



## MOTHERSON SUMI SYSTEMS LIMITED

CIN: L34300MH1986PLC284510

Regd. Office: Unit 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051  
E-mail – investorrelations@motherson.com., Website – www.motherson.com

### Notice

Notice is hereby given that the 31<sup>st</sup> (Thirty first) Annual General Meeting of the members of Motherson Sumi Systems Limited is scheduled to be held on Monday, August 13, 2018 at 11:00 A.M. at Ravindra Natya Mandir, P.L. Deshpande Maharashtra Kala Academy, near (Sayani Road), Prabhadevi, Mumbai – 400025 to transact the following business:

#### ORDINARY BUSINESS:

- To consider and adopt:
  - the Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with reports of the Board of Directors and Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 together with the Report of the Auditors thereon.
- To declare a dividend on equity shares for the financial year ended March 31, 2018.
- To appoint a Director in place of Mr. Laksh Vaaman Sehgal (DIN-00048584), who retires by rotation and being eligible offers himself for re-appointment.

#### SPECIAL BUSINESS:

- 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 161 and other applicable provisions (if any) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Shunichiro Nishimura (DIN-08138608), who was appointed by the Board of Directors as a Director of the Company with effect from May 23, 2018 to fill the casual vacancy caused upon resignation of Mr. Toshimi Shirakawa, whose term of office was due for retirement at ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and he will be liable to retire by rotation.”
- To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to necessary registration approvals, consents, permissions and sanctions required

(if any) and subject to such terms, conditions, amendments or modifications as may be required or suggested or imposed by any such appropriate authorities, the existing set of Articles of Association of the Company be and is hereby replaced, altered, modified and revised as per the new set of Articles of Association, and the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in the place and in entire exclusion and in entire substitution of the existing Articles of Association of the Company with immediate effect.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to perform all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution including but not limiting to the agree for terms, conditions, amendment and modification as may be required or suggested or imposed by any such appropriate authorities.”

- 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 and the Companies (Cost Records and Audit) 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 as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2018-19, amounting to ₹ 1,375,000 (excluding applicable taxes) 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 perform all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board

Alok Goel

Company Secretary

Membership No. – FCS 4383

Place : NOIDA

Date : June 02, 2018

#### Regd. Office:

Unit 705, C Wing, ONE BKC,  
G Block, Bandra Kurla Complex,  
Bandra East,  
Mumbai – 400051

## NOTES

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 to 6 of the Notice, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.  
  
PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE, DULY COMPLETED AND SIGNED, AT ANY TIME BUT NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING. A FORMAT OF PROXY FORM IS ENCLOSED. PROXIES SUBMITTED ON BEHALF OF COMPANIES, TRUSTS ETC. TO ATTEND AND VOTE AT THE AGM ON THEIR BEHALF MUST BE SUPPORTED BY CERTIFIED COPY OF THE BOARD RESOLUTION/AUTHORITY LETTER, AS APPLICABLE.
3. 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.
4. Details required under the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and Regulation 36 of SEBI (Listing and Disclosure Requirements) Regulations, 2015 including brief profile of Directors seeking appointment/re-appointment, are annexed hereto.
5. 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.
6. 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.
7. Register of Members and Share Transfer Books of the Company will be closed from **August 10, 2018 to August 13, 2018** (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2018 and Annual General Meeting.
8. 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.
9. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents as mentioned above, or to the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's unpaid dividend account, will as per Section 124 of the Companies Act, 2013 and the applicable rules made thereunder, be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Companies Act, 2013 and the applicable rules made there under.
10. 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 / Karvy Computershare Pvt. Ltd.
11. Electronic copy of the Annual Report of the 31<sup>st</sup> 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 31<sup>st</sup> Annual General Meeting of the Company, *inter-alia*, indicating process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent in permitted mode.
12. Members may note that Notice of the 31<sup>st</sup> Annual General Meeting of the Company, Annual Report, Attendance Slip, Proxy Form and e-voting instructions are also available on the Company's website i.e. [www.motherson.com](http://www.motherson.com).
13. All the material documents, Resolutions, Memorandum and Articles of Association of the Company, Statutory Registers etc. are open for inspection to the members during the office hour of all working day till the conclusion of the Annual General Meeting at the registered office of the Company and/or in the manner as mentioned in the explanatory statement.
14. The Members may note that the Board of Directors of the Company in their meeting held on February 13, 2018 approved Dividend Distribution Policy as provided by SEBI vide notification number SEBI/LAD-NRO/GN/2016-17/008 dated July 8, 2018 and same is available at the Company's web-site, viz., [www.motherson.com](http://www.motherson.com) and also inclosed as Annexure-1 to Corporate Governance Report. In this respect, the National Stock Exchange of India Limited vide its letter no. NSE/LIST/37445 dated March 5, 2018 advised the Company to, *inter-alia*, include a disclosure/ report to the members of the Company and submit a confirmation of the same to the Exchange. In this respect the Board of Directors of the Company in their meeting held on June 2, 2018 had, *inter-alia*, approved disclosure w.r.t. adoption of Dividend Distribution Policy of the Company as mentioned in the Corporate Governance Report for the financial year ended March 31, 2018.
15. **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.**

