

MINUTES AND DECLARATION OF RESULT OF THE POSTAL BALLOT OF MOTHERSON SUMI SYSTEMS LIMITED ON WEDNESDAY, THE 11TH DAY OF DECEMBER, 2013 AT 2:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 2ND FLOOR, F-7, BLOCK B-1, MOHAN COOPERATIVE INDUSTRIAL ESTATE, MATHURA ROAD, NEW DELHI-110044 AS PER SECTION 192A OF THE COMPANIES ACT, 1956

Declaration of the result of the Postal Ballot in the presence of various members present

The following Resolution was circulated for approval of the shareholders by way of Postal Ballot.

The Scrutinizer, Mr. D.P. Gupta, Company Secretary in whole-time practice appointed for this purpose has submitted his Report on 11th December, 2013. On the basis of the Report of the Scrutinizer, the details of polling in respect of passing of Resolutions are as under:

ITEM NO. 1

Issuance of Bonus Shares to the existing equity shareholders

Voting Details

Total No. of ballot forms received (1)	No. of invalid ballot forms received (2)	No. of valid ballot forms received (1-2)	Total Votes casted	
			FOR (No. of Shares & %)	AGAINST (No. of Shares & %)
399	4	395	479064818 (99.9999%)	200 (0.0001%)

In the view of the above facts, the following Resolution has been passed with requisite majority as an Ordinary Resolution:

“RESOLVED THAT pursuant to the recommendation of the Board of Directors and relevant provisions of the Articles of Association of the Company, and subject to the guidelines/regulations issued by the Securities and Exchange Board of India and such approvals as may be required in this regard, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include a Committee of Directors duly authorised in this behalf) for capitalization of such of the share premium account, general reserves and capital redemption reserves as may be considered necessary by the Board for the purpose of issue of bonus shares of Re. 1/- each, credited as fully paid up shares to the holders of the existing equity shares of the Company whose names appear in the Register of Members on such date as may be fixed by the Board of Directors in this regard, in the proportion of one equity share for every two equity shares held by them.

RESOLVED FURTHER THAT the allotment and issue of fully paid-up new Equity Shares as Bonus Shares to the extent that they relate to non-resident members of the Company shall be subject to the approval of the Reserve Bank of India as may be necessary.



RESOLVED FURTHER THAT the Bonus Shares to be issued as fully paid up Equity Shares are subject to the Memorandum and the Articles of Association of the Company and shall rank in all respects pari passu with the existing Equity Shares but shall not be entitled to participate in any dividend declared or to be declared for any year prior to the allotment of the Bonus Shares.

RESOLVED FURTHER THAT if as a result of implementation of this resolution, any member becomes entitled to a fraction of new Equity Shares to be allotted as Bonus Shares, the Company shall not issue any certificate or coupon in respect of such fractional shares but the total number of such new Equity Shares representing such fractions shall be allotted by the Board to a nominee or nominees to be selected by the Board who would hold them as trustee for the Equity Shareholders who would have been entitled to such fractions in case the same were issued and such nominee(s) will as soon as possible sell such Equity Shares allotted at the prevailing market rate and the net sale proceeds of such shares after adjusting the cost and the expenses in respect thereof be distributed among such members who are entitled to such fractions in the proportion of their respective holdings and fraction thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to take all steps as may be necessary with regard to the issue, allotment and distribution of the new Equity Shares as they may in their absolute discretion deem fit.”

