



MOTHERSON SUMI SYSTEMS LIMITED

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

CIN: L34300MH1986PLC284510

E-mail – investorrelations@motherson.com. | Website – www.motherson.com

Sl. No.:

Name :
Address :
Ref : Folio No. / DPID & Client ID :
No. of Shares held :
Name of Joint Holder(s), if any :

Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide remote e-voting facility to the members to cast their vote electronically on all resolutions set forth in the Notice convening the 29th Annual General Meeting of the Company scheduled 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.

The Company has engaged the services of M/s Karvy Computershare Private Limited (Karvy) as the Authorised Agency to provide E-voting facilities. The remote E-voting particulars are set out below:

EVEN (E-voting Event Number)	User ID	Password / PIN

The remote E-voting facility will be available during the following voting period:

Commencement of E-voting	From 9:00 A.M. (IST) on August 28, 2016
End of E-voting	Up to 5:00 P.M. (IST) on August 30, 2016

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

The Company considered the cut-off date (i.e. the Record Date) of Wednesday, August 24, 2016 for the purpose of E-voting and Annual General Meeting.

Please read the instructions as mentioned overleaf before exercising the vote electronically. This Communication forms an integral part of the 29th Annual General Meeting Notice dated August 5, 2016 scheduled to be held on August 31, 2016.

The Notice of the 29th Annual General Meeting and this Communication are also available on the website of the Company at www.motherson.com.

For Motherson Sumi Systems Limited

Sd/-
G. N. GAUBA
CFO & Company Secretary

Instructions and other information relating to remote E-voting are as under:

1. A. In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participant(s)]:
 - i) Launch internet browser by typing the URL: <https://evoting.karvy.com> in the address bar and click on "Enter". The Home screen will be displayed then click on shareholders icon in the homepage.
 - ii) Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No. DP ID – Client ID will be your User ID.
 - iii) After entering these details appropriately, click on "LOGIN".
 - iv) You will now reach password change Menu wherein you are required to mandatory 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 password and that you take utmost care to keep your password confidential. **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 under each of the heading of the resolution and cast your vote by choosing the "FOR/ AGAINST "option 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 mentioned overleaf. 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) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi) 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(s).
 - xii) Corporate/ Institutional Members (i.e other than Individuals, HUF, NRI, 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 marked to investorrelations@motherson.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 a Member receives physical copy of the Annual General Meeting Notice by post (for members whose email IDs are not registered with the Company/Depository Participant(s)).
 - i. User ID and initial password are provided overleaf.
 - ii. Please follow all steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast your vote.
2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently, Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
3. In case of any query pertaining to E-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
4. The facility for physical voting / through electronic means (Insta Poll) shall be made available at the Annual General Meeting (AGM) and the members attending AGM who have not cast their vote by remote E-voting shall be able to vote at the AGM through "Ballot"/"Insta Poll".
5. The members who have cast their vote by remote E-voting may also attend AGM , but shall not be entitled to cast their vote again.
6. The Board of Directors has appointed Mr. D.P. Gupta, Practicing Company Secretary, (FCS 2411; C.P. No. 1509) as a Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
7. The voting rights of the Members/beneficial owners shall be reckoned in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e.the record date), being, August 24, 2016.
8. A person ,whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories at the close of business hours on August 24, 2016 shall be entitled to avail the facility of remote E-voting/Insta Poll or Physical Poll in the AGM. A person who is not Member of the Company on the cut off date/record date should treat this intimation for information purpose only.
9. Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e August 24, 2016 may obtain the User Id and password by in the manner as mentioned below :
 - a. If the mobile number of the member is registered against Folio No./ DPID Client ID, the member may send SMS: **MYEPWD**<space> E-Voting Event Number +Folio no. or DPID Client ID to +91-9212993399
Example for NSDL : MYEPWD<SPACE>IN12345612345678
Example for CDSL : MYEPWD<SPACE>1402345612345678
Example for Physical: MYEPWD<SPACE>XXXXMSS1234567
 - b. if e-mail address or mobile number of the member is registered against Folio No. / DPID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID-Client ID and PAN to generate a password.
 - c. Member may Call Karvy's Toll free number 1-800-3454-001
 - d. Member may send an e-mail request to evoting.mssl@karvy.com
10. However, if you are already registered with Karvy for E-voting, you can use your existing User ID and password for casting your vote.
11. The Scrutinizer shall within a period not exceeding three working days from the conclusion of AGM shall unblock the votes cast by remote E-voting and Insta-Poll/Physical Poll, in the presence of at least two witnesses not in the employment of the Company and will make a Consolidated Scrutinizer's Report of the votes cast in favour or against, forthwith to the Chairman of the meeting.
12. The Results on resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting i.e. August 31, 2016, subject to receipt of the requisite number of votes in favour of the Resolutions.
13. The Results declared along with the Scrutinizer's Report(s) will be available on website of the Company (www.motherson.com) and on Karvy's website (<https://evoting.karvy.com>). The results shall simultaneously be communicated to Stock Exchanges.