Block B-1, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi – 110 044

CIN: L34300DL1986PLC026431

Notice

Notice is hereby given that the 28th Annual General Meeting of the members of Motherson Sumi Systems Limited will be held on Tuesday, 28th day of July, 2015 at 11:00 A.M. at FICCI K. K. Birla Auditorium, Federation House, Tansen Marg, New Delhi-110001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2015 and Statement of Profit & Loss for the year ended on that date together with reports of the Directors and Auditors thereon.
2. To declare the dividend on the equity shares of the Company for the year 2014-15.
3. To appoint a Director in place of Mr. Toshimi Shirakawa (DIN-00310164), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Laksh Vaaman Sehgal (DIN-00048584), 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 the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No.- 012754N/N500016), as Auditors of the Company for a term of three years i.e. till the conclusion of the 30th Annual General Meeting to be held in the year 2017, which was subject to ratification at every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company to be held in the year 2016, at such remuneration, reimbursement of out-of-pocket expenses, travelling and other expenses incurred in connection with audit to be carried out by them, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

6. 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 Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable during the year 2016 to M/S. M.R. Vyas and Associates, Practicing Cost Accountants appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ended 2015 and 2016, amounting to ₹ 1.50 lakh and ₹ 8.50 lakh respectively and also the payment of service tax as applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board

Sd/-
G.N. GAUBA
Chief Financial Officer & Company Secretary

Place : NOIDA
Date : June 10, 2015

Regd. Office:

2nd Floor, F-7, Block B-1,
Mohan Co-operative Industrial Estate,
Mathura Road, New Delhi – 110 044
CIN - L34300DL1986PLC026431

NOTES

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.

   A person can act as a 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. Corporate Members intending to send their authorized representative(s) are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
4. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting along with their copy of Annual Report. No extra attendance slip and/or Annual Report will be provided at the venue of the Annual General Meeting.

6. The Register of Members and Share Transfer Books of the Company shall remain closed on July 25, 2015 for the purpose of payment of the final dividend for the financial year ended March 31, 2015 and the Annual General Meeting.
7. Members who hold shares in dematerialized form may kindly note that their Bank Account details, as furnished by their Depositories to the Company, 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 members for deletion of or change in such Bank Account Details. Further, instructions, if any, already given by them in respect of shares held in physical form will not automatically be applicable to shares held in electronic form. **Members 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.**
8. Members holding shares in physical form and desirous of availing Electronic Clearing System (ECS) facility are advised to submit particulars of their bank account, viz. name and address of branch of the bank, 9 digit MICR code, type of account and account number to the Company's Registrar and Share Transfer Agents (RTA), M/s. Karvy Computershare Pvt. Ltd.
9. Members holding shares in physical form are requested to notify change of address, if any, to the Company's **Registrar and Share Transfer Agents (RTA), M/s. Karvy Computershare Pvt. Ltd., (Unit – Motherson Sumi Systems Ltd.) Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India** quoting correct Folio Number and in case of shares held in dematerialized form to the concerned Depository Participant.
10. Pursuant to the provisions of Section 205A of the Companies Act, 1956, the amount of dividend which remains unclaimed for a period of 7 years would be transferred to the "Investor Education and Protection Fund (IEPF)", constituted by the Central Government. Accordingly, the proposed date for the transfer of unclaimed dividend by the Company for the year 2007-2008 to IEPF is September 10, 2015.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ M/s. Karvy Computershare Pvt. Ltd.
12. The relevant details as required under Clause 49 of the Listing Agreement entered with Stock Exchange of person seeking appointment/re-appointment as Director is also annexed and forms part of this Notice.
13. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
14. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Clause 35B of the Listing Agreement, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Karvy Computershare Pvt. Ltd. The facility of voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
15. All the material documents, Resolutions, Memorandum and Articles of Association of the Company etc. are open for inspection to the members during the office hour of all working day till the conclusion of the Annual General Meeting at the registered office of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

Price Waterhouse, Chartered Accountants (Firm Registration No. 012754N) were appointed as Statutory Auditors of the Company for three consecutive financial years w.e.f. financial year 2014-15 at the Annual General Meeting of the Company held on August 25, 2014. The Company had received a letter from the Statutory Auditors dated August 26, 2014 that Price Waterhouse converted itself into a Limited Liability Partnership (LLP) under the provisions of the Limited Liability Partnership Act, 2008 and is now known as Price Waterhouse Chartered Accountants LLP (Firm Registration No.-012754N/N500016). In terms of the Ministry of Corporate Affairs, Government of India, General Circular No. 9/2013 dated April 30, 2013, if a firm of Chartered Accountants, being an auditors in a company under the Companies Act is converted into an LLP, then such LLP would be deemed to be the auditors of the said Company. Accordingly, the audit of the Company for financial year 2014-15 was conducted by Price Waterhouse Chartered Accountants LLP.