**16. Voting by 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, 2016, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the Company is pleased to provide members with a facility to exercise their right to vote at the 31<sup>st</sup> 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. The facility of voting through ballot paper/insta poll will also be available at the AGM and the members attending the AGM who have already cast their vote by remote e-voting period to the AGM may attend the AGM but shall not be entitled to cast their vote again.
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. Members 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 06, 2018, may cast their vote electronically.
  - III. Enter the login credentials [i.e., user id and password mentioned in the Notice of the AGM]. Your Folio No/DP ID, Client ID will be your user ID.
  - IV. After entering 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 (a-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 number, email id 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, 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 cut-off 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. Members 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, members can login any number of times till they have voted on the resolution.
  - XI. Once the vote on the resolution is cast by the member, he shall not be allowed to change it subsequently.
  - XII. The Portal will remain open for voting from: **9:00 A.M. on August 09, 2018 to 5:00 P.M. on August 12, 2018.** Thereafter, e-voting module shall be disabled for voting by members.
  - XIII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual for members 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 members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of closing hours of **August 06, 2018.**
  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 06, 2018 shall be entitled to avail the facility of remote e-voting/ Insta Poll. Further, any member, who has voted by remote e-voting, can not vote at the meeting.
  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 06, 2018 may obtain the User Id and password by sending a request at [evoting@karvy.com](mailto:evoting@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 and polling process at the venue of AGM in a fair and transparent manner.
  7. The Scrutinizer shall after conclusion of voting at the general meeting, will first count votes cast at meeting and thereafter unblock votes cast through remote e-voting in presence of at least two witnesses not in employment of the Company and shall make, not later than three (3) 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](http://www.motherson.com) and on the website of Karvy Computershare Pvt. Ltd. and communicated to the respective Stock Exchanges, where the shares of the Company are listed.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **Item No. 4**

M/s. Sumitomo Wiring Systems Limited, Japan (SWS), the Joint Venture Partner of your Company has proposed to nominate Mr. Shunichiro Nishimura as Director on the Board of your company to fill the casual vacancy caused upon resignation of Mr. Toshimi Shirakawa on May 23, 2018. The term of office from the directorship of Mr. Toshimi Shirakawa was due for retirement at the ensuing Annual General Meeting of the Company.

Pursuant to Section 161(4) of the Companies Act, 2013, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, in default of and subject to any regulations in the articles of the company, be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by members in the immediate next general meeting.

Provided that any person so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Shunichiro Nishimura as a Director on the Board of the Company on May 23, 2018 in place of Mr. Toshimi Shirakawa.

Mr. Shunichiro Nishimura is a Bachelor of Economics from Kobe University, Japan and holds a license of Certified Real Estate Broker. He has an experience of more than 20 years on accounting and tax area, since he joined Sumitomo Electric Industries, Ltd. ("SEI"), a holding company of Sumitomo Wiring Systems Limited, Japan. He has also worked for SEI's group companies in Singapore and Indonesia as managing director from the year 2009 to 2016 and acquired knowledge of international business and multi-cultural communication, in addition to accounting expertise.

In view of the provision of the Section 161(4) of the Companies Act, 2013, Mr. Shunichiro Nishimura holds office of the Director up to the date of the ensuing Annual General Meeting.

The Company has received a notice from a member of the Company along with requisite deposit fee under section 160 of the Companies Act, 2013 proposing candidature of Mr. Shunichiro Nishimura for the office of Director of the Company.

Except Mr. Shunichiro Nishimura being the appointee, none of the Directors, Key Managerial Personnel or their relatives, is in any way, concerned or interested, financially or otherwise in resolution as set out in Item No. 4.

The Board recommends an ordinary resolution set forth in Item No. 4 for approval of the members.

### **Item No. 5**

The existing Articles of Association ("AoA") of the Company are in accordance with the provisions of the Companies Act, 1956.

Now in order to align the AoA of the Company with the provisions of the Companies Act, 2013 (the "Act 2013"), it is proposed to amend/replace existing AoA of the Company, with the new set of AoA. While some of the Articles of the existing AoA of the Company require alterations or deletion, certain provisions have been simplified, deleted, added, amended or altered, inter-alia, by providing

reference to the relevant sections of the Act 2013 to avoid repetition (if any), providing enabling provisions, in new set of AoA as permissible under the Act 2013, strengthening the governance and smooth functioning of the operation/management/other functions of the Company.

The Board of Directors at its meeting held on June 02, 2018 decided to seek members' approval by way of a special resolution for alternation / alteration / amendment / modification/ substitution/ addition in AoA of the Company in terms of Section 5, 14 and other applicable provisions of the Act 2013 and adoption thereof.

