



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 10th Annual General Meeting of the members of the company will be held at 12.00 Noon on Wednesday, September 30, 2015 at 2nd Floor, F-7, Block B-1, Mohan Cooperative Industrial Estate, Mathura Road, Delhi – 110044 New Delhi 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, 2015 together with the Reports of the Directors' and Auditors' thereon.
2. To re- appoint a director in place of Mr. Vivek Chaand Sehgal (DIN: 00291126) who retires by rotation and being eligible has offered himself for re-appointment.
3. To re-appoint a director in place of Mr. Laksh Vaaman Sehgal (DIN: 00048584) who retires by rotation and being eligible has offered himself for re-appointment.
4. To re-appoint a director in place of Mr. Bimal Dhar (DIN: 00297938) who retires by rotation and being eligible has offered himself for re-appointment.
5. To re-appoint a director in place of Mr. Vivek Avasthi (DIN: 00033876) who retires by rotation and being eligible has offered himself 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, M/s Price Waterhouse Chartered Accountants L.L.P (Firm Registration No.-012754N/N500016), be appointed as Statutory Auditors of the Company to hold office till the conclusion of the 12th Annual General Meeting to be held in the year 2017 at a remuneration to be decided by the Board of company

SPECIAL BUSINESS

7. To consider and if thought fit, to pass, with or without modification(s), the following as an ordinary resolution:

“RESOLVED THAT pursuant to provisions of the Section 149, 152 read with schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mikihisu Takayama (DIN: 07169564), who was appointed as an Additional Director of the Company w.e.f August 19, 2015 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this 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 an Director of the Company whose office is liable to retire by rotation.

8. To consider and if thought fit, to pass 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.”

Place : Noida
Date: August 27, 2015

By order of the Board
For Samvardhana Motherson International Limited

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

Sd/-
Vivek Chaand Sehgal
Chairman

NOTES :

1. The 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 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 on September 24, 2015 to September 30, 2015 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. 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.

9. 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 casted 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.
10. 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 send to all shareholders by physical means.

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

ITEM No. 7

Mr. Mikihisa Takayama was appointed as an Additional Director by the Board of Directors of the company in their meeting held on August 19, 2015.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing Mr. Mikihisa Takayama for his appointment as Director of the Company. Mr. Mikihisa Takayama is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution set forth in item no.7 for approval of the members.

Item No. 8

Pursuant to Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, 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. 8 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.

Place : Noida
Date: August 27, 2015

By order of the Board
For Samvardhana Motherson International Limited

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

Sd/-
Vivek Chaand Sehgal
Chairman

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

Name of Director	Mr. Vivek Chaand Sehgal	Mr. Laksh Vaaman Sehgal	Mr. Bimal Dhar	Mr. Vivek Avasthi	Mr. Mikihisa Takayama
Director Identification No.	00291126	00048584	00297938	00033876	07169564
Age	59	33	62	54	54
Qualifications	Commerce graduate	MBA	Master of Science in Mechanical Engineering	B.Com (H) and Master of Computer Applications	Bachelor of Foreign studies
Experience	He has over 36 years of experience in auto industry.	He has a rich experience of working with Companies of Samvardhana Motherson Group.	He has 35 years of experience in Automotive and related industry.	He has more than 25 years of rich experience in Automotive Industry.	He has more than 25 years of rich experience in Automotive Industry,
Remuneration to be paid	Nil	Nil	Nil	Nil	Nil
Date of first appointment	27/05/2005	19/12/2004	10/09/2012	05/08/2013	19/08/2015
Shareholding	100527391	200	150000	30000	NIL
Relationship with other Directors/Manager/Key Managerial Personnel	Promoter (Father of Mr. Laksh Vaaman Sehgal)	Promoter (Son of Mr. Vivek Chaand Sehgal)	Not related	Not related	Not related
No. of Board Meetings attended	4	4	2	4	N.A.
Directorship in other Public Limited Companies	Motherson Auto Limited Motherson Sumi Systems Limited Motherson Techno Tools Limited MothersonSumi INFotech and Designs Limited	Motherson Auto Limited Motherson Sumi Systems Limited Motherson Techno Tools Limited Motherson Air travel Agencies Limited Motherson Advanced Tooling Solutions Limited SMR Automotive Systems India Limited Motherson Auto Solutions Limited Motherson Sintermetal Technology Ltd.	MothersonSumi INFotech and Designs Limited Motherson Air Travel Agencies Limited CTM India Limited Samvardhana Motherson Polymers Limited SMR Automotive Systems India Limited Samvardhana Motherson Virtual Analysis Limited	AES (India) Engineering Limited Motherson Air Travel Agencies Limited Matsui Technologies India Limited Motherson Auto Limited Spirited Auto Cars (I) Limited	N.A.
Member/Chairman of Committee of the Board of Other Public Limited Companies in which he is Director	Audit Committee Motherson Auto Limited Corporate Social Responsibility Committee Motherson Sumi Systems Limited	Audit Committee -Motherson Auto Solutions Limited -Motherson Sumi Systems Ltd. Nomination and Remuneration Committee -SMR Automotive Systems India Limited - Motherson Sumi Systems Limited Corporate Social Responsibility Committee Motherson Sumi Systems Limited	Audit Committee - MothersonSumi INFotech and Designs Limited Nomination and Remuneration Committee -MothersonSumi INFotech and Designs Limited	Audit Committee - Motherson Auto Limited Nomination and Remuneration Committee -Motherson Auto Limited	

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 10.00 a.m. IST on September 27, 2015 and ends on 05.00 p.m. IST on September 29, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2015, 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) 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. 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, 2015 And members who has not decided to cast their 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) 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.
- (xvi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xvii) Click on the EVSN for the relevant Samvardhana Motherson International Limited on which you choose to vote.
- (xviii) 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.
- (xix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xx) 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.
- (xxi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xxii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xxiii) 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.
- (xxiv) Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of meeting.
- (xxv) The Scrutinizer shall within a period not exceeding three working days from the conclusion of e-voting period unblock the votes in presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xxvi) 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 helpdesk.evoting@cdslindia.com.

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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

1. Name Email Id

Address

Signature or failing him/ her

2. Name Email Id

Address

Signature or failing him/ her

3. Name Email Id

Address

Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the company, to be held at 12.00 Noon on Wednesday, September 30, 2015 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 as 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	Receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended on March 31, 2015 together with the Reports of the Directors and Auditors thereon		
2	Re-appointment of Mr. Vivek Chaand Sehgal, who retires by rotation.		
3	Re-appointment of Mr Laksh Vaaman Sehgal, who retires by rotation.		
4	Re-appointment of Mr. Bimal Dhar, who retires by rotation.		
5	Re-appointment of Mr. Vivek Avasthi, who retires by rotation		
6	Reappointment of auditor and fixing their remuneration.		
Special Business			
7	Appointment of Mr. Mikihisa Takayama as Director.		
8	Approval for issuance of Non-Convertible Debentures.		

Signed this.....day of.....2015.

.....
Signature of shareholder

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

Affix
Revenue
Stamp

Notes:

- 1) 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
- 2) A proxy need not be a member of the Company.
- 3) 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.
- 4) 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.

SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED

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