

SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED

Regd. Off. Unit 705, C Wing, ONE BKC, Bandra Kurla Complex, Bandra East, Mumbai-400051, Maharashtra

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

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Website: smil.co.in, email- smil@motherson.com CIN No.: U74900MH2004PLC287011

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 12th (Twelfth) Annual General Meeting of the members of Samvardhana Motherson International Limited is scheduled to be held at 12.30 p.m. on Monday, 18th September, 2017 at Trident Hotel, C- 56, G- Block, Bandra Kurla Complex, Mumbai, Maharashtra 400051, India to transact the following business as:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the reports of Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 together with the reports of Auditors thereon.
2. To reappoint 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 reappoint 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 reappoint 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 reappoint a director in place of Mr. Dhruv Mehra (DIN: 01640143) 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.- 301003E/E300005) be and is hereby appointed as Statutory Auditor of the Company for a term of five consecutive years in place of retiring auditor M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No.-012754N/N500016), to hold office from the conclusion of this Annual General meeting till the conclusion of the 17th Annual General Meeting to be

held in the year 2022 (subject to ratification of their appointment at every Annual General Meeting if so required under the Companies Act, 2013), at such remuneration, reimbursement of out-of-pocket expenses, travelling and other expense 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. APPOINTMENT OF MR. HIDEO HATADA (DIN: 07560233) AS DIRECTOR ON THE BOARD OF THE COMPANY

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. Hideo Hatada (DIN: 07560233), who was appointed as an Additional Director of the Company w.e.f November 11, 2016 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of 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 Director of the Company whose office is liable to retire by rotation.

8. APPOINTMENT OF MR. VIVEK CHAAND SEHGAL (DIN: 00291126) AS NON ROTATIONAL DIRECTOR ON THE BOARD OF THE COMPANY

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), approval of the Shareholders of the Company be and is hereby accorded for appointment of Mr. Vivek Chaand Sehgal (DIN: 00291126) as Non Rotational director on the Board of the Company.”

9. RE-APPOINTMENT OF MR. ASHOK TANDON (DIN: 00032733) AS WHOLE TIME DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Ashok Tandon (DIN: 00032733) as Whole Time Director of the Company, for a period of 3 years w.e.f 15.09.2017 on the terms and conditions including remuneration as mentioned below:

1. REMUNERATION

Basic Salary in the range of Rs. 8,50,000/- to Rs. 10,00, 000/- per month, with such annual increments at the discretion of the Board from time to time.

2. ALLOWANCES

He will be entitled to Bonus as per rules of the Company and other allowances like House Rent Allowance in lieu thereof, medical reimbursement, leave travel concession for self and his family including dependants, personal accident insurance, children education allowance, other perquisites and amenities in accordance with the rules of the Company.

3. PERQUISITES AND OTHER TERMS

(a) He will be entitled to Company's contribution to Provident Fund, Superannuation Fund and Annuity Fund, if any.

(b) He will be entitled to Company's car and a mobile phone.

(c) Payment of gratuity as per the policy of the Company.

(d) Encashment of leave as per policy of the Company.

(e) The aforesaid appointment may be terminated by either party giving three months notice in advance.

The said perquisites and allowance shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

RESOLVED FURTHER THAT where in any financial year, during the currency of tenure of Mr. Ashok Tandon the Company has no profits or its profits are inadequate

in any financial year, the above remuneration aggregate of which shall not exceed Rs. 2 Crores p.a. shall be payable to him as minimum remuneration notwithstanding the aggregate remuneration exceeds the limit prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to take all steps, sign all documents and to do all such other acts, deeds and things as may be required for giving effect to the above resolution.”

10. RE-APPOINTMENT OF MR. DHRUV MEHRA (DIN: 01640143) AS WHOLE TIME DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Dhruv Mehra (DIN: 0160143) as Whole Time Director of the Company, for a period of 3 years w.e.f 15.07.2017 on the terms and conditions including remuneration as mentioned below:

1. REMUNERATION

Basic Salary in the range of Rs. 3,55,000/- to Rs. 4,00,000 per month, with such annual increments at the discretion of the Board from time to time.