The new / proposed amended set of AoA is available for inspection by the members at the Registered Office and Corporate Office of the Company during working hours between 11:00 a.m. to 1:00 p.m. on all working days, i.e., excluding Saturday, Sunday and public holidays, up to the date / time of the closure of the e-voting facility and on the Company's website at [www.motherson.com](http://www.motherson.com). A copy of new/ proposed amended set of AOA will also be available for inspection by members at the AGM of the Company.

As per Section 14 of the Companies Act, 2013, approval of the members of the Company by way of a Special Resolution is required for adoption of new set of AOA of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives respectively is interested or concerned, financially or otherwise, in any way in passing of this Resolution as set out in Item No. 5.

Therefore, the Board recommends a special resolution set forth in Item No. 5 for approval of the members.

### **Item No. 6**

As per notification issued by the 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 based on the recommendation of the Audit Committee, approved appointment and remuneration of M/s. M.R. Vyas and Associates, Practicing Cost Accountants, to conduct audit of cost records of the Company across various segments for the financial year 2018-19.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (cost records and Audit) 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.

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 as set out in Item No. 6.

The Board recommends an ordinary resolution set forth in Item No. 6 for approval of the members.

By Order of the Board

Alok Goel  
Company Secretary  
Membership No. - FCS 4383

Place : NOIDA  
Date : June 02, 2018

**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 and SS-2 on General Meeting)

Name of Director	Mr. Laksh Vaaman Sehgal	Mr. Shunichiro Nishimura
Director Identification No.	00048584	08138608
Date of Birth/(Age)	29.11.1982 (35 years)	03.02.1966 (52 years)
Date of Appointment	30.04.2009	23.05.2018
Qualification	MBA	Bachelor of Economics, Kobe University
Experience in specific Functional area	<p>He has a MBA degree from Columbia Business School (USA) and also holds a degree from Keio University, Tokyo. He has a rich experience of working with major companies of the Samvardhana Motherson Group. He has also spent 3 years working with the group's collaborators in Germany and Japan.</p> <p>Post-acquisition of Visiocorp (now Samvardhana Motherson Refletc - SMR) he led the company as the CEO and was instrumental in turnaround of the said company.</p> <p>He has now moved to strategic management at group level. Mr. Laksh Vaaman Sehgal is closely involved in all new ventures of the Company (directly or through subsidiaries/ associate) and is a key member core strategic team, which is responsible for overall management of the Group.</p>	Deep range of experience on accounting and tax area more than 20 years, since joined Sumitomo Electric Industries, Ltd. (SEI). He worked for SEI's group companies in Singapore and Indonesia as managing director for more than 7 years and acquired knowledge of international business and multi-cultural communication, in addition to accounting expertise.
Remuneration last drawn	Mr. Laksh Vaaman Sehgal has received remuneration from overseas subsidiaries as mentioned in the report on the Corporate Governance. He is not entitled for any remuneration from the Company.	Not Applicable
Number of Board Meetings attended during the financial year 2017-18	5 (five)	Not Applicable
Relationship with any Director(s) and Key Managerial Personnel of the Company	Mr. Laksh Vaaman Sehgal is son of Mr. V. C. Sehgal, Chairman of the Company	Not related to any other Directors and Key Managerial Personnel of the Company
Directorship held in other Indian companies	<ol style="list-style-type: none"> <li>1. Motherson Auto Limited</li> <li>2. Samvardhana Motherson International Limited</li> <li>3. Motherson Air Travel Agencies Limited</li> <li>4. Motherson Techno Tools Limited</li> <li>5. SMR Automotive Systems India Limited</li> <li>6. Motherson Auto Solutions Limited</li> <li>7. Samvardhana Motherson Adsys Tech Limited</li> <li>8. Motherson Sintermetal Technology Limited</li> <li>9. Samvardhana Motherson Auto System Private Limited</li> <li>10. Advantedge Technology Partners Private Limited</li> <li>11. Renu Farms Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. MothersonSumi Infotech &amp; Designs Limited</li> </ol>
Membership/Chairmanship of the Committee of the Company	<ol style="list-style-type: none"> <li>1. Audit Committee (Member)</li> <li>2. Nomination &amp; Remuneration Committee (Member)</li> <li>3. Corporate Social Responsibility Committee (Member)</li> <li>4. Risk Management Committee (Chairman)</li> <li>5. Committee of Directors-Administrative Matters (Chairman)</li> <li>6. Committee of Directors- Strategic Matters (Chairman)</li> </ol>	<ol style="list-style-type: none"> <li>1. Audit Committee (Member)</li> </ol>
Membership/Chairmanship of the Committee of other Indian Companies	Audit Committee - member (Samvardhana Motherson International Limited)	Nil
Number of shares held in the Company	82	Nil

**Route Map for the venue of the Annual General Meeting.**

