

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 29th (Twenty Ninth) Annual General Meeting of the members of Motherson Sumi Systems Limited is scheduled to be held on Wednesday, 31st August, 2016 at 11:00 A.M. at St. Andrew's Auditorium, St. Dominic Road, Bandra West, Mumbai – 400050 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, 2016 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, 2016 together with the Report of the Auditors thereon.
2. To confirm the interim dividend of Rs. 2.50 per equity share (250%) paid as final dividend for the year ended March 31, 2016.
3. To appoint a Director in place of Ms. Noriyo Nakamura (DIN-06809512), who retires by rotation and being eligible offers herself 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 section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No.- 012754N/N500016), as Auditors of the Company for a term of three years i.e. till the conclusion of the 30th Annual General Meeting to be held in the year 2017, which was subject to ratification at every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting till the conclusion of 30th Annual General Meeting of the Company to be held in the year 2017, 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 the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable

provisions, if any, of the Companies Act, 2013 (the Act), and 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. Naveen Ganzu (DIN: 00094595) who was appointed as Additional Director with effect from October 14, 2015 and who holds office till the date of the Annual General Meeting, in terms of section 161 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years."

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 the Section 197 read with schedule V to the Companies Act, 2013, and all other applicable provisions of 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, approval of the Company be and is hereby accorded to revise the remuneration of Mr. Pankaj Mital (DIN-00194931), Whole-time Director designated as Chief Operating Officer of the Company w.e.f 01.04.2016 as set out in the statement annexed to the Notice convening this meeting, 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 limit or any statutory 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."

7. 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 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), as amended from time to time, a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the Directors of the Company who are neither in the whole -time employment nor a Managing Director of the Company or some or any of them in such amounts or

proportions and in such manner and in all respects as may be directed by the Board of Directors and such payments shall be made in respect of the profits of the Company from the financial year 2016-17.

RESOLVED FURTHER THAT the approval be and is hereby given for payment of commission amounting to Rs. 12.08 millions for the financial year 2015-16, payable to Independent Directors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to decide the commission within the permissible limit or any statutory thereof, from time to time and manner of distribution of the aforesaid commission in such manner as it may deem fit and to do all such acts, deeds and things as may be required from time to time in this regard.”

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 (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 2016-2017, 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.”

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

“RESOLVED THAT subject to the provisions of Section 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and rules framed thereunder, including any amendment thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force, the regulations/guidelines, if any, issued/prescribed by the Government of India, the Securities and Exchange Board of India (“SEBI”) including the provisions of Chapter VII and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI Regulations”), and the provisions of the Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, as amended from time to time issued by the Government of India (“GOI”

and/or the Reserve Bank of India (“FEMA Regulations”) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Listing Agreement entered into by the Company with the respective stock exchanges where the equity shares of the Company (“Equity Shares”) are listed (“Stock Exchanges”), and all other concerned and relevant authorities from time to time, to the extent applicable and subject to such approvals of relevant statutory/governmental authorities as may be required and further subject to such terms and conditions or modifications thereto as may be prescribed by any of the above while granting such approvals, the consent, authority and approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which shall be deemed to include any committee thereof, constituted or to be constituted by the Board to exercise its powers) to issue and allot upto 17,800,000 equity shares on a preferential basis, to Sumitomo Wiring Systems Ltd., Japan (“SWS”), one of the promoter of the Company, in one or more tranches, at price to be determined by the Board at the time of issue in accordance with the SEBI Regulations and the FEMA Regulations.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted as aforesaid shall rank pari passu with the existing Equity Shares of the Company in all respects including dividend.

RESOLVED FURTHER THAT the relevant date for determining the price of the Equity Shares, if any, to be allotted as abovementioned shall mean the date thirty days prior to the date of this resolution as provided under Chapter VII of the SEBI Regulations and the FEMA Regulations, or such other time as may be prescribed by the applicable laws from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, for giving effect to this resolution with power on behalf of the Company to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue and allotment of the Equity Shares as above mentioned including constitution of a committee of the Board, thereof.”