2. ALLOWANCES

He will be entitled to Bonus as per rules of the Company and other allowances like House Rent Allowance in lieu thereof, medical reimbursement, leave travel concession for self and his family including dependants, personal accident insurance, children education allowance, other perquisites and amenities in accordance with the rules of the Company.

3. PERQUISITES AND OTHER TERMS

(a) He will be entitled to Company's contribution to Provident Fund, Superannuation Fund and Annuity Fund, if any.

(b) He will be entitled to Company's car and a mobile phone.

(c) Payment of gratuity as per the policy of the Company.

(d) Encashment of leave as per policy of the Company.

(e) The aforesaid appointment may be terminated by either party giving three months

notice in advance.

The said perquisites and allowance shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

RESOLVED FURTHER THAT where in any financial year, during the currency of tenure of Mr. Dhruv Mehra the Company has no profits or its profits are inadequate in any financial year, the above remuneration aggregate of which shall not exceed Rs. 1.5 Crores p.a. shall be payable to him as minimum remuneration notwithstanding the aggregate remuneration exceeds the limit prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to take all steps, sign all documents and to do all such other acts, deeds and things as may be required for giving effect to the above resolution.”

11. APPROVAL OF REMUNERATION PAID TO MR. RAMESH DHAR, DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Shareholders of the Company be and is hereby accorded for payment of remuneration made to Mr. Ramesh Dhar for the period from 15.03.2017 to 31. 03. 2017 as per the terms and conditions as mentioned below:

1. BASIC SALARY

Basic Salary of INR 5,72,439 /- per month and aggregate remuneration of INR 9,05,474/-.

2. ALLOWANCES

Bonus as per rules of the Company and other allowances like House Rent Allowance in lieu thereof, medical reimbursement, leave travel concession for self and his family including dependents, personal accident insurance, children education allowance, other perquisites and amenities in accordance with the rules of the Company.

3. PERQUISITES AND OTHER TERMS

(a) Company’s contribution to Provident Fund, Superannuation Fund and Annuity Fund, if any.

(b) Company's car and a mobile phone.

(c) Payment of gratuity as per the policy of the Company.

(d) Encashment of leave as per policy of the Company.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to take all steps, sign all documents and to do all such other acts, deeds and things as may be required for giving effect to the above resolution.”

12. APPROVAL FOR ISSUE OF NON-CONVERTIBLE DEBENTURES

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT subject to the provisions of Section 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification or re-enactment thereof for the time being in force and hereinafter collectively referred as “Act”) and other applicable laws, and in accordance with the provisions of the Articles of Association of the Company, and subject to all such other approvals, permissions, consents and sanctions of any authorities, as may be necessary, and all other relevant third party consents and approvals as may be required and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents and sanctions which may be agreed to by the Board of Directors, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include duly authorized committee thereof constituted to exercise the powers conferred on the Board by this resolution) 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 INR 2000 Crores (Two Thousand Crores).

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”) be and is hereby authorized to accept any modification(s) or to modify the terms of issue of NCDs, subject to the provisions of the Act, without being required to seek any further consent or approval of the members of the Company and be and is hereby authorized 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
Vivek Chaand Sehgal
Chairman
(DIN: 00291126)

Place: Noida

Date: July 24, 2017

Registered office:

Unit 705, C Wing, ONE BKC,
G Block Bandra Kurla Complex,
Bandra East Mumbai,
Mumbai City,
Maharashtra 400051
CIN: U74900MH2004PLC287011

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 Representatives are requested to bring the Attendance Slip enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. 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. 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.
7. Members may note that the notice of 12th 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
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 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.
10. Members may note that Notice of the 12th Annual General Meeting, Annual Report, Attendance Slip, Proxy Form and e-voting instructions are also available on the Company's website i.e. www.smil.co.in.
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.

