



MOTHERSON SUMI SYSTEMS LIMITED

(CIN- L34300MH1986PLC284510)

Regd. Office: Unit – 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai-400051, Maharashtra
Phone: +91 022-40555940; Fax: +91 022-40555940

Corporate Office: Plot No.1, Sector 127, Noida-201301 (Uttar Pradesh)
Phone: +91 120 6679500; Fax: +91 120 2521866;

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Investor Relations Phone Number:+91 120 6679500

NOTICE

Notice is hereby given that the 32nd (Thirty Second) Annual General Meeting of the members of Motherson Sumi Systems Limited is scheduled to be held on Wednesday, August 14, 2019 at 11:30 A.M. at Ravindra Natya Mandir, P.L. Deshpande Maharashtra Kala Academy, (near Sayani Road), Prabhadevi, Mumbai – 400025 to transact the following businesses:

ORDINARY BUSINESS:

- To consider and adopt:
 - the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with reports of the Board of Directors and Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the report of Auditors thereon.
- To declare dividend on equity shares for the financial year ended March 31, 2019.
- To appoint a Director in place of Mr. Pankaj Mital (DIN-00194931), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to provisions of the section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 (herein after referred to as the “Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015 (herein after referred to as “SEBI Regulations”), including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Sushil Chandra Tripathi, IAS (Retd.) (DIN-00941922), who was appointed as an Independent Director of the Company to hold office up to the date of 32nd Annual General Meeting and will attain the age of 75 (seventy five) years on January 01, 2021 and who has submitted a declaration that he meets criteria of independence as provided in the sub- section 6 of section 149 of the Act and regulation 16(1)(b) of SEBI Regulations and who is eligible for re-appointment for second term of 5 (five) consecutive years, be and is hereby appointed as an

Independent Director of the Company, for a second term to hold the office for 5 (five) consecutive years from conclusion of 32nd Annual General Meeting of the Company up to March 31, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to perform all acts, deeds, matters or things and take such decisions/steps as may be necessary, expedient or desirable to give effect to aforesaid resolution.”

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

“RESOLVED THAT pursuant to provisions of the section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 (herein after referred to as the “Act”), 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), who was appointed as an Independent Director of the Company to hold office up to the date of 32nd Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in the sub-section 6 of section 149 of the Act and regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment for second term of 5 (five) consecutive years, be and is hereby appointed as an Independent Director of the Company for a second term to hold the office for 5 (five) consecutive years from conclusion of 32nd Annual General Meeting of the Company up to March 31, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to aforesaid resolution.”

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

“RESOLVED THAT pursuant to provisions of the section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 (herein after referred to as the “Act”), 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), who was appointed as an Independent Director of the Company to hold office up to the date of 32nd Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in the sub-section 6 of section 149 of the Act and regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment for second term of 5 (five) consecutive years, be and is hereby appointed as an Independent Director of the Company for a second term to hold the office for 5 (five) consecutive years from conclusion of 32nd Annual General Meeting of the Company up to March 31, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to aforesaid resolution."

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

"RESOLVED THAT pursuant to provisions of the section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 (herein after referred to as the "**Act**"), 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 Independent Director of the Company to hold office up to the date of 32nd Annual General Meeting and who has submitted a declaration that she meets the criteria of independence as provided in the sub-section 6 of section 149 of the Act and regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment for second term of 5 (five) consecutive years, be and is hereby appointed as an Independent Director of the Company for a second term to hold the office for 5 (five) consecutive years from conclusion of 32nd Annual General Meeting of the Company up to March 31, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to aforesaid resolution."

8. 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 and the Companies (Cost Records and Audit) 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 and Management Accountants appointed by the Board of Directors of the Company as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2019-20, amounting to

₹ 13,75,000 (excluding applicable taxes) 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 authorised to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to aforesaid resolution."

9. 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 152, 161 and any other applicable provisions of the Companies Act, 2013 (herein after referred to as the "**Act**"), read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article 104 of the Articles of Association of the Company, Mr. Takeshi Fujimi (DIN:08501292) who was appointed as an Additional Director by the Board of Directors with effect from July 11, 2019 and whose term of office expires at this Annual General Meeting and in respect of whom a notice under Section 160 of the Act has been received from a member proposing Mr. Takeshi Fujimi as a candidate for the office of Director, be and is hereby appointed as a Director of the Company who shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to aforesaid resolution."

