



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 27th Annual General Meeting of the members of Motherson Sumi Systems Limited will be held on Monday, 25th day of August, 2014 at 11:30 A.M. at FICCI Golden Jubilee 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, 2014 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 2013-14.
3. To appoint a Director in place of Mr. Pankaj Mital (DIN-00194931), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Statutory Auditors of the Company and fix their remuneration and in this regard 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, M/s. Price Waterhouse, Chartered Accountants (Firm Registration No.-012754N), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 30th Annual General Meeting to be held in the year 2017 (subject to ratification of their appointment at every Annual General Meeting), 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

5. To consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution:**
"RESOLVED THAT Ms. Noriyo Nakamura (DIN-06809512), who was appointed as a Director of the Company w.e.f. 31.01.2014 in the casual vacancy caused by the resignation of Mr. Hideaki Ueshima and who retires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
6. To consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution:**
"RESOLVED THAT pursuant to provisions of the Section 149, 152 read with schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Geeta Mathur (DIN- 02139552), who was appointed as an Additional Director of the Company w.e.f. 31st January, 2014 in terms of Section 161 of the Companies Act, 2013 and Article 85(2) of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013

proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (five) consecutive years for a term up to the 32nd Annual General Meeting of the Company to be held in the year 2019.

7. To consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution:**
"RESOLVED THAT pursuant to provisions of the Section 149, 152, read with schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Maj. Gen. Amarjit Singh (Retd.) (DIN-00211758), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (five) consecutive years for a term up to the 32nd Annual General Meeting of the Company to be held in the year 2019."
8. To consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution:**
"RESOLVED THAT pursuant to provisions of the Section 149, 152, read with schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. S.C. Tripathi, IAS (Retd.) (DIN-00941922), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (five) consecutive years for a term up to the 32nd Annual General Meeting of the Company to be held in the year 2019."
9. To consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution:**
"RESOLVED THAT pursuant to provisions of the Section 149, 152, read with schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Arjun Puri (DIN-00211590), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (five) consecutive years for a term up to the 32nd Annual General Meeting of the Company to be held in the year 2019."
10. To consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution:**
"RESOLVED THAT pursuant to provisions of the Section 149, 152, read with schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Gautam Mukherjee (DIN-02590120), a non-executive Director of the Company, who has submitted a

declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (five) consecutive years for a term up to the 32nd Annual General Meeting of the Company to be held in the year 2019."

11. To consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of the Section 196, 197 and 203 read with schedule V to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, approval of the Company be and is hereby accorded to the reappointment of Mr. Pankaj Mital (DIN-00194931) as a Whole-time Director designated as Chief Operating Officer of the Company for a period of three years w.e.f. April 1, 2014 on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this meeting, subject to the same not exceeding the limits specified under schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary and/or revise the remuneration of the said Whole-time Director within the permissible limit under the provisions of the Companies Act, 2013 or any statutory thereof, from time to time and to settle any question or difficulty in connection therewith or incidental thereto and 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

Membership No. - A9299

Place : NOIDA

Date : July 22, 2014

Regd. Office:

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

NOTES

- 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.
- 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.
- 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.
- 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.

- 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.
- Register of Members and Share Transfer Books of the Company shall remain closed from 21.08.2014 to 25.08.2014 (both days inclusive). Dividend, if approved at the meeting, will be paid to those members whose names appear as:
 - Beneficial Owners, as at the end of business hours on 20.08.2014 as per data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) in respect of shares held in electronic form and;
 - Members in the Register of Members as on 25.08.2014 after giving effect to valid transfer requests received before the close of business hours on 20.08.2014.
- 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.**
- 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.
- 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., 17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081** quoting correct Folio Number and in case of shares held in dematerialized form to the concerned Depository Participant.
- 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 2006-2007 to IEPF is August 29, 2014.
- 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.
- 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.
- 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.**
- 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

M/s. Sumitomo Wiring Systems Limited, Japan (SWS), a Joint Venture Partner of your Company has nominated Ms. Noriyo Nakamura on the Board of your company w.e.f. January 31, 2014 in the casual vacancy caused by the resignation of Mr. Hideaki Ueshima.

Ms. Noriyo Nakamura is a Graduate in German Studies from Sophia University, Japan and Master of Arts from Jawaharlal Nehru University, New Delhi, India. She has been associated with Sumitomo Group, Japan since November 2006. She has rich experience in the field of Projects, Strategy, Planning and development of the business. Presently she is Vice President of SWS India Management Support & Service Pvt. Ltd.