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

“RESOLVED THAT pursuant to Sections 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013, and rules framed thereunder, including any amendment thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to all applicable laws and regulations including but not limited to, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listing agreements entered into with the stock exchanges where the equity shares of the Company are listed

("Stock Exchanges"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any amendment thereto or re-enactment thereof for the time being in force) ("SEBI Regulations"), the provisions of Foreign Exchange Management Act, 1999 and Foreign Exchange Management (Transfer or issue of Security by a person Resident Outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended, the Master Direction - External Commercial Borrowings, Trade Credit, Borrowings and Lending in Foreign Currency by Authorised Dealers and Persons other than Authorized Dealers, effective from January 1, 2016, enabling provisions in the Memorandum and Articles of Association of the Company as also provisions of any other applicable rules, regulations, guidelines, or laws and / or subject to any approval (s), consent(s), permission(s) or sanction(s) of the Government of India, Reserve Bank of India ("RBI"), the Foreign Investment Promotion Board ("FIPB"), the Securities and Exchange Board of India ("SEBI") and other appropriate authorities, institutions and bodies including but not limited to financial institutions and lenders, if required, and subject to such provisions as may be prescribed by any one of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the power conferred by this resolution), consent of the Company be and is hereby accorded to the offer, issue and allot, at such prices and on such terms and with such attributes, rights and privileges and all other matters connected therewith or incidental thereto, as the Board may from time to time decide, to be subscribed in foreign/ Indian currency, of foreign currency convertible bonds ("FCCBs") and/or other bonds, securities or instruments amounting upto EURO 75 Millions (equivalent to Rs. 5625 Millions approx.) convertible into equity shares of the Company, to Sumitomo Wiring Systems Ltd., Japan ("SWS") one of the promoter of the Company, at such time or times in one or more tranche or tranches, on such date as may be determined by the Board, at par or at such price or prices, and on such terms and conditions and in such manner as the Board may, in its absolute discretion, determine without requiring any further approval or consent from the shareholders of the Company and subject to the applicable regulations /guidelines in force.

RESOLVED FURTHER THAT in the event of issuance of FCCBs as above mentioned, the relevant date on the basis of which price of resultant Equity Shares, if any, shall be determined shall mean the date of meeting in which the Board or a committee thereof decides to open the said issuance of FCCBs, or such other time as may be prescribed by the applicable laws from time to time.

RESOLVED FURTHER THAT for giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds and things as the Board may, in its

absolute discretion, consider necessary, for giving effect to this resolution with power on behalf of the Company to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue and allotment of the issue proceeds of the securities as above mentioned and to delegate all or any of the powers conferred on its by or under this Resolution to any committee of the Board, thereof."

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

"RESOLVED THAT pursuant to Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, including any amendment thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI Regulations") and the provisions of the Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, as amended from time to time issued by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Foreign Investment Promotion Board ("FIPB"), the Securities and Exchange Board of India ("SEBI"), the stock exchanges where the Equity Shares of the Company are listed ("Stock Exchanges") and any other appropriate authorities, institutions or bodies, as may be applicable and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the Company with each of the Stock Exchanges, and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, FIPB, SEBI, Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, which may be agreed/ accepted to by the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include any committee thereof, constituted or to be constituted to exercise its powers) consent of the shareholders be and is hereby accorded to the Board in its absolute discretion, to create, offer, issue and allot Equity Shares up to Euro 400 Million (Equivalent to Rs. 30,000 Millions approx.) in one or more tranches, in the course of domestic and/or international offerings and/or by way of a public or private placement including but not limited to Qualified Institutions Placement ("QIP") within the meaning of Chapter VIII of the SEBI Regulations, in one or more foreign markets or domestic markets to one or more persons whether or not they are members of the Company, including but not limited to Qualified Institutional Buyers ("QIBs") as defined under the SEBI Regulations, whether domestic investors or foreign investors, at price to be determined by the Board / Committee at the time of issue,

but not less than price as calculated in accordance of the SEBI Regulations.

RESOLVED FURTHER THAT the Board may, at its sole discretion, offer a discount of not more than five percent on the price so calculated for the Qualified Institutions Placement, as permitted under SEBI Regulations and further, subject to the provisions of applicable laws, price determined for the QIP shall be subject to appropriate adjustments as per the provisions of Regulation 85(4) the SEBI Regulations, if required.

RESOLVED FURTHER THAT the equity shares proposed to be issued through the QIP in accordance with the Chapter VIII of the SEBI Regulations and shall rank pari passu with the existing Equity Shares of the Company in all respects including dividend.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Equity Shares may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets, if applicable.