By order of Board

Alok Goel

Company Secretary

Place: Noida

Date: July 11, 2019

Membership No. – FCS 4383

Regd Office:

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

NOTES

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**the Act**") setting out material facts concerning the business under Item Nos. 4 to 9 of the Notice, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS PROXY / PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE, DULY COMPLETED AND SIGNED, AT ANY TIME BUT NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING. A FORMAT OF PROXY FORM IS ENCLOSED. PROXIES SUBMITTED ON BEHALF OF COMPANIES, TRUSTS ETC. TO ATTEND AND VOTE AT THE AGM ON THEIR BEHALF MUST BE SUPPORTED BY CERTIFIED COPY OF THE BOARD RESOLUTION / AUTHORITY LETTER, AS APPLICABLE.

3. A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in 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 single person as a proxy and such person shall not act as a proxy for any other person.
4. Details required under the provisions of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including brief profile of Directors seeking appointment/re-appointment, are annexed hereto.
5. 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.
6. 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.
7. Register of Members and Share Transfer Books of the Company will be closed from **09.08.2019** to **14.08.2019** (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2019 and Annual General Meeting.
8. 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, change of 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 Share Transfer Agents, M/s. Karvy Fintech Private Limited (Erstwhile: Karvy Computershare Pvt. Ltd.) to provide efficient services. Members holding shares in physical form are requested to intimate such changes to Karvy Fintech 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.
9. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents as mentioned above, or to the Company Secretary at the Company's corporate office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's unpaid dividend account, as per Section 124 of the Companies Act, 2013, will be transferred to the Investor Education and Protection Fund ("IEPF"). Also, shares on which dividend remains unclaimed for 7 (seven) consecutive years will be transferred to the IEPF as per Section 124 of the Companies Act, 2013 and the applicable rules.
10. In compliance with the requirements of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, the Company has during the year 2017-18, transferred to the IEPF Authority the dividend for the year 2010-11 (which was unpaid or unclaimed for seven consecutive years) and the underlying shares therein. Details of the unclaimed or unpaid dividend and shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <https://www.motherson.com/iepf-unpaid-dividend.html>
11. Shareholders may note that the unpaid or unclaimed dividend and shares transferred to the IEPF Authority can be claimed by following the process available on the IEPF website and the same can be accessed through the link: <http://www.iepf.gov.in/IEPF/refund.html>
12. 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 Karvy Fintech Private Limited/Company.
13. Electronic copy of the Annual Report of 32nd Annual General Meeting of the Company, *inter-alia*, indicating process and manner of electronic voting ('e-voting') along with Attendance Slip, Proxy Form and Route Map are being sent to all the members whose email address are registered with the Depository Participants(s)/Company for communication purposes unless any member has requested for a hard copy of the Annual Report. For members who have not registered their email address, physical copies of the Notice of 32nd 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.
14. Members may note that Notice of 32nd 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.
15. All the material documents, Resolutions, Memorandum and Articles of Association of the Company etc. are open for inspection to the members during the office hours of all working days till the conclusion of the Annual General Meeting at the registered office of the Company and/or in the manner as mentioned in the explanatory statement.
16. **Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. electronically.**
17. SEBI has recently amended relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to disallow listed companies from accepting request for transfer of securities which are held in physical form, with effect from April 1, 2019. The shareholders who continue to hold shares of the Company in physical form even after April 1, 2019, will not be able to lodge request for transfer of shares with the Company /RTA and they will need to convert the shares to demat form compulsorily in order to effect any transfer. Shareholders may also note that only the requests for transmission and transposition of securities in physical form, will be accepted by the Company/RTA.

18. Webcast Facility

- (a) Securities and Exchange Board of India vide its notification no. SEBI/LADNRO/GN/2018/10 dated May 09, 2018 has inserted the following sub regulation (6) to regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, "The top 100 listed entities shall provide one-way live webcast of the proceedings of the annual general meetings."
- (b) In compliance with above mentioned provision, the Company will be providing one-way live webcast of the proceedings of the AGM on the Karvy Fintech Private Limited website. You may access the same at <http://evoting.karvy.com> by using your remote e-voting credentials. The link will be available in shareholder login where the EVENT of Company will be displayed.

