

MOTHERSON SUMI SYSTEMS LIMITED

CIN: L34300MH1986PLC284510

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

E-mail: investorrelations@motherson.com; Phone: + 91-120-6752100;

Website: www.motherson.com

Postal Ballot No.

POSTAL BALLOT FORM

1. Name(s) of Shareholder(s) :
2. Registered address of the Shareholder :

3. Registered Folio No./DP ID- Client ID No.* :
(*Applicable to shareholders holding shares in dematerialized form)
4. Number of shares held :
5. I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through postal ballot as stated in the Notice of the Company dated September 14, 2018 for the business stated in the Notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate box below:

Sl. No.	Description	No. of Equity shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Ordinary Resolution Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association			
2.	Ordinary Resolution Issuance of Bonus Shares to the shareholders			

Place:

Date:

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

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

Note: Please read the instructions carefully printed overleaf before exercising the Vote.

NOTES/INSTRUCTIONS

1. For Members opting for e-voting

- (a) The Company is pleased to announce that it is offering e-voting facility as an alternate, for Members to enable them to cast their vote electronically instead of dispatching physical ballots. For the process to be followed for e-voting by Members, kindly refer to **Notes 6 to 9 of the Notice** dated September 14, 2018 of this Postal Ballot Notice.
- (b) Last date for E-voting is October 17, 2018 upto 17:00 hours (IST).

2. For Members opting to vote by Physical Ballot

- (a) A shareholder desiring to exercise his/her vote by postal ballot may complete this form and send it to the Scrutinizer, appointed by the Company, in the attached prepaid self-addressed envelope. Postage is borne and paid by the Company. However, envelopes containing postal ballot, if sent through courier or by Registered /Ordinary Post at the expense of the shareholder, will also be accepted. The envelopes may also be deposited at the address of the Company.
 - (b) There shall be one postal ballot for every folio irrespective of the number of joint holders. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the date of dispatch of the notice. The postal ballot form should be completed and signed by the shareholder (as per specimen signature registered with the Company). In case of joint holding, this form should be completed and signed by the first named shareholder and in his/her absence, by the next named shareholder.
 - (c) Where the Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization along with the Board Resolution to vote on the Postal Ballot should accompany the Postal Ballot Form. A Member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
 - (d) No other form or photocopy of the attached Postal Ballot Form will be accepted by the Scrutinizer. Incomplete, unsigned or incorrect postal ballot forms will be rejected. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
 - (e) Duly completed postal ballot forms should be received by the Scrutinizer not later than October 17, 2018 up to 17:00 hours. Postal ballot forms received after this date will be treated as if no postal ballot has been received.
 - (f) Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
3. Voting rights shall be reckoned on the number of shares registered in the name of members as on September 07, 2018.
4. **Kindly note that the members can opt only one mode for voting i.e. either by Physical Ballot or E- Voting. If Member opt for e-voting then he / she / it not to vote by Physical Ballot also and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail.**
5. The result of the Postal Ballot will be announced on or before October 20, 2018 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](http://www.motherson.com) besides communicating to the Stock Exchanges where the shares of the company are listed. 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.