RESOLVED FURTHER THAT the relevant date for determining the price of the Equity Shares to be allotted pursuant to the QIP, if any, shall mean, the date of the meeting in which the Board or a committee thereof decides to open the proposed issue, as provided under Chapter VIII of the SEBI Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do such acts, deeds and matters as may be necessary and also to delegate all or any of the powers conferred on its by or under this Resolution to any committee of the Board or to any Director of the Company, any other officer(s) or employee(s) of the Company or any professional as it may consider appropriate in order to give effect to this Resolution.”

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

“RESOLVED THAT pursuant to applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, read with extant master circular on foreign direct investment issued by Reserve Bank of India, the extant

Consolidated FDI Policy issued by the Reserve Bank of India, Securities Exchange Board of India (Foreign Portfolio Investor) Regulations, 2015, the Companies Act, 2013, including any rules thereto and all other applicable rules, regulations, guidelines and laws (including any statutory modification or re-enactment thereof for the time being in force) and subject to all requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company and/or a duly authorised Committee thereof for the time being exercising the powers conferred by the Board of Directors (hereinafter referred to as “the Board”), the consent of the Company be and is hereby accorded for investments by, Foreign Portfolio Investors (FPIs), including Foreign Institutional Investors (FIIs) their sub-accounts in the Equity Shares of the Company, by purchase or acquisition from the market under the Portfolio Investment Scheme under FEMA, subject to the condition that the total holding of all FPIs and/or FIIs put together shall not exceed 30% (thirty percent) of the paid-up share capital of the Company or such other maximum limit as may be prescribed under applicable laws for the aforementioned investors from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

By Order of the Board

Sd/-

G. N. GAUBA

CFO & Company Secretary
Membership No. - A9299

Place : NOIDA

Date : August 5, 2016

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

NOTES

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 to 12 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 29.08.2016 to 31.08.2016 (both days inclusive).
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. Pursuant to the provisions of Section 205A of the Companies Act, 1956, the amount of dividend which remains unclaimed for a period of 7 years would be transferred to the "Investor Education and Protection Fund (IEPF)", constituted by the Central Government. Accordingly, the proposed date for the transfer of unclaimed dividend by the Company for the year 2008-2009 to IEPF is October 23, 2016.
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 29th 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 29th 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.

Members may note that Notice of the 29th Annual General Meeting of the Company, Annual Report, Attendance Slip, Proxy Form and e-voting instructions are also available in the Company's website i.e. www.motherson.com.
11. 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.
12. **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.**
13. **Voting through 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 29th 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. (Karvy).

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 24, 2016, may cast their vote electronically.
- III. Enter the login credentials [i.e., user id and password mentioned in the form attached with 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 (e-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.
- 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: **09:00 A.M. on August 28, 2016 to 05:00 P.M. on August 30, 2016.**

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 24, 2016.
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 24, 2016 shall be entitled to avail the facility of remote e-voting/Insta Poll or Physical Poll in the AGM.
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 24, 2016 may obtain the User Id and password by sending a request at evoting.mssl@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 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 (Firm Registration No.-01275N/N500016), Chartered Accountants, Gurgaon were appointed as the statutory auditors of the Company for a period of three years at the Annual General Meeting (AGM) of the Company held on August 25, 2014, to hold office from the conclusion of the twenty seventh AGM

till conclusion of the thirtieth AGM to be held in the year 2017.

As per provisions of Section 139(1) of the Act, appointment of Statutory Auditor for the above tenure is subject to ratification by members at every Annual General Meeting.

Accordingly, ratification of the members is being sought for the proposal contained in the Resolution set out at Item No. 4 of the Notice.

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 though strictly not required as per Section 102 of the Act.

Item No. 5

The Board of Directors of your Company appointed Mr. Naveen Ganzu as an Additional Director of the Company w.e.f. 14.10.2015. Pursuant to the provisions of Section 161 of the Companies Act 2013 (the Act), Mr. Naveen Ganzu, will hold office up to the date of ensuing Annual General Meeting. The Company has received notice in writing under Section 160 of the Act from a member proposing the appointment of Mr. Naveen Ganzu as Independent Director, not liable to retire by rotation, under Section 149 of the Act.