19. 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, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Companies Secretaries of India, the Company has provided to the members with a facility to exercise their voting right at the 32nd 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 AGM ("remote e-voting") will be provided by Karvy Fintech Private Limited. The facility of voting through ballot paper/ insta poll will also be available at AGM and members attending AGM who have already cast their vote by remote e-voting period may attend AGM but shall not be entitled to again cast their vote.
2. The instructions of e-voting are as under:
 - a) To use the following URL for e-voting: <http://evoting.karvy.com>
 - b) Members 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 07, 2019 may cast their vote electronically.
 - c) Enter the login credentials [i.e. user ID and password mentioned in the Notice of the AGM]. Your user ID will be your Folio No. / DP ID, Client ID.
 - d) After entering details correctly, click on 'LOGIN'.
 - e) You will reach the 'password change menu' wherein you are required to mandatorily change your password. The new password should 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 address etc. on first login. You may also enter secret question and answer of your choice to retrieve your password in case you forget. It is strongly recommended not to share your

password with any other person and take utmost care to keep your password confidential.

- f) You will need to login again with the new credentials.
 - g) On successful login, system will prompt you to select the EVENT No. for Motherson Sumi Systems Limited.
 - h) On the voting page, enter the number of shares as on the cut-off date under FOR/AGAINST. Alternatively, you may enter partially any number in FOR and partially in AGAINST but the total number in FOR and AGAINST taken together should not exceed the total shareholding. You may also choose the option to ABSTAIN.
 - i) Members holding multiple Folios / demat accounts shall complete the voting process separately for each Folio / demat account.
 - j) Cast your vote by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm else click '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.
 - k) Once the vote on the resolution is cast by the member, he/she shall not be allowed to change it subsequently.
 - l) The Portal will remain open for voting from **09:00 A.M.** on **August 11, 2019** to **5:00 P.M.** on **August 13, 2019**. Thereafter, e-voting module shall be disable for voting by members.
 - m) In case of any queries, you may refer the Frequently Asked Questions (FAQ's) for members and e-voting User Manual for members available at the download session of <http://evoting.karvy.com> or contact Karvy Fintech Private Limited at Tel No. 1800 345 4001 (toll free)
3. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of closing hours of **August 07, 2019**.
 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 07, 2019 shall be entitled to avail the facility of remote e-voting / Insta Poll. Further, any member, who has voted by remote e-voting, cannot vote at the meeting.
 5. Any person who becomes member of the Company after dispatch of the Notice of the meeting and is holding shares as on the cut-off date i.e. August 07, 2019 may obtain the User Id and password by sending a request at <http://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, Practising Company Secretary (FCS No. 2411, CP No. 1509) has been appointed as the Scrutinizer to scrutinize the e-voting process and polling process in a fair and transparent manner.

7. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count votes cast at meeting and thereafter unblock votes cast through remote e-voting in presence of at least two witnesses not in employment of the Company and shall make, not later than 3 (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 results of the voting forthwith.
8. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.motherson.com and on the website of Karvy Fintech Pvt. Ltd. and communicated to the respective Stock Exchanges, where the shares of the Company are listed.

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

Item No. 4:

Mr. Sushil Chandra Tripathi, IAS (Retd.) was appointed as an Independent Non-executive Director of the Company by the members at the 27th Annual General Meeting of the Company held on 25th day of August, 2014 for a period of 5 (five) consecutive years for a term up to the 32nd Annual General Meeting of the Company to be held in the year 2019.

As per sub-section (10) of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term up to 5 (five) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto 5 (five) consecutive years on the Board of the Company. An explanation to sub-section (11) of section 149 of the Companies Act, 2013 provides that for the purposes of sub-section (10) and (11), any tenure of an independent director on the date of commencement of this Act shall not be counted as a term under said sub-sections. Further, regulation 25(2) of SEBI Regulations provides that the maximum tenure of independent directors shall be in accordance with the Companies Act, 2013 and rules made thereunder, in this regard from time to time.