13. The Board of Directors has appointed Mr. Abhishek Sethiya of M/s Abhishek Sethiya & Associates, Practicing Company Secretaries (Membership No. FCS 7856, CP 14237) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in fair and transparent manner

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

Item No. 6

M/s. Price Waterhouse Chartered Accountants L.L.P (Firm Registration No.- 012754N/N500016), was appointed as the auditor of the Company to hold the office till the conclusion of this Annual General Meeting (AGM).

Pursuant to Section 139 of the Companies Act, 2013 (the Act) and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. The Rules also lay down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same company. The incumbent auditors, M/s. Price Waterhouse Chartered Accountants L.L.P have served the Company for over 10 years before the Act was notified and will be completing the maximum number of transitional period (two years) at the ensuing 12th AGM.

The Board of Directors has, based on the recommendation of the Audit Committee, at their meeting held on July 24, 2017, proposed the appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.- 301003E/E300005) as the Statutory Auditor of the Company to hold office from the conclusion of this AGM till the conclusion of the 17th AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM, if so required under the Act). M/s. S.R. Batliboi & Co. LLP have consented their appointment as Statutory Auditor and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board recommends the Resolution at Item No. 6 for approval by the Members.

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.

This explanatory statement is provided as additional information to shareholders though not required as per Section 102 of the Act.

Item No. 7

The Company had appointed Mr. Hideo Hatada as Additional Director on the Board of the Company.

The Company has received notice in writing from member along with the deposit of requisite amount under section 160 of the Act proposing the candidature of the abovementioned Director for appointment as Director of the Company.

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

Mr. Hideo Hatada is concerned or interested, financially or otherwise as the case may be in the resolutions of the accompanying Notice relating to his own appointment.

Item No. 8

The Board of Directors recommend appointment of Mr. Vivek Chaand Sehgal as non-retiring Director on the Board of the Company.

Mr. Vivek Chaand Sehgal is concerned or interested, financially or otherwise as the case may be in the resolution of the accompanying Notice relating to his own appointment.

Mr. Laksh Vaaman Sehgal, Ms. Geeta Soni, Ms. Nilu Mehra and Mr. Dhruv Mehra being relatives of Mr. Vivek Chaand Sehgal may be deemed to be interested in the above said resolution.

Item No. 9

The Board of directors recommends for re-appointment of Mr. Ashok Tandon as Whole Time Director for a period of 3 years w.e.f September 15, 2017 on the terms and conditions as stated in the resolution.

The information as required under Schedule V is as under:

I. General Information:

- (1) Nature of industry: Core Investment Company
 - (2) Commencement of commercial production: Not Applicable
 - (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable
 - (4) Financial performance (Rs. In lacs)
- Financial Parameters

Particulars	2016-17	2015-16	2014-15
Net Profit	2,655	1,108	612
Profit/ (Loss) after taxation	(1,034)	(260)	(186)
Amount of Dividend on Equity shares with %	Nil	Nil	Nil
Amount of Dividend on preference shares with %	Nil	Nil	Nil

(6) Foreign investments or collaborators: Sojitz Corporation, Advance Technologies, Automotive Resources Pte Ltd. and Radha Rani Holding Pte. Ltd.

II. Information about the appointee :

(1) Background details: Mr. Ashok Tandon, aged 66 years, is an Engineering Graduate and Chartered Associate of Indian Institute of Banker (CAIIB)

(2) Past remuneration

2014-15	INR 8,724,139
2015-16	INR 9,743,162
2016-17	INR 10,018,308

(3) Recognition or Awards: None

(4) Job profile and his suitability: It commensurate with nature of work to be handled by him

(4) Remuneration proposed: as set out in the resolution for the item No. 9.

(5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Taking into consideration the business to be carried out by the Company, the profile of Mr. Ashok Tandon the responsibilities shouldered by him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial position on other Companies.