Mr. Naveen Ganzu, is a Post Graduate Diploma in Management from IMI Delhi, India and an MBA from University of St. Gallen, Switzerland. He has 28 years of professional experience in the field of managing multinational Joint Ventures, setting up Greenfield projects, creating orbit shifts in organisations, spearheading strategic Merger & Acquisition and creating winning teams. Presently he is the Managing Director & Country Lead of MWV India Paperboard Packaging Pvt. Ltd. He was also associated with Weir Group plc., a global engineering company, headquartered in Glasgow, Scotland.

Mr. Naveen Ganzu was also associated with Samvardhana Motherson Group from November 1984 to January 2001 and his last position was President and Whole-time Director of Motherson Sumi Systems Limited.

The Company has received declaration from Mr. Naveen Ganzu that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, he fulfils the conditions for appointment as Independent Director, as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of Independent Director is available for inspection, without any fee, by the members at the Company's Registered Office during working hours on working days upto the date of the AGM.

No Director, Key Managerial Personnel or their relatives except Mr. Naveen Ganzu, to whom the resolution relates, are interested or concerned in the resolution.

Item No. 6

The Board of Directors at their meeting held on 22nd July, 2014 as well as members of the Company at their meeting held on 25th August, 2014 had appointed Mr. Pankaj Mital as Whole-time Director under the Companies Act, 2013 designated as Chief Operating Officer for a period of 3 years w.e.f. April 1, 2014 with the range of salary of Rs. 650,000/- to Rs. 900,000/- with such annual increments at the discretion of the Board from time to time.

Keeping in view the performance of the Company and contribution made by Mr. Pankaj Mital towards growth of the Company, status in the industry, the time and attention devoted by him in managing affairs of the Company, his role and responsibilities and the prevailing market practices and as per recommendation of the Nomination and Remuneration Committee the Board proposed, remuneration of Mr. Pankaj Mital will be revised with effect from 1st April, 2016 by way of annual increment.

The terms and conditions as to remuneration etc. as detailed hereunder.

1. REMUNERATION

Basic Salary of Rs. 1,000,000/- per month

2. ALLOWANCES

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

3. PERQUISITES AND OTHER TERMS

(a) He will be entitled to Company's contribution to Provident Fund, Superannuation Fund and Annuity Fund, if any.

(b) He will be entitled to Company's car and a mobile phone. Private long distance call would be billed to the Whole-time Director.

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

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

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

The said perquisites and allowance 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 remuneration 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, financially or otherwise in the resolution.

The Board recommends the resolution set forth in item no. 6 for approval of the members.

Item No. 7

At the Extra-Ordinary General Meeting of the Company held on March 18, 2013, the members had approved of the payment of commission to non Whole-time Directors of the Company not exceeding one percent per annum of the net profits of the Company for a period of five years commencing from April 1, 2012 provided that the maximum amount of commission payable shall not exceed Rs. 10 (Ten) Million per annum in any Financial Year.

Due to increase in complexity and volume of the business operations and compliances, responsibility of independent Directors has increased therefore the Board of Directors at their meeting held on May 17, 2016 has decided to pay the total commission of Rs. 12.08 million to the Independent Directors for the Financial Year 2015-16.

It is further proposed to continue with the payment of commission to non Whole-time Directors of the Company. Accordingly, it is proposed that in terms of section 197 of the Act, the Directors (apart from the Managing Directors and Whole-time Directors) be paid, for the remuneration by way of commission not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of the Act. This remuneration will be distributed amongst all or some of the Directors in accordance with the directions given by the Board.

All the Directors of the Company except the Whole-time Director are concerned or interested in the Resolution at Item No. 7 of the Notice to the extent of the remuneration that may be received by each of them.

Item No. 8

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, 2017.

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. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2016-17.

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. 8 for approval of the members.

Item No. 9

Your company has achieved compounded annual growth rate of over 40% in the last 10 years. As the shareholders are aware the company has announced 5 year plan "Vision 2020". The Board is seeking enabling resolution for raising capital including by way of preferential allotment and Qualified Institutional Placement or issuance of any other securities to strengthen capital base. The shareholders would recall that the company made dilution last time in 2005-06 by issue of FCCBs of Euro 50.30 millions, which got fully converted into equity.

