

SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED

Regd. Off. 2nd Floor, F-7, Block B-1, Mohan Cooperative Industrial Estate, Mathura Road, Delhi -110044

Office: Plot No. 1, Sector- 127, Noida- Greater Noida Expressway, Noida-201301. U.P.

Tel No. +91-120-6679500, Fax No. +91-120-6679270

Website: smil.co.in, email- smil@motherson.com

CIN No.: U74900DL2004PLC131118

NOTICE

NOTICE IS HEREBY GIVEN THAT the 11th Annual General Meeting of the members of the company will be held at 11.00 A.M. on Friday, September 30, 2016 at 2nd Floor, F-7, Block B-1, Mohan Cooperative Industrial Estate, Mathura Road, Delhi-110044 to transact the following business as:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended on March 31, 2016 together with the Reports of the Directors' and Auditors' thereon.
2. To reappoint a director in place of Mr. Ashok Tandon (DIN: 00032733) who retires by rotation and being eligible has offered himself for re-appointment.
3. To reappoint a director in place of Ms. Geeta Soni (DIN: 00160710) who retires by rotation and being eligible has offered herself for re-appointment.
4. To reappoint a director in place of Mr. Ramesh Dhar (DIN: 00085046) who retires by rotation and being eligible has offered himself for re-appointment.
5. To reappoint a director in place of Ms. Nilu Mehra (DIN: 00209524) who retires by rotation and being eligible has offered herself for re-appointment.
6. To consider and if thought fit, to pass, with or without modification(s), the following 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 there under, as amended from time to time, the appointment of M/s Price Waterhouse Chartered Accountants L.L.P (Firm Registration No.-012754N/N500016), as Auditors of the Company for a term of two years i.e. till the conclusion of the 12th 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 conclusion of this Annual General Meeting till the conclusion of the 12th Annual General Meeting to be held in the year 2017 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."

SPECIAL BUSINESS

7. 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 71 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, and pursuant to the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (the **Act**), the consent of the members be and is hereby accorded to the Board of Directors of the Company, to make private placement offers and invitations and issuing of non-convertible debentures (NCDs), in one or more tranches, for a period of 1 (one) year from the date hereof, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as may be determined by the Board of Directors (or any other person so authorized by the Board of Directors), based on the prevailing market condition.

“RESOLVED FURTHER THAT the aggregate amount to be raised through the issuance of NCDs pursuant to the authority under this Resolution shall not exceed the overall limit of Rs. 1500 crores (Rupees Fifteen Hundred Crores only).

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”), be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, applications etc. as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid Resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Company, to give effect to this Resolution.”

**By order of the Board
For Samvardhana Motherson International Limited**

Place : Noida
Date : June 10, 2016

**Sd/-
Vivek Chaand Sehgal
Chairman**

Registered office:
2nd Floor, F-7, Block B-1
Mohan Cooperative Industrial Estate,
Mathura Road, Delhi-110044
CIN: U74900DL2004PLC131118

e-mail: smil@motherson.com
Website: www.smil.co.in

NOTES :

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding 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 shareholder

3. Corporate Members intending to send their authorized representative(s) are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
4. 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.
5. Members/Proxies/ Authorised representative should bring the Attendance Slip duly filled in for attending the meeting along with their copy of Annual Report. No extra attendance slip and/or Annual Report will be provided at the venue of the Annual General Meeting.
6. The register of members and share transfer books of the Company shall remain closed from September 24, 2016 to September 30, 2016 for the Annual General Meeting.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
8. Members may note that the notice of 11th 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.smil.co.in

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the 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.
10. In compliance 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 has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by CDSL. The facility of voting through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their vote by e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their vote by e-voting prior to the AGM may attend AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the notice.
11. All the material documents, Resolutions, Memorandum and Articles of Association of the Company etc. are open for inspection to the members during the office hour on all working days till the conclusion of the Annual General Meeting at the registered office of the Company. Annual Report of the Company shall be sent to all shareholders by physical means.
12. The relevant details of persons seeking appointment/re-appointment as Director is also annexed and forms part of this notice.

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE ANNUAL GENERAL MEETING PURSUANT TO THE SECTION 102 OF COMPANIES ACT, 2013

Item No. 7

Pursuant to Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, which effective from April 1, 2014, the Company is required to obtain approval of its members by way of a special resolution, before making any offer or invitation for issue of NCDs on a private placement basis. The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of NCDs by the Company for a period of 1 year from the date on which the members have provided the approval by way of the special resolution.

The approval of the members is therefore sought for issue of NCDs, on a private placement basis, in one or more tranches, for a period of 1 (one) year from the date of passing the Resolution, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as may be determined by the Board of Directors (or any other person authorized by the Board of Directors), at the prevailing market condition. The approval of the members is sought for the issue of NCDs in one or more tranches, on private placement basis, upto Rs. 1500 crores.