(6) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Besides, the remuneration proposed, Mr. Ashok Tandon does not have any other pecuniary relationship with the Company.

III. Other information:

Reason of loss or inadequate profits, Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms- The terms of remuneration specified above are now being placed before the Members in General Meeting for their approval. The resolution approving reappointment of Mr. Ashok Tandon shall be open to the inspection of any member of the Company at the Registered Office of the Company during public hours on any working day of the Company.

This may be treated as payment of increased remuneration to Mr. Ashok Tandon, Director of the Company pursuant to section 196 of the Companies Act, 2013

Your Directors recommend the passing of the resolution

Mr. Ashok Tandon is concerned or interested financially or otherwise as the case may be in the resolution of the accompanying notice relating to his increase in remuneration.

Item No. 10.

The Board of directors recommends for re-appointment of Mr. Dhruv Mehra as Whole Time Director for a period of 3 years w.e.f July 15, 2017 on the terms and conditions as stated in the resolution.

The information as required under Schedule V is as under:

I. General Information:

- (1) Nature of industry: Core Investment Company
- (2) Commencement of commercial production: Not Applicable
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable
- (4) Financial performance (Rs. In lacs)
Financial Parameters

Particulars	2016-17	2015-16	2014-15
Net Profit	2,655	1,108	612
Profit/ (Loss) after taxation	(1,034)	(260)	(186)
Amount of Dividend on Equity shares with %	Nil	Nil	Nil
Amount of Dividend on preference shares with %	Nil	Nil	Nil

- (6) Foreign investments or collaborators: Sojitz Corporation, Advance Technologies, Automotive Resources Pte Ltd. and Radha Rani Holding Pte. Ltd

II. Information about the appointee:

- (1) Background details: Mr. Dhruv Mehra, aged 41 years, is a Commerce graduate

- (2) Past remuneration

2014-15 INR 4,407,400

2015-16 INR 7,108,449

2016-17 INR 7,683,192

- (3) Recognition or Awards: None

- (4) Job profile and his suitability: It commensurate with nature of work to be handled by him

- (4) Remuneration proposed: as set out in the resolution for the item No. 10.

- (5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Taking into consideration the business to be

carried out by the Company, the profile of Mr. Dhruv Mehra the responsibilities shouldered by him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial position on other Companies.

(6) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Besides, the remuneration proposed, Mr. Dhruv Mehra does not have any other pecuniary relationship with the Company.

III. Other information:

Reason of loss or inadequate profits, Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms- The terms of remuneration specified above are now being placed before the Members in General Meeting for their approval. The resolution approving reappointment of Mr. Dhruv Mehra shall be open to the inspection of any member of the Company at the Registered Office of the Company during public hours on any working day of the Company.

This may be treated as payment of increased remuneration to Mr. Dhruv Mehra, Director of the Company pursuant to section 196 of the Companies Act, 2013

Your Directors recommend the passing of the resolution

Except Mr. Dhruv Mehra, Ms. Nilu Mehra, Mr. Vivek Chaand Sehgal and Mr. Laksh Vaaman Sehgal none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise in the resolution.

Item No. 11

Approval of the shareholders of the company be and is hereby required for remuneration paid to Mr. Ramesh Dhar as Director for a period from 15.03.2017 to 31.03.2017.

The information as required under Schedule V is as under:

I. General Information:

- (1) Nature of industry: Core Investment Company
 - (2) Commencement of commercial production: Not Applicable
 - (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable
 - (4) Financial performance (Rs. In lacs)
- Financial Parameters

Particulars	2016-17	2015-16	2014-15
Net Profit	2,655	1,108	612
Profit/ (Loss) after taxation	(1,034)	(260)	(186)
Amount of Dividend on Equity shares with %	Nil	Nil	Nil

Amount of Dividend on preference shares with %	Nil	Nil	Nil

(6) Foreign investments or collaborators: Sojitz Corporation, Advance Technologies, Automotive Resources Pte Ltd. and Radha Rani Holding Pte. Ltd.

