

**Motherson Sumi Systems Limited**



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF THE COMPANY THROUGH POSTAL BALLOT RESULT DECLARED ON 15<sup>TH</sup> JULY, 2015**

“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 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.”

For Motherson Sumi Systems Limited



(G. N. GAUBA)  
CFO & Company Secretary