Further, as per provisions of Section 139(1) of the Act, appointment of Statutory Auditor for the above tenure is subject to ratification by members at every Annual General Meeting.

Accordingly, ratification of the members is being sought for the proposal contained in the Resolution set out at item no. 5 of the Notice.

The Board recommends the Resolution at Item No. 5 for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the resolution.

Item No. 6

As per notification issued by Ministry of Corporate Affairs for amendment in Companies (Cost Records and Audit) Rules, 2014 dated December 31, 2014, Cost Audit will be applicable to the Company for the financial year 2015-16.

Further as per clarification issued by the Institute of Cost & Management Accountants of India dated March 19, 2015, Cost Audit will also be applicable for the Financial Year 2014-2015 for one of its products, namely Rubber Compound/Rubber Component.

Accordingly, the Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. M.R. Vyas and Associates, Practicing Cost Accountants,

to conduct the audit of the cost records of the Company across various segments for the financial year ended March 31, 2016 and for the financial year ended March 31, 2015 only for Rubber Compound/Rubber Component, as applicable.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015 and March 31, 2016.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution set forth in Item No. 6 for approval of the members.

By Order of the Board
Sd/-
G.N. GAUBA
Chief Financial Officer &
Company Secretary

Place: NOIDA
Date : June 10, 2015

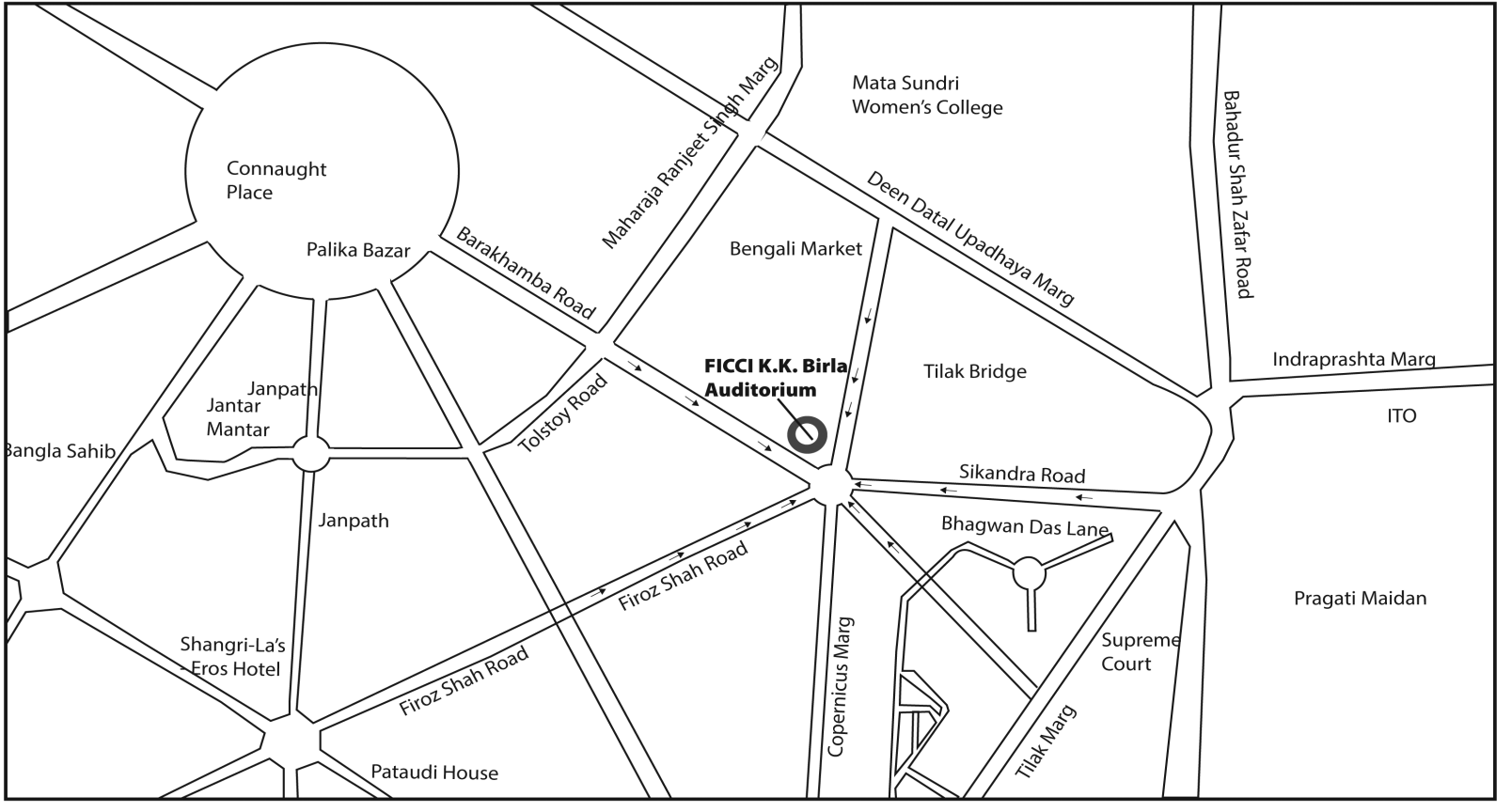
Regd. Office:
2nd Floor, F-7, Block B-1,
Mohan Co-operative Industrial Estate,
Mathura Road, New Delhi – 110 044
CIN – L34300DL1986PLC026431