As Sumitomo Wiring Systems Limited, Japan is desirous of maintaining their shareholding in your Company at 25% plus, it is proposed to raise capital through issuance of upto 17,800,000 Equity Shares in one or more tranches to Sumitomo Wiring Systems Limited, Japan ("**SWS**"), one of the promoters, through a preferential issue as permitted under Chapter VII of the SEBI Regulations and other applicable laws ("**Preferential Issue**").

The Equity Shares shall be issued to SWS at a price not less than the price as calculated in accordance with Chapter VII of the SEBI Regulations and the FEMA Regulations and any other applicable laws. The relevant date for determining the price of the Equity Shares to be allotted as abovementioned, if any, shall mean the date thirty days prior to the date of this resolution, as provided under Chapter VII of the SEBI Regulations.

The other disclosures in accordance with the Companies Act, 2013, the SEBI Regulations and the other applicable provisions of law, in relation to the Special Resolution set out in the accompanying Notice are as follows:

1. Objects of the Issue: General corporate purposes including capital expenditure, expansion either in the Company or its subsidiary(ies), acquisitions or any other use as may be permitted under applicable law or regulations from time to time.
2. The subscribe to the offer: Sumitomo Wiring Systems Limited, one of the Promoter of the Company, has proposed to subscribe, to all the Equity Shares under the Preferential Issue.
3. The shareholding pattern before and after the Preferential Issue : The shareholding pattern of the Company pre and

post preferential allotment is given below :

Category	Pre Issue		Post Preferential Issue	
	No. of Shares	%age	No. of Shares	%age
Promoters :				
Samvardhana Motherson International Ltd.	488549846	36.93	488549846	36.44
Sehgal Family	39909170	3.02	39909170	2.98
Other Promoter Group	1530055	0.12	1530055	0.11
Sub total :	529989071	40.06	529989071	39.53
Sumitomo Wiring Systems Limited	334520781	25.29	352320781	26.28
Other Promoter Group	3404601	0.26	3404601	0.26
Sub total :	337925382	25.55	355725382	26.53
Total Promoters holding :	867914453	65.61	885714453	66.06
Public :	454964587	34.39	454964587	33.94
TOTAL	1322879040	100.00	1340679040	100.00

4. Proposed time the Preferential Issue shall be completed: The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

5. Particulars of the proposed allottees and the identity of the natural persons: N.A.

Equity shares shall be allotted to Sumitomo Wiring Systems Limited, is a wholly owned subsidiary of Sumitomo Electric Industries Limited, Japan (SEI), a listed entity and its shares are listed on The Tokyo Stock Exchange, Tokyo, Japan, Nagoya Stock Exchange, Nagoya Japan and Fukuoka Stock Exchange, Fukuoka, Japan.

The issue of Equity Shares as aforesaid will not result in any change in the management control of the Company.

6. Lock-in period: The Equity Shares to be allotted on a preferential basis to SWS shall be subject to 'lock-in' as per the SEBI Regulations. The entire pre- preferential allotment shareholding of SWS shall be locked-in from the Relevant Date up to a period of six month from the date of trading approval as per Regulation 78(6) of the SEBI Regulations.

A certificate as required under the SEBI Regulations certifying that the proposed Preferential Issue is in accordance with the SEBI Regulations is being obtained from the Statutory Auditors of the Company and will be available for inspection at the venue of Annual General Meeting to be held on August 31, 2016.

Your Company undertakes to re-compute the price of the Equity Shares in terms of the provisions of the SEBI Regulations, where it is required to do so. Further, in the event the amount payable on account of such re-computation of price is not paid within the time stipulated in the SEBI Regulations, the Equity Shares will be locked in till such time the amount is paid by SWS. Further the price as payable by SWS shall be higher of preferential price as computed above.

The Board at its meeting held on August 3, 2016 has approved the issue and allotment of Equity Shares on preferential basis to SWS in the manner stated hereinabove.

Pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013 and Regulation 72(1)(a) of the SEBI Regulations, the above Preferential Issue requires approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the above mentioned resolution to be passed as a Special Resolution. Further, the detailed terms and conditions for the abovementioned issue will be determined by the Board or a Committee thereof.