Accordingly, Mr. Sushil Chandra Tripathi, IAS (Retd.), being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of 5 (five) consecutive years. The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and regulation 16 (1) (b) of the SEBI Regulations. Mr. Tripathi has also given his consent to continue to act as a Director of the Company, if so appointed by the members. Mr. Sushil Chandra Tripathi, IAS (Retd.) is not related to any Director of the Company. Mr. Tripathi shall be paid remuneration by way of commission within the limits as approved by the shareholders under Section 197 of the Act and decided by the Board of Directors from time to time.

Further, pursuant to sub-regulation (1A) of Regulation 17 of the SEBI Regulations, inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

(Amendment) Regulations, 2018, approval of the Members by way of a Special Resolution is necessary for appointment / continuation of appointment of any Non-executive Director who has attained the age of 75 (Seventy Five) years. Mr. Sushil Chandra Tripathi, IAS (Retd.) will attain the age of 75 (seventy five) years on 01.01.2021 and accordingly the specific approval of the members is also being sought as mentioned in the enabling resolution.

Mr. Tripathi has experience over 20 years at senior levels in the Government functions, including as Principal Secretary (Finance and Industry, Govt. of UP); Joint Secretary (Economic Affairs); Additional Secretary (Mines); Secretary for Education and Petroleum & Natural Gas. Mr. Tripathi has held representative positions internationally in Energy, Education, Industry, Public Finance, Investment Promotion & Banking. He was the Chief Executive of Bharat Aluminium Co., National Aluminium Co. and UP Industrial and Investment Co. Mr. Tripathi is a Member of Energy Institute, UK; Institute of Electronics and Telecom Engg, India; Computer Society of India; AIMA; IIPA and Supreme Court Bar Association. The Board considers that continued association of Mr. Sushil Chandra Tripathi would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sushil Chandra Tripathi. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Sushil Chandra Tripathi as an Independent Director for another term of 5 (five) consecutive years, for the period as mentioned in the enabling resolution.

The members may also note that prior of being appointed as an Independent Director at 27th Annual General Meeting of the Company, Mr. Sushil Chandra Tripathi, IAS (Retd.) was inducted as an Independent Director by the Board of Directors in their meeting held on September 10, 2012 and said appointment was also approved by the members at the 26th Annual General Meeting of the Company held on August 31, 2013.

Except Mr. Sushil Chandra Tripathi, IAS (Retd.), being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the Annual General Meeting.

Item No. 5:

Mr. Arjun Puri was appointed as an Independent Non-executive Director of the Company by the members at the 27th Annual General Meeting of the Company held on 25th day of August, 2014 for a period of 5 (five) consecutive years for a term up to the 32nd Annual General Meeting of the Company to be held in the year 2019.

As per sub-section (10) of section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term up to 5 (five) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to 5 (five) consecutive years on the Board of the Company. An explanation to sub-section (11) of section 149 of the Companies Act, 2013 provides that for the purposes of sub-section (10) and (11), any tenure of an independent director on the date of commencement of this Act shall not be counted as a term under said sub-sections. Further, regulation 25(2) of SEBI Regulations provides that the maximum tenure of independent directors shall be in accordance with the Companies Act, 2013 and rules made thereunder, in this regard from time to time.

Accordingly, Mr. Puri, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of 5 (five) consecutive years. The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and regulation 16 (1) (b) of the SEBI Regulations. Mr. Arjun Puri has also given his consent to continue to act as a Director of the Company, if so appointed by the members. Mr. Arjun Puri is not related to any Director of the Company. Mr. Puri shall be paid remuneration by way of commission within limits approved by the shareholders, under section 197 of the Act and decided by the Board of Directors from time to time.

Mr. Arjun Puri holds Economics (Honours) degree from Shri Ram College of Commerce, University of Delhi. Mr. Puri is the member of the Audit Committee and Corporate Social Responsibility Committee of the Company. Financial advice and risk assessment of socioeconomic factors analysis by Mr. Arjun Puri has been of immense use and has benefitted the Company during various overseas acquisitions. 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 Committee, responsible for day to day affairs of Auroville. The Board considers that continued association of Mr. Arjun Puri would be of immense benefit to the Company especially considering that the Company has grown substantially, organically and inorganically in past two decades. Accordingly, it is desirable to continue to avail services of Mr. Arjun Puri. The Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Arjun Puri as an Independent Director for another term of 5 (five) consecutive years, for the period as mentioned in the enabling resolution.

