

MINUTES OF THE 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MOTHERSON SUMI SYSTEMS LIMITED HELD ON SATURDAY, THE 31ST DAY OF AUGUST, 2013 AT 3:30 P.M. AT FICCI, GOLDEN JUBILEE AUDITORIUM, FEDERATION HOUSE, TANSEN MARG, NEW DELHI-110 001

PRESENT

Mr. V. C. Sehgal	- Chairman
Maj. Gen. Amarjit Singh (Retd.)	- Director
Mr. S. C. Tripathi, IAS (Retd.)	- Director
Mr. Arjun Puri	- Director
Mr. Gautam Mukherjee	- Director
Mr. Toshimi Shirakawa	- Director
Mr. Hideaki Ueshima	- Director
Mr. Laksh Vaaman Sehgal	- Director
Mr. Pankaj Mital	- Whole-time Director & Chief Operating Officer

Members present in person - 977

Members present through Proxy - 169

IN ATTENDANCE

Mr. G.N. Gauba, Vice President (Finance) & Company Secretary.

AUDITORS

Statutory Auditors M/s. Price Waterhouse represented by Mr. Anupam Dhawan, Partner.

CHAIRMAN OF THE MEETING

Mr. V. C. Sehgal, Chairman of the Board occupied the chair.

QUORUM

The Chairman confirmed the presence of the quorum and called the meeting in order.

STATUTORY REGISTERS

The Chairman declared that the Register of Directors Shareholding and other Statutory Registers which the shareholders have the right to inspect at the Annual General Meeting were available for inspection and any member could inspect the same.

NOTICE CALLING THE MEETING

With the permission of Chair and members present in the meeting, the Notice calling the meeting was taken as read.



AUDITORS' REPORT

The Auditors' Report on the Accounts of the Company for the year ended 31st March, 2013 was read at the Meeting.

ITEM NO.

1. ADOPTION OF ANNUAL ACCOUNTS OF THE COMPANY

With the unanimous consent of the members present in the meeting, the Directors' Report, Audited Balance Sheet of the Company as at 31st March, 2013 and Statement of Profit & Loss of the Company for the year ended on that date already having been circulated to the members, were taken as read.

The Chairman placed the Accounts of the Company for the approval of the members.

Proposed by : Mr. Praveen Kumar (Client ID: IN300118-10449827)

Seconded by : Mr. Madan Lal Wadhwa (Client ID: IN300708-10084462)

The following Resolution was passed unanimously by show of hands as an Ordinary Resolution:

“RESOLVED THAT the Annual Accounts of the Company comprising of Balance Sheet as at 31st March, 2013 and Statement of Profit & Loss and cash flow statement for the year ended on that date together with the notes thereto and Auditors' & Directors' Report thereon be and are hereby adopted as the Accounts of the Company for the year ended 31st March, 2013.”

2. DECLARE THE DIVIDEND FOR THE YEAR 2012-2013 ON THE EQUITY SHARES OF THE COMPANY

Proposed by : Mr. Shripal Singh Mohnot (Client ID: IN300708-10012312)

Seconded by : Mr. Permanand (Client ID: IN300206-10489618)

The following Resolution was passed unanimously by show of hands as an Ordinary Resolution:

“RESOLVED THAT pursuant to the recommendation made by the Board of Directors of the Company, the dividend of Rs.2/- per fully paid-up equity shares of Rs.1/- each for the financial year ending 31st March, 2013 be and is hereby declared to be paid those shareholders, whose names appeared in the Register of Members of the Company as on Record Date.”

3. RE-APPOINTMENT OF MAJ. GEN. AMARJIT SINGH AS A DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION

Proposed by : Mr. Krishna Wadhwa (Client ID: IN300708-10053423)

Seconded by : Mr. Pramod Kumar Jain (Client ID : IN300394-14752520)

The following Resolution was passed unanimously by show of hands as an Ordinary Resolution:



“RESOLVED THAT Maj. Gen. Amarjit Singh (Retd.), who retires from the Board at this meeting in accordance with the provisions of Section 256 of the Companies Act, 1956, be and is hereby re-appointed as a Director of the Company whose period of office will be liable to retirement by rotation.”

4. RE-APPOINTMENT OF MR. ARJUN PURI AS A DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION

Proposed by : Mr. Jasmeet Singh (Client ID: IN302269-10987503)

Seconded by : Mr. Gurcharan Jit Singh (Client ID: IN300118- 10148082)

The following Resolution was passed unanimously by show of hands as an Ordinary Resolution:

“RESOLVED THAT Mr. Arjun Puri, who retires from the Board at this meeting in accordance with the provisions of Section 256 of the Companies Act, 1956, be and is hereby re-appointed as a Director of the Company whose period of office will be liable to retirement by rotation.”

5. APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY

Proposed by : Mr. Pramod Kumar Jain (Client ID : IN300394-14752520)

Seconded by : Mr. Praveen Kumar (Client ID : IN300118-10449827)

The following Resolution was passed unanimously by show of hands as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 224(1) and other applicable provisions, if any, of the Companies Act, 1956, M/s. Price Waterhouse, Chartered Accountants (Firm Registration No.-012754N), the retiring Auditors of the Company be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Meeting upto the conclusion of the next Annual General Meeting of the Company, for the financial year 2013-2014 on such remuneration, along with reimbursement of out-of-pocket expenses, traveling and other expenses incurred in connection with audit to be carried out by them, as may be mutually agreed upon between the Board of Directors and the Auditors.”

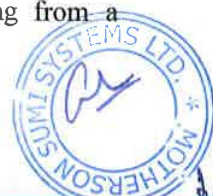
6. APPOINTMENT OF MR. SUSHIL CHANDRA TRIPATHI, IAS (RETD.) AS A DIRECTOR OF THE COMPANY

Proposed by : Mr. Yash Pal Chopra (Client ID: IN300708-10592558)

Seconded by : Mr. Om Prakash (Client ID: IN300724-10151450)

The following Resolution was passed unanimously by show of hands as an Ordinary Resolution:

“RESOLVED THAT Mr. Sushil Chandra Tripathi, IAS (Retd.), who was appointed as an Additional Director of the Company w.e.f. 10th September, 2012 and who holds office till the date of the ensuing Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and Article 85 (2) of Articles of Association of the Company and in respect of whom the company has received a notice in writing from a



shareholder pursuant to Section 257 of the Companies Act, 1956 proposing his candidature to the office of Director, be and is hereby appointed as a Director of the company, liable to retire by rotation.”

7. APPOINTMENT OF MR. GAUTAM MUKHERJEE AS A DIRECTOR OF THE COMPANY

Proposed by : Mr. Bharat Bhushan Goyal (Folio No.:MSS100240)
Seconded by : Mr. Gurbir Singh (Client ID: IN301959-10016108)

The following Resolution was passed unanimously by show of hands as an Ordinary Resolution:

“RESOLVED THAT Mr. Gautam Mukherjee, who was appointed as an Additional Director of the Company w.e.f. 10th September, 2012 and who holds office till the date of the ensuing Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and Article 85 (2) of Articles of Association of the Company and in respect of whom the company has received a notice in writing from a shareholder pursuant to Section 257 of the Companies Act, 1956 proposing his candidature to the office of Director, be and is hereby appointed as a Director of the company, liable to retire by rotation.”

VOTE OF THANKS

There being no other business, the meeting was concluded with a vote of thanks to the Chair.

Sd/-
(CHAIRMAN)

For MOTHERSON SUMI SYSTEMS LTD.


G. N. GAUBA
Company Secretary & V. P. Finance