Mr. Toshimi Shirakawa and Ms. Noriyo Nakamura, Directors of the Company being the nominee of Sumitomo Wiring Systems Limited may be deemed to be concerned or interested in the proposed Resolution. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the proposed Resolution.

Item No. 10

Sumitomo Wiring System Limited, Japan, one of the Promoter of your Company has proposed to further invest in your Company through a preferential issue as permitted under Chapter VII of the SEBI Regulations ("**Preferential Issue**").

As an alternative to preferential allotment in case preferential allotment cannot be completed within 15 days, your Company may consider issuance of foreign currency convertible bonds ("FCCBs") and/or other bonds or securities convertible or exchangeable into Equity Shares amounting upto EURO 75 Millions (equivalent to Rs. 5625 Millions approx.), in one or more tranches, to Sumitomo Wiring Systems Limited, Japan ("SWS"), one of the promoters of the Company, to enable SWS to keep its shareholding at 25% plus.

The Company intends to use the funds for general corporate purposes including capital expenditure, expansion either in the Company or its subsidiary(ies), acquisitions or any other use as may be permitted under applicable law or regulations from time to time.

In case of issuance of FCCBs and/or other bonds, these FCCBs/ bonds will be converted into Equity Shares at a price

not less than the price as calculated in accordance with the pricing prescribed by the Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended, Reserve Bank of India/ Ministry of Finance, Government of India. Further such price will be the higher than the pricing prescribed under Chapter VII of the SEBI Regulations and any other applicable laws.

In the event of issuance of FCCBs as abovementioned, the relevant date on the basis of which price of resultant Equity Shares, if any, shall be determined shall mean the date of meeting in which the Board or a committee thereof decides to open the said issuance of FCCBs, or such other time as may be prescribed by the applicable laws from time to time.

Except for SWS, none of the other promoters / Directors / Management personnel of the Company intend to subscribe in the offer of the FCCBs/ bonds pursuant to the present resolution.

The issue of FCCBs/ bonds as above mentioned will not result in any change in the management control of the Company.

The Board of Directors believes that the proposed offer will be in the best interest of the Company and approved the same and recommends the resolution for the consideration and approval by the shareholders by way of Special Resolution. The detailed terms and conditions for the above mentioned issue will be determined by the Board or a Committee thereof, in consultation with the advisers, lead managers and such other authority(ies) as may be required to be consulted.

Mr. Toshimi Shirakawa and Ms. Noriyo Nakamura, Directors of the Company being the nominee of Sumitomo Wiring Systems Limited may be deemed to be concerned or interested in the proposed Resolution. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the proposed Resolution.

Item No. 11

Your company has achieved compounded annual growth rate of over 40% in the last 10 years. As the shareholders are aware the company has announced 5 year plan "Vision 2020". The Board is seeking enabling resolution for raising capital by way of public or private placement including by a Qualified Institutional Placement to strengthen capital base. The shareholders would recall that the company made dilution last time in 2005-06 by issue of FCCBs of Euro 50.30 millions, which got fully converted into equity.

Therefore, your Company proposes to consider issue of Equity Shares up to Euro 400 Million (Equivalent to Rs. 30,000 Millions approx.) to Qualified Institutional Buyers ("QIBs" and such issuance, "QIP"), in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as may be amended from time to time ("SEBI Regulations").

This special resolution enables the Company to issue Equity Shares for an aggregate amount not exceeding Rs. 30,000 Millions approx. or its equivalent in any other foreign currencies.

In the event such issuance of Equity Shares is undertaken by

way of a QIP, the allotment of Equity Shares shall be completed within a period of 12 months from passing this resolution.

In the event that the issuance of the Equity Shares is undertaken by way of a QIP, the pricing shall be subject to such price not being less than the floor price calculated in accordance with Chapter VIII of the SEBI Regulations and any other applicable laws ("**QIP Floor Price**").

Provided that, the Company may offer a discount of not more than 5% or such other percentage, as may be permitted, on the QIP Floor Price, calculated in accordance with the SEBI Regulations.

For the above purposes as also for meeting the requirements for general corporate purposes, as may be decided by the Board from time to time, it is proposed to seek the enabling authorisation of the Members of the Company in favour of the Board of Directors ("Board" which expression for the purposes of this resolution shall include any committee of Directors constituted/ to be constituted by the Board), without the need for any further approval from the Members, to undertake the Qualified Institutional Placement ("QIP") with the Qualified Institutional Buyers ("QIB"), in accordance with the provisions of Chapter VIII of the SEBI Regulations as set out in the special resolution at Item No. 11 of the accompanying Notice.