The members may also note that prior of being appointed as an Independent Director at 27th Annual General Meeting of the Company, Mr. Puri was inducted as an Independent Director by the Board of Directors in their meeting held on January 11, 2006 and the said appointment was approved by the members at the 19th Annual General Meeting of the Company held on August 07, 2006. Since then, Mr. Arjun Puri has been re-appointed by the Board and shareholders of the Company from time to time.

Except Mr. Arjun Puri, being an appointee, none of the Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the Annual General Meeting.

Item No. 6:

Mr. Gautam Mukherjee was appointed as an Independent Non-executive Director of the Company by the members at the 27th Annual General Meeting of the Company held on 25th day of August, 2014 for a period of 5 (five) consecutive years for a term up to the 32nd Annual General Meeting of the Company to be held in the year 2019.

As per sub-section (10) of section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term up to 5 (five) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company

for another term of up to 5 (five) consecutive years on the Board of the Company. An explanation to sub-section (11) of section 149 of the Companies Act, 2013 provides that for the purposes of sub-section (10) and (11), any tenure of an independent director on the date of commencement of this Act shall not be counted as a term under said sub-sections. Further, regulation 25(2) of SEBI Regulations provides that the maximum tenure of independent directors shall be in accordance with the Companies Act, 2013 and rules made thereunder, in this regard from time to time.

Accordingly, Mr. Gautam Mukherjee, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of 5 (five) consecutive years. The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and regulation 16 (1) (b) of the SEBI Regulations. Mr. Mukherjee has also given his consent to continue to act as a Director of the Company, if so appointed by the members. Mr. Gautam Mukherjee is not related to any Director of the Company. Mr. Mukherjee shall be paid remuneration by way of commission within the limits approved by the shareholders, under Section 197 of the Act and decided by the Board of Directors from time to time.

Mr. Gautam Mukherjee holds a degree in Bachelor of Arts. He joined State Bank of India (SBI) as Probationary Officer in 1983 and worked in the field of financial due diligence and appraisal of a number of large projects till 1990. Thereafter, Mr. Mukherjee worked with The Economic Times, as Financial Editor from 1990-96 during which he wrote extensively on Indian Economy, financial sector reforms, steel, labour and corporate sector. Mr. Mukherjee has also served ICICI Bank as Vice President and its North India Head for Corporate Banking from 1996-2002 and afterwards ING Vysya Bank. The Board considers that continued association of Mr. Gautam Mukherjee would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Gautam Mukherjee. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Gautam Mukherjee as an Independent Director for another term of 5 (five) consecutive years for the period as mentioned in the enabling resolution.

The members may also note that prior of being appointed as an Independent Director of the Company at 27th Annual General Meeting, Mr. Mukherjee was inducted as an Independent Director by the Board of Directors in their meeting held on September 10, 2012 and said appointment was approved by the members at the 26th Annual General Meeting of the Company held on August 31, 2013.

Except Mr. Gautam Mukherjee, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the Annual General Meeting.

Item No. 7:

Ms. Geeta Mathur was appointed as an Independent Non-executive Director of the Company by the members at the 27th Annual General Meeting of the Company held on 25th day of August, 2014 for a period of 5 (five) consecutive years for a term up to the 32nd Annual General Meeting of the Company to be held in the year 2019.

As per sub-section (10) of section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term up to 5 (five) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of the Company. An explanation to sub-section (11) of section 149 of the Companies Act, 2013 provides that for the purposes of sub-section (10) and (11), any tenure of an independent director on the date of commencement of this Act shall not be counted as a term under said sub-sections. Further, Regulation 25(2) of SEBI Regulations provides that the maximum tenure of independent directors shall be in accordance with the Companies Act, 2013 and rules made thereunder, in this regard from time to time.

Accordingly, Ms. Geeta Mathur, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of 5 (five) consecutive years. The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and regulation 16 (1) (b) of the SEBI Regulations. Ms. Geeta Mathur has also given her consent to continue to act as a Director of the Company, if so appointed by the members. Ms. Geeta Mathur is not related to any Director of the Company. Ms. Geeta Mathur shall be paid remuneration by way of commission within the limits approved by the shareholders, under section 197 of the Act and decided by the Board of Directors from time to time.

