



MOTHERSON SUMI SYSTEMS LIMITED

CIN: L34300DL1986PLC026431

Regd. Office: 2nd Floor, F-7, Block B-1, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi – 110 044

Name :
Address :

Ref : Folio No. / DPID & Client ID :
No. of Shares held :

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 Clause 35B of the Listing Agreement, 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 28th Annual General Meeting of the Company scheduled to be held on Tuesday, July 28, 2015 at 11:00 A.M. at FICCI K.K. Birla Auditorium, Federation House, Tansen Marg, New Delhi-110001.

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

| EVSN (E-voting sequence number) | User ID | Password / PIN |
|------------------------------------|---------|----------------|
| | | |

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

| | |
|---------------------------------|--|
| Commencement of remote e-voting | From 9:00 A.M. (IST) on July 24, 2015 |
| End of remote e-voting | Up to 5:00 P.M. (IST) on July 27, 2015 |

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) on Tuesday July 21, 2015 for the purpose of remote e-voting.

Please read the instructions before exercising the vote electronically. This Communication forms an integral part of the 28th Annual General Meeting Notice dated June 10, 2015 scheduled to be held on July 28, 2015. A copy of the said Notice is sent herewith for reference.

The Notice of the 28th 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
Chief Financial Officer &
Company Secretary

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

1. Use the following URL for e-voting: Karvy website: <https://evoting.karvy.com>
 2. If you are already registered with Karvy for e-voting, then you can use your existing User ID and Password for Login.
 3. If you are logging in first time, please enter the User ID and password mentioned above.
 4. During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. July 21, 2015, may cast their votes electronically.
 5. Enter the login credentials i.e. User ID and password mentioned above and follow the instructions given in the e-voting portal.
 6. After entering the details appropriately, click on LOGIN.
 7. You will reach the Password change menu wherein you are required to mandatorily change your password.
 8. 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, email 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.
 9. You need to login again with the new credentials.
 10. On successful login, the system will prompt you to select the EVENT, i.e. Motherson Sumi Systems Limited.
 11. On the voting page, enter the number of shares as on the cut-off 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.
 12. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios/demat account.
 13. 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.
 14. Institutional members (i.e. other than individuals, HUF, NRI etc.), are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution /Authority Letter etc., to the scrutinizer through email at sgsdel@gmail.com with a copy marked to investorrelations@mssl.motherson.com. File naming convention should be 'Corporate Name EVSN'. The documents should reach the Scrutinizer on or before the close of working hours on July 27, 2015.
 15. Once the vote on the resolution is cast by a member, the member shall not be allowed to change it subsequently.
 16. The voting rights of the shareholders shall be in proportion to your share in the paid-up capital equity share capital of the company.
 17. Since the Company is providing the facility of e-voting to members holding share in physical mode or in demat mode, as on the cut-off date (record date) i.e. July 21, 2015 and members who has not decided to cast their vote electronically, may cast their vote at the Annual General Meeting.
 18. The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 19. The Company has appointed Mr. D.P. Gupta, Company Secretaries (FCS2411; C.P. No.1509) as Scrutinizer to scrutinize the remote e-voting process in fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
 20. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. July 21, 2015, may obtain the User ID and password in the manner as mentioned below:
 - a. If the mobile number of the member is registered against Folio No./ DP ID-Client ID, the member may send SMS : MYEPWD<space>E-voting Event Number+Folio No. or DP ID-Client ID to 9212993399
Example for NSDL : MYEPWD<space>IN12345612345678
Example for CDSL : MYEPWD<space>I202345612345678
Example for Physical : MYEPWD<space>XXXXMSS123456
 - b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID-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 number 1800 345 4001
 - d. Member may send an e-mail request to evoting.mssl@karvy.com
- If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
21. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. July 28, 2015.
 22. The scrutinizer shall within a period of not exceeding three working days from the conclusion of the remote e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 23. The results of the remote e-voting along with the scrutinizer's report shall be communicated to the Stock Exchanges and will be placed on the Company's website www.motherson.com and on Karvy website within two days of passing of the resolution at the 28th Annual General Meeting of the Company
 24. 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).