Had Mr. Hideaki Ueshima continued in the Office, he would have been retiring at the ensuing Annual General Meeting. Therefore, Ms. Noriyo Nakamura holds the Office of the Director up to the date of the ensuing Annual General Meeting.

The Company has received a notice from a member of the Company alongwith requisite fee under section 160 of the Companies Act, 2013 proposing the candidature of Ms. Noriyo Nakamura for the office of Director of the Company.

Except Ms. Noriyo Nakamura none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution set forth in item no. 5 for approval of the members.

Item No. 6

The Board of Directors of the Company appointed Ms. Geeta Mathur as an Additional Director of the Company w.e.f. January 31, 2014.

In terms of the provisions of Section 161(1) of the Companies Act, 2013 and Article 85 (2) of Articles of Association of the Company, Ms. Geeta Mathur would hold office up to the date of the ensuing Annual General Meeting.

Ms. Geeta Mathur is a Graduate in Commerce (Honours) from Shri Ram College of Commerce, University of Delhi and a qualified Chartered Accountant with a meritorious educational background.

She has over 25 years of rich experience in the field of project, corporate and structured finance, treasury, business development, investor relations, strategic planning and team building in diverse industries like finance, real estate, chemicals and plastic compounds and also in NGOs.

The Company has received a notice from a member of the Company along with requisite fee under section 160 of the Companies Act, 2013 proposing the candidature of Ms. Geeta Mathur for the office of Director of the Company.

Ms. Geeta Mathur is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Section 149 of the Companies Act, 2013 *inter alia* stipulates the criteria of independence should a Company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office up to 5 (five) consecutive years on the Board of the Company and shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Ms. Geeta Mathur that she meets with the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Ms. Geeta Mathur fulfils the conditions for her appointment as an independent director as specified in the Companies Act and the Listing Agreement. Ms. Geeta Mathur is independent of the management.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Ms. Geeta Mathur is appointed as an Independent Director.

Except Ms. Geeta Mathur none of the Directors, Key Managerial Personnel or their relatives is 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.

Item No. 7 to 10

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Maj. Gen. Amarjit Singh (Retd.), Mr. S.C. Tripathi, IAS (Retd.), Mr. Arjun Puri and Mr. Gautam Mukherjee, as Independent Directors at various times, in compliance with the requirements of the Clause.

Pursuant to the provisions of Section 149 of the Companies Act, 2013, which come into effect from April 1, 2014, every listed company is required to have at least one-third of the total numbers of directors as independent directors, who are not liable to retire by rotation.

Maj. Gen. Amarjit Singh (Retd.), Mr. S.C. Tripathi, IAS (Retd.), Mr. Arjun Puri and Mr. Gautam Mukherjee, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and rules framed thereunder for appointment as Independent Director and they are independent of the management.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of each of the above mentioned Directors for appointment as independent directors of the Company.

In compliance with the provisions of section 149 read with Schedule IV to the Companies Act, 2013, the appointment of these directors as Independent Directors is now being placed before the members for their approval.

A brief profile of the Independent Directors to be appointed is given below:

Maj. Gen. Amarjit Singh (Retd.) is Engineering Degree holder in Electrical & Mechanical Engineering and Post Graduate Course in Automobile Engineering from Military Engineering College, Secunderbad. He also pursued advanced courses in Industrial Engineering and Information Technology. Prior to this, he received 2 years training in military and academic subjects at National Defense Academy and subsequently advanced military training at Indian Military Academy.

He served the Indian Army for over 35 years as a Commissioned Officer and retired as Major General in the year 1990. He was awarded with the Vishista Seva Medal for his distinguished services in Indian Army. During his tenure with Indian Army, he was also appointed at Indian Army Headquarter as Leader of Management studies for three years and later headed the Management Information system of the Army. He also served as a technical staff officer with UN Forces in Congo (Africa) for a period of one year. He was also Commander Technical group as Major General and was responsible for planning of engineering support for the technical equipment in the army.

After his retirement in 1990, he was Chief Executive of an Auto Ancillary engaged in the manufacture of HVAC Systems for Cars for period of 5 years. He then joined Samvardhana Motherson Group for about 10 years as Senior Vice President , heading the group Corporate function.