ITEM NO. 2

Making Investment/provide Loan/Guarantee for Samvardhana Motherson Polymers Ltd. u/s 372A of the Companies Act, 1956

Voting Details

Total No. of ballot forms received (1)	No. of invalid ballot forms received (2)	No. of valid ballot forms received (1-2)	Total Votes casted	
			FOR (No. of Shares & %)	AGAINST (No. of Shares & %)
399	4	395	456575553 (95.31%)	22459773 (4.69%)

In the view of the above facts, the following Resolution has been passed with requisite majority as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 including any amendment thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force, the rules, regulations/guidelines, if any, issued/prescribed by the Ministry of Corporate Affairs, Government of India and subject to the approval of such appropriate authorities as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company to make investments in the form of capital and/or provide loan/guarantee up to Rs. 350 Crores (Rupees Three Hundred and Fifty Crores only) in one or more tranches in Samvardhana Motherson Polymers Limited (SMPL), a Subsidiary/Joint Venture Company where the Company holds 51% stake notwithstanding that the aggregate of loans and investments so far made or to be made and guarantees or securities so far given or to be given to all bodies corporate may exceed the limits



prescribed under Section 372A of the Companies Act, 1956 provided further that the proposed investment /loan/guarantee may be either directly / indirectly into SMPL and/or to its one or more subsidiaries within the above limits.

RESOLVED FURTHER THAT the proposed transactions with the aforesaid Company shall be in addition to the investments, loans or advances made and guarantees provided from time to time by the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, and to execute all deeds, applications, agreements, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

ITEM NO. 3

Issuance of Corporate Guarantee in favour of State Bank of India for SMP Automotive Exterior GmbH, u/s 372A of the Companies Act, 1956

Voting Details

Total No. of ballot forms received (1)	No. of invalid ballot forms received (2)	No. of valid ballot forms received (1-2)	Total Votes casted	
			FOR (No. of Shares & %)	AGAINST (No. of Shares & %)
399	4	395	479031882 (99.999%)	3494 (0.001%)

In the view of the above facts, the following Resolution has been passed with requisite majority as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 including any amendment thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force, the rules, regulations/guidelines, if any, issued/prescribed by the Ministry of Corporate Affairs, Government of India and subject to the approval of such appropriate authorities as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company to provide Corporate Guarantee in favour of State Bank of India, Frankfurt Branch, Germany up to Euro 30.60 Million of its share of 51% of the term loan of Euro 60.00 Million (facility amount) provided to SMP Automotive Exterior GmbH, Germany, a step down subsidiary company notwithstanding that the aggregate of loans and investments so far made in or to be made in and guarantees or securities so far given or to be given to all bodies corporate may exceed the limits prescribed under the Section.

RESOLVED FURTHER THAT the proposed transactions with the aforesaid Company shall be in addition to the investments, loans or advances made and guarantees provided from time to time by the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, and to execute all deeds, applications, agreements, documents and writings that may be required, on behalf of the Company and



to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

ITEM NO. 4

Making Investment/provide Loan/Guarantee for Samvardhana Motherson Nippisun Technology Ltd. u/s 372A of the Companies Act, 1956

Voting Details

Total No. of ballot forms received (1)	No. of invalid ballot forms received (2)	No. of valid ballot forms received (1-2)	Total Votes casted	
			FOR (No. of Shares & %)	AGAINST (No. of Shares & %)
399	4	395	479029868 (99.999%)	4505 (0.001%)

In the view of the above facts, the following Resolution has been passed with requisite majority as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 including any amendment thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force, the rules, regulations/guidelines, if any, issued/prescribed by the Ministry of Corporate Affairs, Government of India and subject to the approval of such appropriate authorities as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company to make investments in the form of capital and/or provide loan/guarantee up to Rs. 4.45 Crores (Rupees Four Crore Forty Five Lacs only) in one or more tranches in Samvardhana Motherson Nippisun Technology Ltd. (SMNTL), a Joint Venture Company where the Company holds 49.50% stake notwithstanding that the aggregate of loans and investments so far made or to be made and guarantees or securities so far given or to be given to all bodies corporate may exceed the limits prescribed under Section 372A of the Companies Act, 1956.

RESOLVED FURTHER THAT the proposed transactions with the aforesaid Company shall be in addition to the investments, loans or advances made and guarantees provided from time to time by the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, and to execute all deeds, applications, agreements, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”


(CHAIRMAN)

For MOTHERSON SUMI SYSTEMS LTD.


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