



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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 30th (Thirtieth) Annual General Meeting of the members of Motherson Sumi Systems Limited is scheduled to be held on Monday, 21st August, 2017 at 10:30 A.M. at Swatantryaveer Savarkar Rashtriya Smarak Auditorium, 252, Veer Savarkar Marg, Shivaji Park, Dadar (W), Mumbai - 400 028 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt :
 - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 together with the Report of the Auditors thereon.
2. To declare a dividend on equity shares for the financial year ended March 31, 2017.
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 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 sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.-301003E/E300005), be and is hereby appointed as Auditors of the Company for a term of five consecutive years in place of retiring auditors Price Waterhouse Chartered Accountants LLP (Firm Registration No.- 012754N/N500016), to hold office from the conclusion of this

Annual General Meeting till the conclusion of the thirty-fifth Annual General Meeting to be held in the year 2022 (subject to ratification of their appointment at every Annual General Meeting if so required under the Companies Act, 2013), 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 resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of the Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with schedule V to 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, the Company hereby approves the re-appointment and terms of remuneration of Mr. Pankaj Mital (DIN-00194931) as a Whole-time Director designated as Chief Operating Officer of the Company w.e.f. April 1, 2017 to September 30, 2021 upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice, 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 limits under the provisions of the Companies Act, 2013 or any statutory modification(s) 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.”

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. M.R. Vyas and Associates, Practicing Cost Accountants appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2017-2018, amounting to Rs. 1.25 million inclusive of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized 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

G.N. GAUBA
CFO & Company Secretary
Membership No. - A9299

Place : NOIDA

Date : July 08, 2017

NOTES

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 4 to 6 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the person seeking appointment/re-appointment as Director under Item No. 3 and 5 of the Notice, are also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. 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 50 (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 member.

3. 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.
4. 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.
5. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. along with their copy of Annual Report.
6. Register of Members and Share Transfer Books of the Company will be closed from 18.08.2017 to 21.08.2017 (both days inclusive) for the purpose of payment of final dividend for the financial year ended March 31, 2017 and Annual General Meeting.
7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s Registrars and Transfer Agents, M/s. Karvy Computershare Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to **Karvy Computershare Pvt. Ltd., (Unit – Motherson Sumi Systems Ltd.) Karvy Selenium Tower B Plot number 31 & 32, Gachibowli, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India** quoting correct Folio

Number.

8. The Company has transferred the unpaid or unclaimed dividends declared up to the financial year 2008-09, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The amount of dividend which remains unclaimed for a period of 7 years would be transferred to the IEPF. Accordingly, the proposed date for the transfer of unclaimed dividend by the Company for the year 2009-10 to IEPF is September 25, 2017.
9. 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.
10. Electronic copy of the Annual Report of the 30th Annual General Meeting of the Company inter alia indicating the process and manner of electronic voting ('e-voting') along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 30th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent in the permitted mode.
11. Members may note that Notice of the 30th Annual General Meeting of the Company, Annual Report, Attendance Slip, Proxy Form and e-voting instructions are also available on the Company's website i.e. www.motherson.com.
12. The relevant details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with Stock Exchange of person seeking appointment/re-appointment as Director is also annexed and forms part of this Notice.
13. 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.
14. **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.**
15. **Voting by electronic means**
 1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide members with a facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through such voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Karvy Computershare Pvt. Ltd.
 2. The instructions for e-voting are as under:
 - I. To use the following URL for e-voting: From Karvy website : <http://evoting.karvy.com>
 - II. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. closing hours of August 14, 2017, may cast their vote electronically.
 - III. Enter the login credentials [i.e., user id and password mentioned in the Notice of the AGM]. Your Folio No/DP ID, Client ID will be your user ID.
 - IV. After entering the details appropriately, click on LOGIN.
 - V. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile number, email id etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

VI. You need to login again with the new credentials.

VII. On successful login, the system will prompt you to select the EVENT No. for Motherson Sumi Systems Limited.

VIII. On the voting page, enter the number of shares as on the cutoff date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.

IX. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.

X. Cast your vote by selecting an appropriate option and click on SUBMIT. 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, shareholders can login any number of times till they have voted on the resolution.

XI. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.

XII. The Portal will remain open for voting from: **9:00 A.M. on August 18, 2017 to 5:30 P.M. on August 20, 2017.**

XIII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Karvy Computershare Pvt Ltd at Tel No. 1800 345 4001 (toll free).

3. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of closing hours of August 14, 2017.

4. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the closing hours of August 14, 2017 shall be entitled to avail the facility of remote e-voting/Insta Poll.

5. 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 14, 2017 may obtain the User Id and password by sending a request at evoting@karvy.com.