Mr. S.C. Tripathi, IAS (Retd.) is a Graduate in law and Post Graduate in Science. Mr. Tripathi started his career as Assistant Professor at Allahabad University and joined Indian Administrative Service in the year 1968. He spent nearly 38 years in the Government and working for over 30 years in senior positions at State and Central Governments as Chief Executive, Secretary and Principal Secretary and in respective capacity at international level.

Some important assignments at State level in Uttar Pradesh include District Magistrate, Commissioner, Founder Chief Executive of Noida township, Managing Director of Industrial and Investment Corporation, Secretary in the department of Rural Development and Panchayatiraj, Heavy Industry, Taxation and Institutional Finance and later as Principal Secretary / Adviser in Industry, Public Enterprises and Finance Department.

In Government of India, he worked as Joint Secretary (Banking), Secretary Board of Industrial and Financial Reconstruction, Joint Secretary (Eco. Affairs), Embassy of India, Tokyo, Additional Secretary (Mines), Chairman and Managing Director of Bharat Aluminium and National Aluminium. He, later worked as Secretary to the Government of India in the three departments of School Education and Literacy, Higher and Technical Education and Petroleum and Natural Gas.

Mr. Arjun Puri is Graduate in Economics (Honours) from Shri Ram College of commerce, University of Delhi. For the past 38 years, Mr. Puri has been associated with Auroville, Pondicherry and has vast experience of inspiring and implementing many initiatives for sustainable life styles.

He has been member of Central Coordination Committees, responsible for day to day affairs of Auroville. As member of Matrimandir Coordination Group, for a period of 25 years, he handled the Finance and Administration portfolio and coordinated construction related research all over the world for this architectural marvel which is the spiritual centre of Auroville. He instituted in this project innovative Management systems that would function in a vast spectrum of conditions responsive on the one hand to the innumerable neighbouring villages and on the other to Auroville residents from more than 48 countries.

In addition he has been active in the field of Education, teaching English, Economics, History and Public Speaking to an International collection of students at Auroville Schools, which are known for their unique experimental nature.

In 1985, during the UN International Youth Year, Auroville hosted the first International conference of the year and he was a member of the Group that organized this World Youth Conference on Human Unity in collaboration with the Ministry of Sports and Youth Affairs, Government of India.

In 1991, at the invitation of the Government of Japan, Mr. Puri was designated by the Government of India as Leader of the Indian Delegation of Teachers to represent India in Japan, at a gathering of SAARC nations.

Presently, he is also a Director of Varuna Energy & Water Pvt. Ltd., Auroville which is a company dedicated under the Auroville Foundation to promote Wind Energy through its purchase of Wind Generators. He along with others has created an 'Energy in Kind' contribution of free electricity for the township of Auroville.

Mr. Gautam Mukherjee is a Bachelor of Art. He joined State Bank of India (SBI) as Probationary Officer in 1983 and served the bank till 1990, involved in financial due diligence and appraisal of a number of large projects. He served The Economic Times, India's leading financial daily, as Financial Editor at New Delhi from 1990-96. He had written extensively on Indian economy, financial sector reforms, steel, labour and corporate sector. He also served ICICI Bank as Vice President and its North India Head for Corporate Banking from 1996-2002 and then ING group and was Regional Head of north India of its corporate banking and emerging corporate sector till 2007. Then worked with National Commodity & Derivative Exchange Limited (NCDEX) as Head of Corporate Communication and Government relationship and worked with an Auto Ancillary in India as President (Finance & Accounts) till June 2012.

Other details of the Independent Directors whose appointment is proposed at Items No. 7 to 10 of the accompanying Notice, have been given in the annexure attached.

Maj. Gen. Amarjit Singh (Retd.), Mr. S.C. Tripathi, IAS (Retd.), Mr. Arjun Puri and Mr. Gautam Mukherjee, respectively, are concerned or interested, financially or otherwise in the resolutions of the accompanying Notice relating to their own appointment.

Item No. 11

The Board of Directors of the Company subject to the approval of the members and such other approvals as may be required have re-appointed Mr. Pankaj Mital, as Whole-time Directors designated as 'Chief Operating Officer' of the Company for a further period of three year w.e.f. 1st April, 2014 at the remuneration approved by the Board.

