



MOTHERSON SUMI SYSTEMS LIMITED

Regd. Office: Unit 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051
CIN: L34300MH1986PLC284510

ATTENDANCE SLIP

29th Annual General Meeting, Wednesday, August 31, 2016 at 11:00 A.M.

Folio No. /DP Client ID _____ No. of shares _____

Name _____

Address _____

I/ We hereby record my/ our presence at the 29th Annual General Meeting of the Company being held at 11:00 A.M. on Wednesday, August 31, 2016 at St. Andrew’s Auditorium, St. Dominic Road, Bandra West, Mumbai – 400050.

Signature of shareholder/ proxy holder



MOTHERSON SUMI SYSTEMS LIMITED

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CIN: L34300MH1986PLC284510

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. / DP Id / Client Id

I/We, being the member (s) of shares of Motherson Sumi Systems Limited, hereby appoint

- Name.....Email Id.....
Address
Signature..... or failing him/ her
- Name.....Email Id.....
Address
Signature..... or failing him/ her
- Name.....Email Id.....
Address
Signature..... or failing him/ her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **29th Annual General Meeting** of the Company, to be held on Wednesday, August 31, 2016 at 11:00 A.M. at St. Andrew’s Auditorium, St. Dominic Road, Bandra West, Mumbai – 400050 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
Ordinary Business			
1.	Adoption of Financial Statements for the year ended March 31, 2016		
2.	Approval of interim dividend as final dividend for the year ended March 31, 2016		
3.	Re-appointment of Ms. Noriyo Nakamura, who retires by rotation, being eligible, seek re-appointment		
4.	Ratification of appointment of Auditor and fixing their remuneration		
Special Business			
5.	Appointment of Mr. Naveen Ganzu as an Independent Director for a period of 5 years		
6.	Revision of the salary of Mr. Pankaj Mital, Whole-time Director of the Company		
7.	Payment of Commission to the Non-executive Directors		
8.	Approve the remuneration for Cost Auditor for the Financial Year 2016-17		
9.	Issuance of equity shares on preferential basis		
10.	Issuance of Foreign Currency Convertible Bond (FCCB)		
11.	Issuance of equity shares through Qualified Institutional Placement ("QIP")		
12.	Enhancement of the limit of holding of Foreign Institutional Investor / Foreign Portfolio investor holders		

Affix
Revenue
Stamp

Signed this..... day of August, 2016

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 'X' 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.