The Directors recommend the resolution set forth at Item No. 7 for members' approval as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

**By order of the Board
For Samvardhana Motherson International Limited**

**Sd/-
Vivek Chaand Sehgal
Chairman**

Place : Noida
Date : June 10, 2016

Registered office:
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Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting

Name of Director	Mr. Ashok Tandon	Ms. Geeta Soni	Mr. Ramesh Dhar	Ms. Nilu Mehra
Director Identification No.	00032733	00160710	00085046	00209524
Age	65	53	66	66
Qualifications	Bachelor of Engineering	Graduate	Bachelor of Engineering	Graduate
Experience	35 Years' experience in Banking Industry and 20 years of experience in automobile sector	26 years of experience in automobile sector	36 years of experience in automobile sector	26 years of experience in automobile sector
Date of first appointment	15.03.2014	15.03.2014	15.03.2014	15.03.2014
Shareholding	44,100 equity shares	13,40,760 equity shares	36,000 equity shares	4,64,000 equity shares
Relationship with other Directors/Manager /Key Managerial Personnel	Not related	Promoter	Not related	Promoter
No. of Board Meetings attended	8	6	1	5
Directorship in other Public Limited Companies	<ul style="list-style-type: none"> ● Motherson Sintermetal Technology Limited ● Samvardhana Motherson Polymers Limited ● SMR Automotive Systems India Limited ● Spheros Motherson Thermal System limited ● Motherson Techno Tools Limited ● CTM India Limited 	<ul style="list-style-type: none"> ● Motherson Molds and Diecasting Limited ● Systematic Conscom Limited ● Motherson Engineering Research and Integrated Technologies Limited ● Motherson Auto Limited ● Motherson Auto Solutions Limited 	<ul style="list-style-type: none"> ● Samvardhana Motherson Polymers Limited ● MSSL Automobile Component Limited ● Nachi Motherson Tool Technology Limited ● Motherson Machinery and Automations Limited ● Motherson Techno Tools Limited ● SMR Automotive System India Limited 	Nil
Member/ Chairman of Committee of the Board of Other Public Limited Companies in which he is Director	<p>Audit Committee</p> <ul style="list-style-type: none"> ● Motherson Sintermetal Technology Limited ● SMR Automotive Systems India Limited ● Spheros Motherson Thermal System Limited ● Motherson Techno Tools Limited <p>Nomination and Remuneration Committee</p> <ul style="list-style-type: none"> ● Motherson Sintermetal Technology Limited ● SMR Automotive Systems India Limited ● Motherson Techno Tools Limited <p>Corporate Social Responsibility Committee</p> <ul style="list-style-type: none"> ● CTM India Limited ● SMR Automotive Systems India Limited ● Motherson Techno Tools Limited 	<p>Audit Committee</p> <p>Systematic Conscom Limited</p> <p>Nomination and Remuneration Committee</p> <ul style="list-style-type: none"> ● Motherson Auto Limited ● Motherson Engineering Research and Integrated Technologies Limited ● Systematic Conscom Limited 	Nil	Nil

The instructions for shareholders voting electronically are as under:

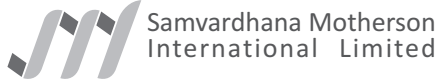
- (i) The voting period begins on 10.00 a.m. IST on September 27, 2016 and ends at 05.00 p.m. IST on September 29, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 23, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (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/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
- (ix) Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios/demat account.
- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) The voting rights of the shareholders shall be in proportion to your share in the paid-up equity share capital of the Company.
- (xiii) Since the Company is providing e-voting facility to members holding share in physical mode or in demat mode, as on the cut-off date (record date) i.e. September 23, 2016 and members who has not decided to cast their vote electronically, may cast their vote at the Annual General Meeting.

- (xiv) The members who have cast their vote by e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- (xv) Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- (xvi) The Company has appointed M/s Abhishek Sethiya & Associates as Scrutinizer to scrutinize the e-voting process in fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
- (xvii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xviii) Click on the EVSN for the relevant Samvardhana Motherson International Limited on which you choose to vote.
- (xix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xx) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xxi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xxii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xxiii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xxiv) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xxv) Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of meeting.
- (xxvi) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast in the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three 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 person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xxvii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to .



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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :

Registered address :

E-mail Id :

Folio No./ DP Id-Client Id :

I/We, being the member (s) of shares of Samvardhana Motherson International Limited, hereby appoint

- Name Email Id
Address
Signature or failing him/ her
- Name Email Id
Address
Signature or failing him/ her
- Name Email Id
Address
Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my behalf at the 11th Annual General Meeting of the Company, to be held at 11.00 A.M. on Friday, 30th September, 2016 at 2nd Floor, F-7, Block, B-1, Mohan Cooperative Industrial Estate, Mathura Road, Delhi-110044 and at any adjournment thereof in respect of such resolutions are indicated below/overleaf:

I wish my above proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolution	For	Against
Ordinary Business			
1	Adoption of Balance Sheet, Statement of Profit and loss, Report of the Board of Directors and Auditors for the Financial year ended 31 st March, 2016.		
2	Re-appointment of Mr. Ashok Tandon, who retires by rotation.		
3	Re-appointment of Ms. Geeta Soni, who retires by rotation.		
4	Re-appointment of Mr. Ramesh Dhar, who retires by rotation.		
5	Re-appointment of Ms. Nilu Mehra, who retires by rotation		
6	Ratification of appointment of auditor and fixing their remuneration.		
Special Business			
1	Approval for issuance of Non-Convertible Debentures upto Rs. 1500 Crores		

Signed this.....day of.....2016.

.....
Signature of shareholder

.....
Signature of proxy holder(s)

Affix
Revenue
Stamp

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting
- A proxy need not be a member of the Company.
- A person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital the Company carrying voting rights. A member holding more than 10% 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 shareholder.
- This is only optional. Please put (x) in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.



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