



MOTHERSON SUMI SYSTEMS LIMITED

Regd. Office: Unit – 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051
CIN: L34300MH1986PLC284510

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 and Rules made thereunder)

To,

The Members of the Company

Notice is hereby given, pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read with The Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended below for the issue of Bonus Shares is proposed to be passed as Special Resolution by way of postal ballot which includes voting by electronic means.

SPECIAL BUSINESS:

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

“RESOLVED THAT in accordance with Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with rules frame thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as “the Board”, which expression shall be deemed to include a Committee of Directors duly authorised in this behalf) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (“SEBI”) including the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI Regulations”) and other applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, consent of the members of the Company be and is hereby accorded to the Board for capitalization of such sum of the securities premium account / free reserves of the Company, as may be considered necessary by the Board for the purpose of issuance of bonus shares of Re. 1/- each, credited as fully paid up shares to the holders of the existing equity shares of the Company whose names appear in the Register of Members on such date (“record date”) as may be fixed by the Board in this regard, in the proportion of one equity share for every two existing equity shares held by the members.

RESOLVED FURTHER THAT the allotment of bonus shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 as may be deemed necessary.

RESOLVED FURTHER THAT the bonus shares to be allotted subject to the Memorandum and Articles of Association of the Company and shall rank in all respects pari passu with the existing equity shares of the Company with a right to participate in dividend, if any, to be declared after the date of allotment of these bonus shares.

RESOLVED FURTHER THAT if as a result of implementation of this resolution, any member becomes entitled to a fraction of new equity shares to be allotted as bonus shares, the Company shall not issue any certificate or coupon in respect of such fractional shares but the total number of such new equity shares representing such fractions shall be allotted by the Board to a nominee or nominees to be selected by the Board who would hold them as trustee for the equity shareholders who would have been entitled to such fractions in case the same were issued and such nominee(s) will as soon as possible sell such equity shares allotted at the prevailing market rate and the net sale proceeds of such shares after adjusting the cost and the expenses in respect thereof be distributed among such members who are entitled to such fractions in the proportion of their respective holdings and fraction thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps as may be necessary and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit.”

By Order of the Board

Sd/-

(G. N. Gauba)

Place : NOIDA

Date : May 19, 2017

CFO & Company Secretary

Membership No. – A9299

Notes:

1. The Special Business as mentioned above requires the consent of the members through Postal Ballot.
2. Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 are given hereunder.
3. The Company has appointed Mr. D.P. Gupta, Company Secretary in practice as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.
4. The notice is being sent to all the Members, whose name would appear in the Register of Members / Record of Depositories as on 19th May, 2017.
5. A Member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelop. Postage will be borne and paid by the Company. However, envelope containing Postal Ballots, if sent by Courier or by Registered Post/ speed post at the expense of the registered Member will also be accepted. The Envelop may also be deposited personally at the address given thereon. However the Envelop of **the Postal Ballot should reach the Company on 25th June, 2017**. If the ballots are received thereafter they shall be treated as no reply has been received from the members.
6. **E-voting:** In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility for all its Members to enable them to cast their votes electronically as an alternative to dispatch the Postal Ballot Forms. Please note that e-voting is entirely optional for the Member(s) and that the Member(s) can opt only for one mode of voting. If a Member has opted for e-voting, then he/she/it is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his vote through physical ballot, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.
7. The procedure and instructions for E-voting are as follows:
 - a) Date and time of commencement of voting through electronic means: 27th May, 2017 at 9:30 A.M.
 - b) Date and time of end of voting through electronic means beyond which voting will not be allowed: 25th June, 2017 till 5:30 P.M.
 - c) Details of Website: **<https://evoting.karvy.com>**
 - d) Details of persons to be contacted for issues relating to e-voting: Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Tel. No.: +91 40 6716 2222; Toll Free No.:1800 345 4001; Fax No. : +91 40 2300 1153; **E-mail: evoting@karvy.com**.
 - e) Details of Scrutinizer: Mr. D.P. Gupta, Company Secretary in practice (FCS2411; C.P. No.1509).

The instructions for e-voting are as under:

A. In case of Members receiving an email from Karvy [for Members whose email IDs are registered with the Company/ Depository Participant]:

- i) Launch internet browser by typing the URL: **<https://evoting.karvy.com>**

- ii) Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No. /DP ID – Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii) After entering these details appropriately, click on “LOGIN”.
- iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the E-Voting Event Number for Motherson Sumi Systems Limited.
- vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date i.e. 19th May, 2017 under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
- viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- ix) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- x) 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, Members can login any number of times till they have voted on the Resolution.
- xi) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: sgsdel@gmail.com with a copy to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENT NO.”

B. In case of Members receiving physical copy of the Postal Ballot Notice and Form [for Members whose email IDs are not registered with the Company/Depository Participant or requesting physical copy]:

- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - ii) Initial Password is provided in the Postal Ballot Form.
 - iii) Please follow all the steps from (iii) to (xi) as mentioned in (A) above, to cast your vote.
8. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
 9. In case of any query pertaining to e-voting, please visit Help & FAQ’s section available at Karvy’s website <https://evoting.karvy.com>.
 10. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, being 19th May, 2017. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purposes only.

11. **In line with the “Green initiative in the Corporate Governance” launched by the Ministry of Corporate Affairs allowing paperless compliances by recognizing e-mails as one of the modes of service of notice/documents on the shareholders, the Company is sending this Notice electronically on the e-mail addresses as provided by the members/ as obtained from the Depositories/ other sources to the Members. Such Members may exercise their voting electronically as per the procedure given above.**
12. **In case, the Members who have been sent this Notice electronically and who do not want to avail the e-voting facility organised through Karvy, such members may send a request to the Company on investorrelations@motherson.com for obtaining the Notice and Postal Ballot in physical form. On receipt of such requests, the Company will dispatch the same in physical form to enable the Members to send back the Postal Ballot by 25th June, 2017.**
13. The Scrutinizer shall within a period not exceeding three (3) days from the last date of receipt of Postal Ballot Forms/ conclusion of the e-voting period make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman or Whole-time Director of the Company.
14. The result of the Postal Ballot will be announced on or before 27th June, 2017 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 and on Karvy’s website <https://evoting.karvy.com> and shall also be communicated to BSE Limited and National Stock Exchange of India Limited.
15. 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.
16. A copy each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days, except holidays, between 11.00 A.M. to 1.00 P.M. up to the date of declaration of the results of Postal Ballots.
17. Members voting through Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote.

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

The operations of the Company have grown significantly, which has generated considerable interest in the Company’s Equity Shares in the Market. This coupled with the general positive economic environment, the market price of the Company’s shares have also increased significantly.

Keeping with the Company’s tradition of rewarding shareholders and in order to improve the liquidity of the Company’s shares in the stock market and to make it affordable to the small investors, the Board of Directors of the Company at their meeting held on May 19, 2017 have recommended issue of bonus shares to the shareholders of the Company in the ratio of 1:2 i.e. one equity share for every two equity shares held to the eligible members of the Company as on the Record Date to be fixed for this purpose. The bonus shares shall be issued by capitalizing the Share Premium Account / Free Reserves of the Company.

Approval of shareholders is sought for the issue of bonus shares.

The Board recommends the Resolution for approval by the members.

None of the Directors, Key Managerial Personnel of the Company and their relatives respectively, is in any way, concerned or interested, financially or otherwise in the resolution except to the extent of the bonus shares that may be allotted to them in proportion to their shareholding in the Company.

By Order of the Board

Sd/-

(G. N. Gauba)

CFO & Company Secretary

Membership No. – A9299

Place : NOIDA

Date : May 19, 2017