However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

6. Mr. D.P. Gupta, Practicing Company Secretary (FCS No. 2411; CP No. 1509) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

7. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

8. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.motherson.com and on the website of Karvy Computershare Pvt. Ltd. and communicated to the respective Stock Exchanges, where the securities of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

Price Waterhouse Chartered Accountants LLP (PwC), Chartered Accountants, Gurgaon, (Firm Registration No.- 01275N/N500016) were appointed as the auditors of the Company at the twenty seventh Annual General Meeting (AGM) of the Company held on August 25, 2014 for a term of three years to hold the office till the conclusion of this AGM.

Pursuant to Section 139 of the Companies Act, 2013 (the Act) and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. The Rules also lay down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in

the same company. The incumbent auditors, PwC have served the Company for over 10 years before the Act was notified and will be completing the maximum number of transitional period (three years) at the ensuing 30th AGM.

The Board of Directors has, based on the recommendation of the Audit Committee, at their meeting held on February 13, 2017, proposed the appointment of S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.-301003E/E300005) as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of the thirty-fifth AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM, if so required under the Act).

S.R. Batliboi & Co. LLP have consented their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board recommends the Resolution at Item No. 4 for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the resolution.

This explanatory statement is provided as additional information to shareholders though not required as per Section 102 of the Act.

Item No. 5

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 Director (WTD) designated as 'Chief Operating Officer' (COO) of the Company w.e.f. April 1, 2017 to September 30, 2021 at the remuneration approved by the Board. His re-appointment and remuneration have been recommended by the Nomination and Remuneration Committee.

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 25 years and the Company has benefited immensely from his wide and varied experience. He has been working in various capacities including overseas posting in the Motherson Sumi Systems Limited.

The main terms and conditions of re-appointment of Mr. Pankaj Mital as Whole-time Directors designated as 'Chief

Operating Officer' are given below :

1. Tenure of Appointment :

The re-appointment as Whole-time Director designated as 'Chief Operating Officer' w.e.f. April 1, 2017 to September 30, 2021.

2. Remuneration :

i. Basic Salary :

Current Basic Salary of Rs. 1,314,000/- per month; up to a maximum of Rs. 2,000,000/- per month,

The annual increments which will be effective from April 1 each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee within the said maximum amount.

ii. Benefits, Allowances and Perquisites

Details of Benefits, Allowances and Perquisites are as below :

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

(b) He will be entitled to Company's contribution to Provident Fund, Superannuation Fund, National Pension Scheme (NPS) and Annuity Fund, if any.

(c) He will be entitled to car facility, telecommunication facility, housing loan facility as per rule of the Company.

(d) Payment of gratuity as per the policy of the Company.

(e) Encashment of leave as per the policy of the Company.

iii. Other terms of appointment

(a) He will not be entitled to sitting fees for attending meetings of the Board or Committee(s) thereof.

- (b) The terms and conditions of the appointment of the WTD & COO may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the WTD & COO, subject to such approvals as may be required.
- (c) The aforesaid appointment may be terminated by either party giving three months notice in advance.
- (d) All personal Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the WTD & COO, unless specifically provided otherwise.
- (e) The terms and conditions of appointment of the WTD & COO also include clauses pertaining to adherence with the Company's Code of Conduct, and maintenance of confidentiality.

The said perquisites and allowances 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 in the resolution.

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

Item No. 6

As per notification issued by Ministry of Corporate affairs for amendment in Companies (Cost Records and Audit) Rules 2014 dated December 31, 2014, Cost Audit will be applicable to the Company.

Accordingly, the Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. M.R. Vyas and Associates, Practicing Cost Accountants, to conduct the audit of the cost records of the Company across various segments for the financial year ended March 31, 2018.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2017-18.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way, 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.

By Order of the Board

G.N. GAUBA
CFO & Company Secretary
Membership No. – A9299

Place : NOIDA
Date : July 08, 2017

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)

Name of Director	Mr. Pankaj Mital
Director Identification No.	00194931
Date of Birth	15.09.1966
Date of Appointment	02.09.2011
Qualification	B.Sc., LL.B, PGDBM
Experience in specific Functional area	He has vast experience in the field of Electronic Distribution System (EDS) in Automobile Industries
Relationship with any Director(s) of the Company	None
Directorship in other Public Limited Company	- SMR Automotive Systems India Ltd. - MSSL Automobile Component Ltd.
Member/Chairman of the Committee of the Board of the Public Limited Companies on which he is director	Audit Committee None Stakeholders' Relationship Committee Motherson Sumi Systems Ltd.
Number of shares held in the Company	41,455

Route Map to the Venue of AGM :