II. Information about the appointee:

(1) Background details: Mr. Ramesh Dhar, aged 67 years, is an Engineering Graduate

(2) Past remuneration

2014-15	INR 10,062,626
2015-16	INR 44,77,956
2016-17	INR 12,737,482

(3) Recognition or Awards: None

(4) Job profile and his suitability: It commensurate with nature of work handled by him.

(4) Remuneration proposed: as set out in the resolution for the item No. 11.

(5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Taking into consideration the business to be carried out by the Company, the profile of Mr. Ramesh Dhar the responsibilities shouldered by him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial position on other Companies.

(6) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Besides, the remuneration proposed, Mr. Ramesh Dhar does not have any other pecuniary relationship with the Company.

III. Other information:

Reason of loss or inadequate profits, Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms- The terms of remuneration specified above are now being placed before the Members in General Meeting for their approval. The resolution approving payment of remuneration to Mr. Ramesh Dhar shall be open to the inspection of any member of the Company at the Registered Office of the Company during public hours on any working day of the Company.

Your Directors recommend the passing of the resolution

Mr. Ramesh Dhar is concerned or interested financially or otherwise as the case may be in the resolution of the accompanying notice relating to his increase in remuneration.

Item No. 12

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. 2000 crores (Two Thousand Crores).

The Directors recommend the resolution set forth at Item No. 12 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
Vivek Chaand Sehgal
Chairman
(DIN: 00291126)**

Place: Noida

Date: July 24, 2017

Registered office:

Unit 705, C Wing, ONE BKC,
G Block Bandra Kurla Complex,
Bandra East Mumbai,
Mumbai City,
Maharashtra 400051
CIN: U74900MH2004PLC287011

e-mail: smil@motherson.com

Website: www.smil.co.in

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. Dhruv Mehra	Mr. Hideo Hatada	Mr. Ashok Tandon
Director Identification No.	00291126	00048584	00297938	01640143	07560233	00032733
Age	61	35	64	41	52	66
Qualifications	Commerce graduate	MBA	Master of Science in Mechanical Engineering	Commerce graduate	Graduate	Bachelor of Engineering
Experience	He has over 38 years of experience in auto industry.	He has a rich experience of working with Companies of Samvardhana a Motherson Group.	He has 37 years of experience in Automotive and related industry.	He has more than 22 years of experience in automobile industry	He has more than 25 years of experience in automobile sector	He has more than 36 Years' experience in Banking Industry and 21 years of experience in automobile sector
Date of first appointment	09/12/2004	19/12/2004	01/09/2008	15.03.2014	11.11.2016	15.03.2014
Shareholding	100527391 equity shares	200 equity shares	150000 equity shares	12600 equity shares	Nil	44100 Equity shares
Relationship with other Directors/Manager/Key Managerial Personnel	Promoter (Father of Mr. Laksh Vaaman Sehgal)	Promoter (Son of Mr. Vivek Chaand Sehgal)	Not related	Son of Ms. Nilu Mehra (Sister of Mr. Vivek Chaand Sehgal)	Not related	Not related
No. of Board Meetings attended	4	5	2	5	1	8
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 SMR Automotive Systems India Limited	MothersonSumi INfotech and Designs Limited Motherson Air Travel Agencies Limited CTM India Limited Samvardhana a Motherson Polymers Limited SMR Automotive Systems India Limited	Samvardhana Motherson Virtual Analysis Limited Motherson Auto Engineering Service Limited Tigers Connect Travel Systems and Solutions Limited Spirited Auto Cars (I) Limited	Motherson Auto Solutions Limited	Motherson Sintermetal Technology Limited Samvardhana Motherson Polymers Limited SMR Automotive Systems India Limited Spheros Motherson Thermal System limited Motherson Techno Tools Limited

