

MINUTES OF THE 28TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MOTHERSON SUMI SYSTEMS LIMITED HELD ON TUESDAY, THE 28TH DAY OF JULY, 2015 COMMENCED AT 11:00 A.M. AND CONCLUDED AT 12:30 P.M. AT FICCI, K.K. BIRLA AUDITORIUM, FEDERATION HOUSE, TANSEN MARG, NEW DELHI-110 001

PRESENT

Mr. V. C. Sehgal	- Chairman
Mr. S. C. Tripathi, IAS (Retd.)	- Director & Chairman of Audit Committee
Maj. Gen. Amarjit Singh (Retd.)	- Director & Chairman of Stakeholders' Relationship Committee
Mr. Toshimi Shirakawa	- Director
Mr. Arjun Puri	- Director
Mr. Gautam Mukherjee	- Director & Chairman of Nomination and Remuneration Committee
Ms. Geeta Mathur	- Director
Mr. Laksh Vaaman Sehgal	- Director
Ms. Noriyo Nakamura	- Director
Mr. Pankaj Mital	- Whole-time Director & COO
Mr. G.N. Gauba	- CFO & Company Secretary

Members present in person - 225
(including representatives)

Members present through Proxy - 11
Number of shares represented by Proxies - 6837026

IN ATTENDANCE

Mr. Rakesh Mishra

AUDITORS

Statutory Auditors M/s. Price Waterhouse Chartered Accountants LLP represented by Mr. Rajib Chatterjee, Partner.

Secretarial Auditors M/s. SGS Associates, represented by Mr. D.P. Gupta, Company Secretary in practice.

CHAIRMAN OF THE MEETING

Mr. V. C. Sehgal, Chairman of the Board occupied the chair.

QUORUM

The Chairman confirmed the presence of the quorum and called the meeting in order.



STATUTORY REGISTERS

The Chairman declared that the Register of Directors Shareholding, other Statutory Registers, Documents, Auditor's Report and Secretarial Audit Report which the shareholders have the right to inspect at the Annual General Meeting were available for inspection and any member could inspect the same.

NOTICE CALLING THE MEETING

With the permission of Chair and members present in the meeting, the Notice calling the meeting was taken as read.

AUDITORS' REPORT

The Auditors' Report on the Accounts of the Company for the year ended 31st March, 2015 was read at the Meeting.

The Auditors' Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDIT REPORT

The Secretarial Audit Report for the year ended 31st March, 2015 was read at the Meeting.

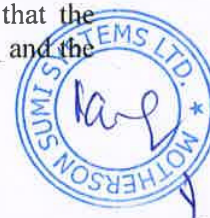
The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

E-voting

The Chairman informed the members present in the meeting that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company had provided its members facility to exercise their right to vote through electronic means for the 28th Annual General Meeting, those members attending the Annual General Meeting and who have not voted through e-voting were also given the opportunity to cast their vote in proportion to their shareholding, through voting by poll.

He also declared that Mr. D.P. Gupta, Company Secretary in Practice, was appointed as Scrutinizer for carrying out the voting process in a fair and transparent manner.

Sharing the manner in which the Results will be compiled, the Chairman stated that the results of voting on each resolution shall be determined by adding the votes of the Poll in favour or against a resolution with the electronic votes in favour or against the resolution. He declared that on receipt of Scrutinizer's Report on the Poll to be conducted, the results of voting shall be declared within the time as per the Act. The results to be declared for each resolution (after consolidating both e-voting and poll results) shall indicate separately and would be immediately intimated to the Stock Exchanges where the shares of the Company are listed. He further stated that the results shall also be uploaded on the Company's website www.motherson.com and the



website of M/s. Karvy Computershare Private Limited <https://evoting.karvy.com> and shall be available at the registered office of the Company.

Before putting these resolutions to vote through polling, the Chairman made his opening remarks on performance of the Company and invited suggestions/queries from the shareholders. Queries raised by the members on the accounts and performance of the Company were suitably replied by the Chairman.

The Chairman informed that those shareholders who have not cast their e-vote, may proceed to polling booth to cast their vote.

Mr. D.P. Gupta, Scrutinizer distributed the polling papers and showed empty box to the members and locked the box in the presence of members. After ensuring that all members and proxies participating in the poll had casted their votes, then the poll was closed. The Scrutinizer then took the custody of polling box.

The Resolutions as set out in Item Nos. 1 to 6 in the Notice of the 28th Annual General Meeting, duly approved by the members with requisite majority are recorded hereunder as part of the Proceedings of 28th Annual General Meeting held on 28th July, 2015.