Ms. Geeta Mathur holds a Bachelor Degree of Commerce with Honours from Sri Ram College of Commerce, University of Delhi and is also a qualified Chartered Accountant with more than 20 years of experience in the field of finance, treasury, strategic planning, investor relations. Ms. Geeta Mathur started her career with ICICI, where she worked for over ten (10) years in the field of project, corporate and structured finance as well as represented ICICI on the Board of reputed companies such as Eicher Motors, SIEL Limited etc. Ms. Geeta Mathur possess strong understanding of processes and systems with ability to identify key success/risk factors across several industries. Besides finance, Ms. Geeta Mathur is equipped with strong understanding and experience in operations and commercial contracts. The Board considers that continued association of Ms. Geeta Mathur would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Geeta Mathur. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Ms. Geeta Mathur as an Independent Director for another term of 5 (five) consecutive years for the period as mentioned in the enabling resolution.

The members may also note that before being appointed as an Independent Director of the Company at 27th Annual General Meeting of the Company, Ms. Geeta Mathur was inducted as an Independent Director by the Board of Directors in their meeting held on 31st day of January 2014.

Except Ms. Geeta Mathur, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice of the Annual General Meeting.

Item No. 8:

The Board of Directors of the Company based on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. M.R. Vyas and Associates, Practicing Cost & Management Accountants, to conduct audit of cost records of the Company across various segments for the financial year 2019-20.

In terms of the provisions of section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) 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.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise in the resolution set out in Item No. 8.

The Board recommends an Ordinary Resolution set forth in Item No. 8 for approval of Members.

Item No. 9:

M/s. Sumitomo Wiring Systems Limited, Japan (SWS), a Joint Venture Partner of your Company had nominated Mr. Takeshi Fujimi on the Board of your Company. Subsequently, Mr. Takeshi Fujimi (DIN: 08591292) was appointed as an Additional Director (Non-Executive) of the Company by the Directors of the Company w.e.f. July 11, 2019 pursuant to section 161 of the Companies Act, 2013 and the rules made thereunder (herein after referred to as "the Act") considering the recommendations of the Nomination and Remuneration Committee.

Pursuant to the provisions of section 161 of the Act, Mr. Takeshi Fujimi shall hold office up to the date of the ensuing Annual General Meeting. The Company has received notice in writing under the provisions of section 160 of the Act from member proposing his candidature for the office of Director of the Company.

Mr. Takeshi Fujimi is a graduate in Bachelor of Engineering from Aichi Institute of Technology, Japan. Mr. Fujimi has been associated with Sumitomo Group, Japan since April 1984. Mr. Fujimi during his association with Sumitomo Group has been associated with various entities in managerial and technical position and has also been engaged in quality assurance of wiring harnesses for Suzuki, Toyota, Mazda and Mitsubishi.

The Board considers that Mr. Takeshi Fujimi's appointment as a Director of the Company would be of immense benefit to the Company, *inter-alia*, towards technical expertise and quality assurance. Accordingly, your Directors recommend his appointment as a Director of the Company who shall be liable to retire by rotation.

Except Mr. Takeshi Fujimi, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the accompanying Notice of the Annual General Meeting.

By order of Board

Alok Goel

Company Secretary

Membership No. - FCS 4383

Place: Noida

Date: July 11, 2019

Regd Office:

Unit 705, C Wing, ONE BKC,
G Block, Bandra Kurla Complex,
Bandra East, Mumbai - 400051

Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting

(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 on General Meeting)