		<p>Motherson Auto Solutions Limited</p> <p>Motherson Sintermetal Technology Ltd.</p> <p>Samvardhan a Motherson ADSYS Tech Limited</p>	<p>Samvardhan a Motherson Virtual Analysis Limited</p>			<p>CTM India Limited</p>
<p>Member/ Chairman of Committee of the Board of Other Public Limited Companies in which he is Director</p>	<p>Corporate Social Responsibility Committee</p> <p>Motherson Sumi Systems Limited</p> <p>Motherson Auto Limited</p>	<p>Audit Committee - Motherson Sumi Systems Ltd.</p> <p>Nomination and Remuneration Committee - Motherson Sumi Systems Limited</p> <p>Corporate Social Responsibility Committee</p> <p>Motherson Sumi Systems Limited</p>	<p>Audit Committee MothersonSumi INFotech and Designs Limited</p> <p>Nomination and Remuneration Committee MothersonSumi INFotech and Designs Limited</p> <p>Corporate Social Responsibility Committee - CTM India Limited</p> <p>- MothersonSumi Infotech & Designs Limited</p>			<p>Audit Committee Motherson Sintermetal Technology Limited</p> <p>SMR Automotive Systems India Limited</p> <p>Spheros Motherson Thermal System Limited</p> <p>Motherson Techno Tools Limited</p> <p>Nomination and Remuneration Committee</p> <p>Motherson Sintermetal Technology Limited</p> <p>SMR Automotive Systems India Limited</p> <p>Motherson Techno Tools Limited</p> <p>Corporate Social Responsibility Committee</p> <p>CTM India Limited</p> <p>SMR Automotive Systems India Limited</p> <p>Motherson Techno Tools Limited</p>

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 09.00 a.m. IST on September 15, 2017 and ends at 5.00 p.m. IST on September 17, 2017 During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date August 11, 2017 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. August 11, 2017 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 caste by the shareholder, he shall not be allowed to change it subsequently.
- (xvi) The Company has appointed M/s Abhishek Sethiya & Associates, Company Secretaries (FCS No. 7856; CP No. 14237) as Scrutinizer to scrutinize the e-voting process in a 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 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 helpdesk.evoting@cdslindia.com.

SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED

Regd. Office: Unit 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai-400051
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: U74900MH2004PLC287011

FORM OF PROXY

[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/ Client Id:	DP 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:	or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual General Meeting of the company, to be held at 12.30 P.M. on Monday, September 18, 2017 at Trident Hotel, C- 56, G- Block, Bandra Kurla Complex, Mumbai, Maharashtra 400051, India and at any adjournment thereof in respect of such resolutions as are indicated below/overleaf:

Resolution No.	Resolution	For	Against
Ordinary Business			
1.	Adoption of Financial Statements (Standalone and Consolidated) for the year ended March 31, 2017		
2.	Re-appointment of Mr. Vivek Chaand Sehgal, who retires by rotation, being eligible, seek re-appointment		
3.	Re-appointment of Mr. Laksh Vaaman Sehgal, who		

	retires by rotation, being eligible, seek re-appointment		
4.	Re-appointment of Mr. Bimal Dhar, who retires by rotation, being eligible, seek re-appointment		
5.	Re-appointment of Mr. Dhruv Mehra, who retires by rotation, being eligible, seek re-appointment		
6.	Appointment of Auditors and fixing their remuneration		
Special Business			
7.	Appointment of Mr. Hideo Hatada as Director		
8.	Appointment of Mr. Vivek Chaand Sehgal as Non-Rotational Director		
9.	Re-appointment of Mr. Ashok Tandon as Whole time Director		
10.	Re-appointment of Mr. Dhruv Mehra as Whole Time Director		
11.	Approval of remuneration paid to Mr. Ramesh Dhar, Director of the Company		
12.	Approval for issue of Non-Convertible Debentures		

Signed this.....day of.....2017

Affix Revenue Stamp

Signature of shareholder/ Signature of Proxy holder(s)

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 a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of 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.