



## MOTHERSON SUMI SYSTEMS LIMITED

Regd. Office: 2<sup>nd</sup> Floor, F-7, Block B-1, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi – 110044  
CIN: L34300DL1986PLC026431

### NOTICE OF POSTAL BALLOT

Dear Shareholder(s),

Notice is hereby given that following Resolution are circulated for approval of members of the Company to be accorded by Postal Ballot in accordance with the provisions of Section 110 and other applicable provisions, if any, 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 and pursuant to other applicable laws and regulations:

#### **SPECIAL BUSINESS:**

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

“RESOLVED THAT in accordance with Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and the recommendation of the Board of Directors and relevant provisions of the Articles of Association of the Company, and subject to the guidelines/regulations issued by the Securities and Exchange Board of India and such approvals as may be required in this regard, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include a Committee of Directors duly authorised in this behalf) for capitalization of such of the securities premium account, general reserves and capital redemption reserves as may be considered necessary by the Board for the purpose of issue 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 as may be fixed by the Board of Directors in this regard, in the proportion of one equity share for every two equity shares held by them.

RESOLVED FURTHER THAT the allotment and issue of fully paid-up new Equity Shares as Bonus Shares to the extent that they relate to non-resident members of the Company shall be subject to the approval of the Reserve Bank of India as may be necessary.

RESOLVED FURTHER THAT the Bonus Shares to be issued as fully paid up Equity Shares are subject to the Memorandum and the Articles of Association of the Company and shall rank in all respects pari passu with the existing Equity Shares but shall not be entitled to participate in any dividend declared or to be declared for any year prior to the allotment of the 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 of Directors be and is hereby authorized to take all steps as may be necessary with regard to the issue, allotment and distribution of the new Equity Shares as they may in their absolute discretion deem fit.”

Place : NOIDA  
Date : 10<sup>th</sup> June, 2015



By Order of the Board

Sd/-  
(G. N. GAUBA)  
Chief Financial Officer &  
Company Secretary

## 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 whole-time 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 5<sup>th</sup> June, 2015.
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 not later than the close of working hours on 14<sup>th</sup> July, 2015**. 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 and Clause 35B of the Listing Agreement, 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: 15<sup>th</sup> June, 2015 at 09.00 a.m.
  - b) Date and time of end of voting through electronic means beyond which voting will not be allowed: 14<sup>th</sup> July, 2015 till 5.00 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](mailto:evoting@karvy.com)**.
  - e) Details of Scrutinizer: Mr. D.P. Gupta, Company Secretary in whole-time practice (FCS2411; C.P.No.1509).

The instructions for e-voting are as under:

1. **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. 5<sup>th</sup> June, 2015 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](mailto:sgsdel@gmail.com) with a copy to [evoting@karvy.com](mailto: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 5<sup>th</sup> day of June, 2015. 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](mailto: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 14<sup>th</sup> July, 2015.
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 of the Company.
14. The result of the Resolution shall be declared by the Chairman, or whole-time Director or the Company Secretary of the Company and the Resolution will be deemed to be passed on the date of such declaration subject to receipt of the requisite number of votes in favour of the Resolution.
15. The Results declared along with the Scrutinizer's Report will be available on the website of the Company

([www.motherson.com](http://www.motherson.com)) and on Karvy's website (<https://evoting.karvy.com>) and shall also be communicated to BSE Limited, National Stock Exchange of India Limited, Delhi Stock Exchange Limited and Ahmedabad Stock Exchange Limited.

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. and 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 members may be aware that the Company has achieved its five (5) years plan and Motherson has completed its 40 years. Further, the operations of the Company has 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. 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 in their meeting held on 10<sup>th</sup> June, 2015 have recommended issue of bonus shares to the shareholders of the Company in the ratio of one equity share for every two equity shares held. The bonus shares shall be issued by capitalizing the Securities Premium Account, General Reserves and Capital Redemption Reserves of the Company.

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

Your Directors recommend the passing of the resolution.

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 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)

Chief Financial Officer &  
Company Secretary

Place : NOIDA

Date : 10<sup>th</sup> June, 2015





## MOTHERSON SUMI SYSTEMS LIMITED

Regd. Office: 2<sup>nd</sup> Floor, F-7, Block B-1, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi – 110044  
CIN: L34300DL1986PLC026431

Postal Ballot No. \_\_\_\_\_

### POSTAL BALLOT FORM

1. Name(s) of Shareholder(s) :
2. Registered address of the Shareholder :
3. Registered Folio No./DP ID No./ Client ID No.\* :  
(\*Applicable to investors holding shares in dematerialized form)
4. Number of shares held :
5. I/We hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot as stated in the Notice dated 10<sup>th</sup> June, 2015 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:

Description	No. of Equity shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Ordinary Resolution for issuance of Bonus Shares to the existing equity 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 procedure to be followed for e-voting by Members, kindly refer to **Notes 6 to 9 of the Notice** dated 10<sup>th</sup> June, 2015 forwarding along with this Postal Ballot Form.
- b. Last date for e-voting is the close of working hours on 14<sup>th</sup> July, 2015.

### 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 Regd. /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 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 the close of working hours on 14<sup>th</sup> July, 2015. 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 5<sup>th</sup> June, 2015.
4. **Kindly note that the members can opt only one mode for voting i.e. either by Physical Ballot or E- Voting. If you are opting for e-voting then do not 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 15<sup>th</sup> July, 2015 at the Registered 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.

