

Motherson Sumi Systems Limited



C-14 A&B, Sector-1, Noida - 201301
Distt. Gautam Budh Nagar, (U.P.) India
Tel: +91-120-6752100, 6752278
Fax: +91-120-2521866, 2521966
Website: www.motherson.com
CIN - L34300DL1986PLC026431

Date: February 27, 2016

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

Dear Sir,

We enclosed herewith copy of Notice for Postal Ballot of the Company as sent to the Members of the Company for your record.

Thanking you,

Yours faithfully,
For Motherson Sumi Systems Limited


(G.N. GAUBA)
CFO & Company Secretary

Encl. : As above



MOTHERSON SUMI SYSTEMS LIMITED

Regd. Office: 2nd Floor, F-7, Block B-1, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi - 110044
CIN: L34300DL1986PLC026431

NOTICE OF POSTAL BALLOT

Dear Shareholder(s),

Notice is hereby given that following Resolution is circulated for approval of members of the Company to be accorded by Postal Ballot in accordance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations:

SPECIAL BUSINESS:

To consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force), and subject to approval of Regional Director or the Central Government and such other approvals, permissions and sanction, as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded to shift the Registered Office of the Company from "Union Territory of Delhi" to the "State of Maharashtra" and that Clause-II of the Memorandum of Association of the Company be substituted by the following clause:

II. The registered office of the Company will be situated in the State of Maharashtra.

RESOLVED FURTHER THAT the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the Union Territory of Delhi to such place in the State of Maharashtra as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter."

By Order of the Board

Sd/-

(G.N. GAUBA)

CFO & Company Secretary

Membership No. : A9299

Place : NOIDA

Date : 9th February, 2016



NOTES

1. The Special Business as mentioned above requires the consent of the members through Postal Ballot.
2. Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 are given hereunder.
3. The Company has appointed Mr. D.P. Gupta, Company Secretary in whole-time practice as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.
4. The notice is being sent to all the Members, whose name would appear in the Register of Members / Record of Depositories as on 12th February, 2016.
5. A Member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelop. Postage will be borne and paid by the Company. However, envelope containing Postal Ballots, if sent by Courier or by Registered Post/ speed post at the expense of the registered Member will also be accepted. The Envelop may also be deposited personally at the address given thereon. However the Envelop of **the Postal Ballot should reach the Company not later than the close of working hours on 25th March, 2016**. If the ballots are received thereafter they shall be treated as no reply has been received from the members.
6. **E-voting:** In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility for all its Members to enable them to cast their votes electronically as an alternative to dispatch the Postal Ballot Forms. Please note that e-voting is entirely optional for the Member(s) and that the Member(s) can opt only for one mode of voting. If a Member has opted for e-voting, then he/she/it is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his vote through physical ballot, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.
7. The procedure and instructions for E-voting are as follows:
 - a) Date and time of commencement of voting through electronic means: 25th February, 2016 at 9:00 A.M.
 - b) Date and time of end of voting through electronic means beyond which voting will not be allowed: 25th March, 2016 till 5:30 P.M.
 - c) Details of Website: **<https://evoting.karvy.com>**
 - d) Details of persons to be contacted for issues relating to e-voting: Karvy Computershare Private Limited, KarvySelenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032. Tel. No.: +91 40 6716 2222; Toll Free No.:1800 345 4001; Fax No. : +91 40 2300 1153; **E-mail: evoting@karvy.com**.
 - e) Details of Scrutinizer: Mr. D.P. Gupta, Company Secretary in whole-time practice (FCS2411; C.P. No.1509). The instructions for e-voting are as under:
 - A. In case of Members receiving an email from Karvy [for Members whose email IDs are registered with the Company/ Depository Participant]:**
 - i) Launch internet browser by typing the **URL: <https://evoting.karvy.com>**
 - ii) Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No. /DP ID – Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii) After entering these details appropriately, click on "LOGIN".
 - iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case



(A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**

- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the E-Voting Event Number for Motherson Sumi Systems Limited.
- vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date i.e. 12th February, 2016 under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- ix) You may then cast your vote by selecting an appropriate option and click on "Submit".
- x) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.
- xi) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: **sgsdel@gmail.com** with a copy to **evoting@karvy.com**. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

B. In case of Members receiving physical copy of the Postal Ballot Notice and Form [for Members whose email IDs are not registered with the Company/Depository Participant or requesting physical copy]:

- i) Launch internet browser by typing the URL: **<https://evoting.karvy.com>**
 - ii) Initial Password is provided in the Postal Ballot Form.
 - iii) Please follow all the steps from (iii) to (xi) as mentioned in (A) above, to cast your vote
8. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
9. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website **<https://evoting.karvy.com>**.
10. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, being 12th February, 2016. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purposes only.
11. **In line with the "Green initiative in the Corporate Governance" launched by the Ministry of Corporate Affairs allowing paperless compliances by recognizing e-mails as one of the modes of service of notice/documents on the shareholders, the Company is sending this Notice electronically on the e-mail addresses as provided by the members/ as obtained from the Depositories/ other sources to the Members. Such Members may exercise their voting electronically as per the procedure given above.**



12. In case, the Members who have been sent this Notice electronically and who do not want to avail the e-voting facility organised through Karvy, such members may send a request to the Company on investorrelations@motherson.com for obtaining the Notice and Postal Ballot in physical form. On receipt of such requests, the Company will dispatch the same in physical form to enable the Members to send back the Postal Ballot by 25th March, 2016.
13. The Scrutinizer shall within a period not exceeding three (3) days from the last date of receipt of Postal Ballot Forms/ conclusion of the e-voting period make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman or Whole-time Director of the Company.
14. The result of the Postal Ballot will be announced on 28th March, 2016 at the Registered / Corporate Office of the Company. The result of the Postal Ballot and Report of Scrutinizer will also be displayed at Company's website www.motherson.com and on Karvy's website <https://evoting.karvy.com> and shall also be communicated to BSE Limited and National Stock Exchange of India Limited.
15. The date of declaration of the results of the Postal Ballot shall be the date on which the resolution would be deemed to have been passed by the Members, if approved by requisite majority.
16. A copy each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days, except holidays, between 11:00 A.M. to 1:00 P.M. up to the date of declaration of the results of Postal Ballots.
17. Members voting through Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote.

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

Presently, the Company's Registered Office is located at Union Territory of Delhi. The Board of Directors of your Company at their meeting held on 9th February, 2016 has decided to shift the Registered Office from the "Union Territory of Delhi" to the "State of Maharashtra" to carry on the business of the Company more economically and efficiently and with better operational convenience and to explore the business opportunity available in the market. Majority of public shareholders of the Company are from Maharashtra and majority of Financial Institutional Investors (FIIs), Mutual Funds and Financial Investors are based from Mumbai, therefore better coordination and interaction with shareholders, FIIs, Mutual Funds, Financial Investors and leading to improve investors' relationship.

Further head office of key regulatory bodies such as Reserve Bank of India, SEBI, Stock Exchanges having head offices in Mumbai, it will facilitate smooth and regular interface with the key regulatory bodies.

There will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders.

As per provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, such shifting of Registered Office requires the Company to alter Memorandum of Association of the Company and to obtain necessary approval of the Shareholders by way of special resolution through Postal Ballot.

The Board recommends the Resolution as set out above for approval of the members as special Resolution.

None of the Director, Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution except as members of the Company.

By Order of the Board

Sd/-

(G.N. GAUBA)

CFO & Company Secretary

Membership No. : A9299

Place : NOIDA

Date : 9th February, 2016