ITEM NOS.

1. ADOPTION OF ANNUAL ACCOUNTS OF THE COMPANY

Voting Details

No. of vote polled (1)	No. of vote - in favour (2)	No. of votes - against (3) = [1-2]	% of votes in votes in favour (4) = [(2)/(1) *100]	% of votes in votes against (5) = [(3)/(1) *100]
715191187	714480099	711088	99.90	0.10

In the view of the above facts, the following Resolution has been passed with requisite majority as an Ordinary Resolution:

“RESOLVED THAT the Annual Accounts of the Company comprising of Balance Sheet as at 31st March, 2015 and Statement of Profit & Loss and cash flow statement for the year ended on that date together with the notes thereto and Auditors' & Directors' Report thereon be and are hereby adopted as the Accounts of the Company for the year ended 31st March, 2015.”

2. DECLARE THE DIVIDEND FOR THE YEAR 2014-2015 ON THE EQUITY SHARES OF THE COMPANY

Voting Details

No. of vote polled (1)	No. of vote - in favour (2)	No. of votes - against (3) = [1-2]	% of votes in votes in favour (4) = [(2)/(1) *100]	% of votes in votes against (5) = [(3)/(1) *100]
717070518	717062802	7716	100	--

In the view of the above facts, the following Resolution has been passed with requisite majority as an Ordinary Resolution:



“RESOLVED THAT pursuant to the recommendation made by the Board of Directors of the Company, the dividend of Rs. 3/- per fully paid-up equity shares of Rs.1/- each for the financial year ending 31st March, 2015 be and is hereby declared to be paid those shareholders, whose names appeared in the Register of Members of the Company as on Record Date.”

3. RE-APPOINTMENT OF MR. TOSHIMI SHIRAKAWA AS A DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION

Voting Details

No. of vote polled (1)	No. of vote - in favour (2)	No. of votes - against (3) = [1-2]	% of votes in votes in favour (4) = [(2)/(1) *100]	% of votes in votes against (5) = [(3)/(1) *100]
714361612	658922724	55438888	92.24	7.76

In the view of the above facts, the following Resolution has been passed with requisite majority as an Ordinary Resolution:

“RESOLVED THAT Mr. Toshimi Shirakawa (DIN-00310164), who retires from the Board at this meeting in accordance with the provisions of Section 152 of the Companies Act, 2013, be and is hereby re-appointed as a Director of the Company, whose period of office will be liable to retirement by rotation.”

4. RE-APPOINTMENT OF MR. LAKSH VAAMAN SEHGAL AS A DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION

Voting Details

No. of vote polled (1)	No. of vote - in favour (2)	No. of votes - against (3) = [1-2]	% of votes in votes in favour (4) = [(2)/(1) *100]	% of votes in votes against (5) = [(3)/(1) *100]
715305438	661852117	53453321	92.53	7.47

In the view of the above facts, the following Resolution has been passed with requisite majority as an Ordinary Resolution:

“RESOLVED THAT Mr. Laksh Vaaman Sehgal (DIN-00048584), who retires from the Board at this meeting in accordance with the provisions of Section 152 of the Companies Act, 2013, be and is hereby re-appointed as a Director of the Company, whose period of office will be liable to retirement by rotation.”

5. RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY

Voting Details

No. of vote polled (1)	No. of vote - in favour (2)	No. of votes - against (3) = [1-2]	% of votes in favour (4) = [(2)/(1) *100]	% of votes against (5) = [(3)/(1) *100]
710263107	705599127	4663980	99.34	0.66

In the view of the above facts, the following Resolution has been passed with requisite majority 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 29th Annual General Meeting of the Company to be held in the year 2016, 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.”

6. APPROVAL OF REMUNERATION OF THE COST AUDITOR

Voting Details

No. of vote polled (1)	No. of vote - in favour (2)	No. of votes - against (3) = [1-2]	% of votes in votes in favour (4) = [(2)/(1) *100]	% of votes in votes against (5) = [(3)/(1) *100]
717069368	716191087	878281	99.88	0.12

In the view of the above facts, the following Resolution has been passed with requisite majority 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 reenactment(s) thereof, for the time being in force), the remuneration payable during the year 2016 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 ended 2015 and 2016, amounting to ` 1.50 lakh and ` 8.50 lakh respectively and also the payment of service tax as applicable and re-imburement 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.”

All the above resolutions, which were put to vote, were passed with requisite majority.

sd/
(CHAIRMAN)