Mr. Pankaj Mital is a Graduate in Science & Law and Post Graduate in Management. He has vast experience in the field of Electronic Distribution System (EDS) in Automobile Industries. He has been associated with the Company for the last 22 years and the Company has benefited immensely from his wide and varied experience. He has been working in various capacities including overseas posting with the Company.

The terms and conditions as to remuneration etc. as detailed hereunder.

1. REMUNERATION

Salary of Rs. 675,500/- per month in the range of Rs. 650,000/- to Rs. 900,000/- per month, with such annual increments at the discretion of the Board from time to time.

2. ALLOWANCES

He will be entitled to Bonus as per rules of the Company and other allowances like House Rent Allowance in lieu thereof, medical reimbursement, leave travel concession for self and his family including dependants, personal accident insurance, children education allowance, other perquisites and amenities in accordance with the rules of the Company.

3. PERQUISITES AND OTHER TERMS

- He will be entitled to Company's contribution to Provident Fund, Superannuation Fund and Annuity Fund, if any.
- He will be entitled to Company's car and a mobile phone. Private long distance call would be billed to the Whole-time Director.
- He will not be entitled to sitting fees for attending meetings of the Board or Committee(s) thereof.
- Payment of gratuity as per the policy of the Company.
- Encashment of leave as per policy of the Company.
- The aforesaid appointment may be terminated by either party giving three months notice in advance.

The said perquisites and allowance shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

In the event of loss/inadequacy of profit, the aforesaid remuneration will be treated as minimum remuneration in terms of the provisions of Schedule V to the Companies Act, 2013 as applicable from time to time.

Mr. Pankaj Mital shall perform such duties as shall from time to time be entrusted to him, subject to the superintendence, guidance and control of the Board of Directors and he shall perform such other duties as shall from time to time be entrusted to him by the Board of Directors.

The above may be treated as a written memorandum setting out the terms of the re-appointment of Mr. Pankaj Mital under section 190 of the Companies Act, 2013.

Except Mr. Pankaj Mital none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution set forth in item no. 11 for approval of the members.

By Order of the Board

Sd/-

G.N. GAUBA

Chief Financial Officer &
Company Secretary
Membership No. - A9299

Place : NOIDA
Date : July 22, 2014

Regd. Office:

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

**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. Pankaj Mital	Ms. Noriyo Nakamura	Ms. Geeta Mathur	Maj. Gen. Amarjit Singh (Retd.)	Mr. S.C. Tripathi, IAS (Retd.)	Mr. Arjun Puri	Mr. Gautam Mukherjee
Director Identification No.	00194931	06809512	02139552	00211758	00941922	00211590	02590120
Date of Birth	15.09.1966	24.06.1973	21.11.1966	08.11.1934	01.01.1946	01.08.1956	25.03.1957
Date of Appointment	02.09.2011	31.01.2014	31.01.2014	29.05.2003	10.09.2012	11.01.2006	10.09.2012
Experience in specific Functional area	He has vast experience in the field of Electronic Distribution System (EDS) in Automobile Industry.	She has rich experience in the field of Projects, Strategy, Planning and development of the business.	A Chartered Accountant having experience in the field of Finance, Treasury, Strategic Planning etc.	A Mechanical Engineer and Post Graduate in Business Management. He is a retired Army Officer and he was awarded the Vishista Seva Medal for his distinguished services in Indian Army.	A retired IAS Officer and having vast experience in the field of Economy, Management, Finance and Taxation areas.	Having experience in the field of planning and other related management areas	A Banker having vast experience in the field of Finance, Planning, Project Management areas.
Qualification	B.Sc., LL.B, PGDBM	Graduate in German Studies, Master of Arts	B.Com (H), Chartered Accountant	Mechanical Engineering , Post graduate in Business Management	M.Sc., LL.B, IAS (Retd.)	Graduate in Economics (Hons.)	Bachelor of Art
Directorship in other Public Limited Companies	- SMR Automotive Systems India Ltd. - MSSL Automobile Component Ltd.	Nil	NIIT Limited *	MothersonSumi Infotech & Designs Ltd.	- Indusind Bank Limited - IIDC Limited - IL&FS Energy Development Company Ltd. - Reliance Capital Asset Management Company Ltd. - Gammon Infrastructure Projects Ltd. - Kailash Healthcare Ltd. - The State Trading Corporation of India Ltd.	MothersonSumi Infotech & Designs Ltd.	Raunaq International Limited
Member/Chairman of the Committee of the Board of the Public Limited companies on which he / She is director	<u>Audit Committee</u> SMR Automotive Systems India Ltd.	<u>Audit Committee</u> Nil	<u>Audit Committee</u> Motherson Sumi Systems Ltd.	<u>Audit Committee</u> MothersonSumi Infotech & Designs Ltd. (Chairman)	<u>Audit Committee</u> - Motherson Sumi Systems Ltd. (Chairman) - Indusind Bank Limited - IIDC Limited - IL&FS Energy Development Company Ltd. - Reliance Capital Asset Management Company Ltd. - Gammon Infrastructure Projects Ltd. - Kailash Healthcare Ltd.	<u>Audit Committee</u> MothersonSumi Infotech & Designs Ltd.	<u>Audit Committee</u> Motherson Sumi Systems Ltd.
	<u>Shareholders'/ Investors' Grievance Committee</u> Motherson Sumi Systems Ltd.	<u>Shareholders'/ Investors' Grievance Committee</u> Nil	<u>Shareholders'/ Investors' Grievance Committee</u> Nil	<u>Shareholders'/ Investors' Grievance Committee</u> - Motherson Sumi Systems Ltd. (Chairman) - MothersonSumi Infotech & Designs Ltd.	<u>Shareholders'/ Investors' Grievance Committee</u> Nil	<u>Shareholders'/ Investors' Grievance Committee</u> Nil	<u>Shareholders'/ Investors' Grievance Committee</u> Nil