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (Pursuant to clause 49 of the Listing Agreement)

Name of Director	Mr. Toshimi Shirakawa	Mr. Laksh Vaaman Sehgal
Director Identification No.	00310164	00048584
Date of Birth	06.10.1954	29.11.1982
Date of Appointment	17.09.2003	30.04.2009
Experience in specific Functional area	Mr. Toshimi Shirakawa is an Engineer and presently working with Sumitomo Wiring Systems Ltd., Japan.	He has a MBA degree from Columbia Business School (USA) and also holds a degree from Keio University, Tokyo. He has a rich experience of working with the major companies of the Samvardhana Motherson Group. He has also spent 3 years working with the group's collaborators in Germany and Japan.
Qualification	Engineer	MBA
Directorship in other Public Limited Companies	MothersonSumi INfotech & Designs Limited	- Motherson Auto Limited - Samvardhana Motherson International Ltd. - Motherson Air Travel Agencies Ltd. - Motherson Techno Tools Ltd. - Motherson Advance Tooling Solutions Ltd. - SMR Automotive Systems India Ltd. - Motherson Auto Solutions Limited - MOTHERSON SINTERMETAL Technology Ltd.
Member/Chairman of the Committee of the Board of the public limited companies in which he is director	**Audit Committee** - Motherson Sumi Systems Ltd. **Stakeholders' Relationship Committee** Nil	**Audit Committee** - Motherson Auto Solutions Limited (Chairman). - Motherson Sumi Systems Ltd. - Samvardhana Motherson International Ltd. **Stakeholders' Relationship Committee** Nil

Details of Shareholding / other convertible instruments of Non-executive Directors of the Company (Pursuant to clause 49 of the Listing Agreement)

Sl. No.	Name of Director	No. of Equity Shares	Other Convertible Instruments
1.	Mr. Vivek Chaand Sehgal	21,678,638	Nil
2.	Maj. Gen. Amarjit Singh (Retd.)	Nil	Nil
3.	Mr. S.C. Tripathi, IAS (Retd.)	Nil	Nil
4.	Mr. Toshimi Shirakawa	Nil	Nil
5.	Mr. Arjun Puri	Nil	Nil
6.	Mr. Gautam Mukherjee	Nil	Nil
7.	Ms. Geeta Mathur	3,000	Nil
8.	Mr. Laksh Vaaman Sehgal	37	Nil
9.	Ms. Noriyo Nakamura	Nil	Nil

Route map to the venue of the Annual General Meeting

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