In view of above, the Board may, in one or more tranches, issue, offer and allot equity shares and the Equity Shares shall be issued at a price, being not less than the price calculated in accordance with Chapter VIII of SEBI Regulations, and the 'Relevant Date' in this regard shall be the date of the meeting in which the Board or a Committee thereof, decides to open the proposed issue, as provided under Chapter VIII of the SEBI Regulations or such other time as may be prescribed by the SEBI Regulations from time to time.

The detailed terms and conditions for the above mentioned issue will be determined by the Board or a Committee thereof, in consultation with the advisers, lead managers and such other authority(ies) as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

The Board of Directors accordingly recommends the special resolution set out at Item No.11 of the accompanying Notice for the approval of 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.

Item No. 12

The Foreign Portfolio Investors (FPIs) including Foreign Institutional Investors (FIIs) have assumed a crucial role in the Indian capital market. It is proposed to facilitate greater FPIs and/or FIIs investment in the Company, which would not only provide depth and liquidity to the Company's shares but will also reflect the Company's commitment to the highest standards of disclosures, transparency and corporate governance, its operational efficiencies, global competitiveness and proven management track record, which are the preferred investment qualifications for FPIs/FIIs.

In terms of the applicable provision of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, read with extant master circular on Foreign Direct Investment issued by the Reserve Bank of India, the extant consolidated FDI Policy issued by the Reserve Bank of India, The Securities Exchange Board of India (Foreign Portfolio Investors) regulations, 2015. The FPIs and/or FII may invest in the Equity Shares of the Company up to the sectoral cap/statutory limit as applicable to the Indian companies under applicable laws, subject to the approval of the Board of Directors and approval of Members of the Company by way of a special resolution.

The Board of Directors of the Company at its meeting held on August 3, 2016 inter-alia, proposed, subject to the approval of Members by way of a special resolution and statutory approval under applicable laws, if any to enhance the said FPIs/IIIs investment limit up to 30% (Thirty percent) of the paid-up equity capital of the Company.

The resolution set out at Item No.12 of the accompanying

Notice will enable the FPIs/IIIs, who are considered to be prudent investors, to acquire shares of the Company through authorised dealers within the revised ceiling under the applicable laws including the Portfolio Investment Scheme of the Reserve bank of India.

The Board of Directors accordingly recommend the resolution set out at Item No.12 of the accompanying Notice for the approval of 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.

By Order of the Board

Sd/-

G.N. GAUBA

CFO & Company Secretary
Membership No. - A9299

Place : NOIDA

Date : August 5, 2016

Important Communication to Members

As per Order of the Regional Director, Northern Region dated July 8, 2016 in respect of shifting of Registered Office of the Company from the NCT of Delhi to the state of Maharashtra, the Registered Office of the Company is as below:

MOTHERSON SUMI SYSTEMS LIMITED
Regd. Office: Unit 705, C Wing, ONE BKC, G Block,
Bandra Kurla Complex, Bandra East, Mumbai - 400051

CIN: L34300MH1986PLC284510

**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	Ms. Noriyo Nakamura	Mr. Naveen Ganzu
Director Identification No.	06809512	00094595
Date of Birth	24.06.1973	21.04.1962
Date of Appointment	31.01.2014	14.10.2015
Qualification	Graduate in German Studies, Master of Arts	MBA, PGDIM
Experience in specific Functional area	She has rich experience in the field of Projects, Strategy, Planning and development of the business.	He has a MBA degree from University of St. Gallen, Switzerland and has rich experience in the field of managing multinational Joint Ventures, setting up Greenfield projects, creating orbit shifts in organisations, spearheading strategic Merger & Acquisition.
Relationship with any Director(s) of the Company	None	None
Directorship in other Public Limited Company	None	None
Member/Chairman of the Committee of the Board of the Public Limited Companies on which he/she is director	Audit Committee None Stakeholders' Relationship Committee Motherson Sumi Systems Ltd.	Audit Committee None Stakeholders' Relationship Committee None
Number of shares held in the Company	None	94,201

Route Map to the Venue of AGM