* Appointed on 01.04.2014

**Details of Shareholding / other convertible instruments of Non-executive and
Independent 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	28703638	Nil
2.	Maj. Gen. Amarjit Singh (Retd.)	Nil	Nil
3.	Mr. S.C. Tripathi, IAS (Retd.)	Nil	Nil
4.	Mr. Arjun Puri	Nil	Nil
5.	Mr. Gautam Mukherjee	Nil	Nil
6.	Mr. Toshimi Shirakawa	Nil	Nil
7.	Ms. Geeta Mathur	Nil	Nil
8.	Mr. Laksh Vaaman Sehgal	37	Nil
9.	Ms. Noriyo Nakamura	Nil	Nil

Note - No. of equity shares held as on 31.03.2014



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

ATTENDANCE SLIP

27th Annual General Meeting, Monday, 25th day of August, 2014 at 11:30 A.M.

Folio No. /DP Client ID _____

No. of shares _____

Name _____

Address _____

I/ We hereby record my/ our presence at the 27th Annual General Meeting of the Company being held at 11:30 A.M. on Monday, August 25, 2014 at FICCI Golden Jubilee Auditorium, Federation House, Tansen Marg, New Delhi-110001.

Signature of shareholder/ proxy



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

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s): Registered address:		E-mail Id: Folio No/ Client Id: DP ID:	
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I/We, being the member (s) of shares of Motherson Sumi Systems Limited, hereby appoint

1. Name Email Id

Address

Signature

or failing him/ her

2. Name Email Id

Address

Signature

or failing him/ her

3. Name Email Id

Address

Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the company, to be held on Monday, 25th day of August, 2014 at 11:30 A.M. at FICCI Golden Jubilee Auditorium, Federation House, Tansen Marg, New Delhi-110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

* I wish my above proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolution	For	Against
1.	Adoption of Balance Sheet, Statement of Profit & Loss, Report of the Board of Directors and Auditors for the financial year ended 31 st March, 2014		
2.	Declaration of Dividend on Equity Shares		
3.	Re-appointment of Mr. Pankaj Mital, who retires by rotation		
4.	Appointment of Auditor and fixing their remuneration		
5.	Appointment of Ms. Noriyo Nakamura to fill up the casual vacancy of Mr. Hideaki Ueshima		
6.	Appointment of Ms. Geeta Mathur as an Independent Director		
7.	Appointment of Maj. Gen. Amarjit Singh (Retd.) as an Independent Director		
8.	Appointment of Mr. S.C. Tripathi, IAS (Retd.) as an Independent Director		
9.	Appointment of Mr. Arjun Puri as an Independent Director		
10.	Appointment of Mr. Gautam Mukherjee as an Independent Director		
11.	Re-appointment of Mr. Pankaj Mital as Whole-time Director		

Signed this..... day of..... 2014.

Affix
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Notes:

- 1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- 2) A proxy need not be a Member of the Company.
- 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
- * 4) This is only optional. Please put a '☒' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.