Name of Director	Mr. Pankaj Mital	Mr. Sushil Chandra Tripathi, IAS (Retd.)	Mr. Arjun Puri	Mr. Gautam Mukherjee	Ms. Geeta Mathur	Mr. Takeshi Fujimi
Director Identification No.	00194931	00941922	00211590	02590120	02139552	08501292
Date of Birth	15.09.1966	01.01.1946	01.08.1956	25.03.1957	21.11.1966	06.06.1961
Date of Appointment	02.09.2011	10.09.2012	11.01.2006	10.09.2012	31.01.2014	11.07.2019
Qualification	B.Sc., LL.B, PGDBM	M.Sc., LL.B, IAS (Retd.)	Graduate in Economics (Hons.)	Bachelor of Art	B.Com (H), Chartered Accountant	Bachelor of Engineering
Experience in specific Functional area	He has vast experience in the field of Electronic Distribution System (EDS) in Automobile Industry	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.	A Chartered Accountant having experience in the field of Finance, Treasury, Strategic Planning etc.	Engaged in quality assurance of wiring harnesses, for Suzuki, Toyota, Mazda and Mitsubishi.
Remuneration last drawn from Company (in ₹)	258,29,339	42,00,000 @	42,30,000 @	43,20,000 @	42,70,000 @	N.A.
Remuneration sought to be paid	As approved by the shareholders in their meeting held on August 21, 2017.	Commission will be paid within the limits approved by shareholders in their meeting held on August 31, 2016.	Commission will be paid within the limits approved by shareholders in their meeting held on August 31, 2016.	Commission will be paid within the limits approved by shareholders in their meeting held on August 31, 2016.	Commission will be paid within the limits approved by shareholders in their meeting held on August 31, 2016.	Nil
Terms and Conditions of appointment	As approved by the shareholders in their meeting held on August 21, 2017.	As mentioned in the explanatory statement.	As mentioned in the explanatory statement.	As mentioned in the explanatory statement.	As mentioned in the explanatory statement.	Non-Executive Director and liable to retire by rotation pursuant to the provisions of Companies Act, 213
Number of Board Meetings attended during the year*	7	7	7	7	6	N.A.
Relationship with any Director(s) of the Company	None	None	None	None	None	None
Membership/ Chairmanship of the Committee of the Company	<ul style="list-style-type: none"> - Risk Management Committee; - Committee of Directors (Administrative Matters) - Committee of Directors (Strategic Business Matters) - Share Transfer Committee 	<ul style="list-style-type: none"> - Audit Committee; - Committee of Directors- (Strategic Business Matters) 	<ul style="list-style-type: none"> - Audit Committee; - Corporate Social Responsibility Committee; 	<ul style="list-style-type: none"> - Audit Committee; - Nomination and Remuneration Committee; - Stakeholders Relationship Committee; 	<ul style="list-style-type: none"> - Audit Committee; - Nomination and Remuneration Committee; - Risk Management Committee; - Committee of Directors (Strategic Business Matters) 	Nil
Directorship held in other Indian companies	<ul style="list-style-type: none"> - MSSL Automobile Component Limited - SMR Automotive Systems India Limited. 	<ul style="list-style-type: none"> - Reliance Nippon Life Asset Management Ltd. - Kailash Healthcare Limited - Ginni Filaments Limited - Kailash Hospitals Limited - Samvardhana Motherson Polymers Limited - Religare Enterprises Limited - ReligareFinvest Limited. 	<ul style="list-style-type: none"> - MothersonSumi Infotech & Designs Ltd. - Varuna Energy & Water Pvt. Ltd. - Motherson Techno Tools Limited - Systematic Conscom Limited 	<ul style="list-style-type: none"> - SMR Automotive Systems India Limited 	<ul style="list-style-type: none"> - NIIT Limited - IIFL Finance Limited - IIFL Securities Limited - IIFL Wealth Management Limited - Tata Communication Transformation Services Limited - India Infoline Finance Limited - JTEKT India Limited - Sentiss Pharma Private Limited - J.K. Helene Curtis Limited - Ummeed Housing Finance Private Limited 	Nil

