

Motherson Sumi Systems Limited

September 23, 2014



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Fort
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Dear Sirs,

Sub: Brief proceedings of the Annual General Meeting of Motherson Sumi Systems Limited

The 27th Annual General Meeting of the members of the Company was held on August 25, 2014 at 11:30 a.m. at FICCI Golden Jubilee Auditorium, Federation House, Tansen Marg, New Delhi-110001.

Mr. V.C. Sehgal, chairman occupied the chair. Total 495 Members (including 26 proxies) attended the Meeting as per the records of attendance.

The Chairman gave an overview of the financial performance of the Company for the financial year ended March 31, 2014.

The Chairman informed the members present in the meeting that in accordance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided its members facility to exercise their right to vote through electronic means in respect of businesses to be transacted at the 27th Annual General Meeting. The e-voting commenced at 9:00 a.m. on August 18, 2014 and ended at 6:00 p.m. on August 20, 2014. Those members, who did not participate E-Voting and attended the Annual General Meeting were also given the opportunity to cast their vote in proportion to their shareholding, through voting by poll.

The Chairman also informed the Members 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.

Before putting the resolutions to vote through polling, the Chairman 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 passed by the Members, briefly related to:

ORDINARY BUSINESSES:

1. Adoption of Balance Sheet, Statement of Profit & Loss, Report of the Board of Directors and Auditors for the Financial Year ended 31st March, 2014 (Ordinary Resolution)
2. Declaration of Dividend on Equity Shares (Ordinary Resolution)
3. Re-appointment of Mr. Pankaj Mital, who retires by rotation (Ordinary Resolution)
4. Appointment of Auditor and fixing their remuneration (Ordinary Resolution)

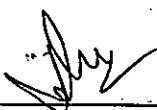
SPECIAL BUSINESSES:

5. Appointment of Ms. Noriyo Nakamura to fill up the casual vacancy of Mr. Hideaki Ueshima (Ordinary Resolution)
6. Appointment of Ms. Geeta Mathur as an Independent Director (Ordinary Resolution)
7. Appointment of Maj. Gen. Amarjit Singh (Retd.) as an Independent Director (Ordinary Resolution)
8. Appointment of Mr. S.C. Tripathi, IAS (Retd.) as an Independent Director (Ordinary Resolution)
9. Appointment of Mr. Arjun Puri as an Independent Director (Ordinary Resolution)
10. Appointment of Mr. Gautam Mukherjee as an Independent Director (Ordinary Resolution)
11. Re-appointment of Mr. Pankaj Mital as Whole-time Director (Ordinary Resolution)

The results of above resolutions as approved by the shareholders, separately indicated the votes on the Poll and electronic voting were notified to the Stock Exchanges in the format prescribed under Clause 35A of the Listing Agreement and the details of the said results were also uploaded on the Company's website.

For

Motherson Sumi Systems Limited



Authorized Signatory