Name of Director	Mr. Pankaj Mital	Mr. Sushil Chandra Tripathi, IAS (Retd.)	Mr. Arjun Puri	Mr. Gautam Mukherjee	Ms. Geeta Mathur	Mr. Takeshi Fujimi
Membership/ Chairmanship of the Committee of other Indian Companies	<p>Nomination and Remuneration Committee:</p> <ul style="list-style-type: none"> - SMR Automotive Systems India Limited. <p>Corporate Social Responsibility Committee:</p> <ul style="list-style-type: none"> - SMR Automotive Systems India Limited. 	<p>Audit Committee:</p> <ul style="list-style-type: none"> - Reliance Nippon Life Asset Management Ltd. - Kailash Healthcare Limited - Kailash Hospitals Ltd. (Chairman) - Religare Finvest Limited - Religare Enterprises Limited. <p>Stakeholders Relationship Committee:</p> <ul style="list-style-type: none"> - Ginni Filaments Limited (Chairman) - Religare Enterprises Limited <p>Nomination and Remuneration Committee:</p> <ul style="list-style-type: none"> - Kailash Healthcare Limited (Chairman) - Kailash Hospitals Ltd. (Chairman) - Ginni Filaments Limited - Religare Enterprises Limited - Reliance Nippon Life Asset Management Ltd. - Religare Finvest Limited <p>Corporate Social Responsibility Committee:</p> <ul style="list-style-type: none"> - Kailash Healthcare Limited (Chairman) - Religare Enterprises Limited - Religare Finvest Limited <p>Risk Management Committee:</p> <ul style="list-style-type: none"> - Religare Finvest Limited <p>Share Allotment Committee:</p> <ul style="list-style-type: none"> - Religare Finvest Limited <p>Asset Liability Committee:</p> <ul style="list-style-type: none"> - Religare Enterprises Limited <p>Investment, Borrowing & Share Allotment Committee:</p> <ul style="list-style-type: none"> - Religare Enterprises Limited <p>RPT Sub- Committee:</p> <ul style="list-style-type: none"> - Religare Enterprises Limited <p>Management Committee for Recoveries:</p> <ul style="list-style-type: none"> - Kailash Healthcare Limited (Chairman) <p>Loan /Investment and Borrowing Committee:</p> <ul style="list-style-type: none"> - Religare Finvest Limited <p>Review Committee for the identification of non-cooperative borrowers:</p> <ul style="list-style-type: none"> - Religare Finvest Limited 	<p>Audit Committee:</p> <ul style="list-style-type: none"> - MothersonSumi Infotech & Designs Limited (Chairman) - Systematic Conscom Limited - Motherson Techno Tools Limited. <p>Nomination and Remuneration Committee:</p> <ul style="list-style-type: none"> - MothersonSumi Infotech & Designs Limited (Chairman) - Motherson Techno Tools Limited - Systematic Conscom Limited. <p>Corporate Social Responsibility Committee:</p> <ul style="list-style-type: none"> - MothersonSumi Infotech & Designs Limited (Chairman) - Motherson Techno Tools Limited 	<p>Audit Committee:</p> <ul style="list-style-type: none"> - SMR Automotive Systems India Limited. <p>Nomination and Remuneration Committee:</p> <ul style="list-style-type: none"> - SMR Automotive Systems India Limited. <p>Corporate Social Responsibility Committee:</p> <ul style="list-style-type: none"> - SMR Automotive Systems India Limited. 	<p>Audit Committee:</p> <ul style="list-style-type: none"> - NIIT Limited (Chairperson) - IIFL Wealth Management Limited (Chairperson) - J.K. Helene Curtis Limited (Chairperson) - Tata Communication Transformation Services Ltd. - India Infoline Finance Limited - IIFL Finance Limited - JTEKT India Ltd. <p>Stakeholders Relationship Committee:</p> <ul style="list-style-type: none"> - IIFL Wealth Management Limited <p>Nomination and Remuneration Committee:</p> <ul style="list-style-type: none"> - IIFL Wealth Management Limited (Chairperson) - Tata Communication Transformation Services Ltd. (Chairperson) - India Infoline Finance Limited - NIIT Limited <p>Corporate Social Responsibility Committee:</p> <ul style="list-style-type: none"> - NIIT Limited - JTEKT India Ltd. - IIFL Finance Limited - Tata Communication Transformation Services Ltd. <p>Risk Management Committee:</p> <ul style="list-style-type: none"> - India Infoline Finance Limited - IIFL Wealth Management Limited - JTEKT India Ltd. <p>Credit Committee:</p> <ul style="list-style-type: none"> - India Infoline Finance Limited 	Nil
Number of shares held in the Company (as on March 31, 2019) #	99273	Nil	3750	Nil	10125	N.A.

*Total no. of Board Meetings held during financial year 2018-19 were 7 (seven).

Includes Bonus Shares allotted by the Company on 01.11.2018 in the ratio of 1:2 (one bonus equity share for every two equity shares held).

@ Includes sitting fee and commission paid during the financial year 2018-19.

Route Map for the venue of the Annual General Meeting.

