



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.

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

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

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extra Ordinary General Meeting of the members of Samvardhana Motherson International Limited is scheduled to be held at 12.30 P.M. on Tuesday, February 25, 2020 at 14th Floor, Plot No. 1, Sector- 127, Noida- Greater Noida Expressway, Noida-201301. U.P. to transact the following business as:

SPECIAL BUSINESS

1. AMENDMENT IN ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications the Board of Directors is authorised to accept as it may deem fit, approval of the members of the Company be and is hereby granted for amendment of existing set of Articles of Association of the Company by addition of the following Article as Article 105 A in Articles of Association of the company:

Article 105 A in Articles of Association of the company

“Any trust deed for securing Debentures may, if so arranged, provide for the appointment, by the trustees thereof or by the holders of Debentures, of some person or person(s) to be Director(s) of the Company in accordance with applicable law and the terms of such trust deed and may empower such trustees or holders of Debentures, from time to time, to remove and re-appoint any Director(s) so appointed. The Directors appointed under this Article are herein referred to as “Debenture Directors” and the term “Debenture Directors” means the Directors for the time being in office under this Article. The Debenture Director shall not be liable to retire by rotation or be removed by the Company. The trust deed executed between the Company and the relevant trustee may contain such ancillary provisions as may be arranged between the Company and such trustee or holders of Debentures and all such provisions shall have effect notwithstanding any of the other provisions herein contained.”

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

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

**Sd-
Sanjay Mehta
Director
(DIN: 03215388)
Place: Noida
Date: 30.01.2020**

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 & Secretarial Standard-2 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/HERSELF. 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 pursuant to Section 113 of the Companies Act, 2013 authorizing their representative(s) to attend and vote on their behalf at the Extra Ordinary 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.
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 Extra Ordinary General Meeting of the Company, 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 Linktime. The facility of voting through ballot paper, will also be made available at the EGM and the members attending the EGM who have not already cast their vote by e-voting shall be able to exercise their right at the EGM through ballot paper. Members who have

cast their vote by e-voting prior to the EGM may attend EGM 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 Extra Ordinary General Meeting at the registered office of the Company.
11. For the convenience of members, the route map of the venue of the meeting along with prominent land mark is depicted at the end of the Notice.
12. The Board of Directors has appointed Mr. Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates (CP No. 13700) failing him Ms. Priyanka, Partner of M/s Sanjay Grover & Associates (CP No. 16187), Practising Company Secretaries, as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in fair and transparent manner.
13. The voting period begins on 09.00 a.m. IST on February 22, 2020 and ends at 5.00 p.m. IST on February 24, 2020. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date February 18, 2020 may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter.
14. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
15. Members are requested to produce the enclosed attendance slip, duly signed as per the specimen signature recorded with the Company, for admission to the meeting hall. Members holding shares in dematerialised form are requested to bring their DP-ID and Client-ID numbers for easier identification for attendance at the meeting. Attendance slip, proxy form and route map showing directions to reach the venue is given at the end of this Notice.
16. Members desirous of getting any information on the accounts or operations of the Company are requested to forward their queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
17. Click on the EVSN for Samvardhana Motherson International Limited on which you choose to vote.
18. **Instructions for shareholders to vote electronically are as under:**

Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

4. Your User ID details are given below:
- Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:
If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or 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 depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security

Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.

8. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please contact Mr. Rajiv Ranjan, Assistant Vice President at Linkintime at C-101, 247 Park LBS Marg, Vikhroli West, Mumbai- 400078, Maharashtra or refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

**EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE EXTRA ORDINARY
GENERAL MEETING PURSUANT TO THE SECTION 102 OF COMPANIES ACT, 2013 &
SECRETARIAL STANDARD-2**

Item No. 1

The Board of Directors of the Company had approved allotment of 700 Rated Listed Secured Redeemable Non-Convertible Debentures of face value of Rs.1,00,00,000/- (Rupees One Crore only) each aggregating to Rs. 700,00,00,000 (Rupees Seven Hundred Crores Only) on private placement basis through Electronic Book Building Process of BSE Limited. Pursuant to the Debenture Trust Deed executed between the Company and Debenture Trustee for the purpose of issuance of Non-Convertible Debentures, the Company needs to amend its existing Articles of Association for adding a clause for appointment of Debenture Director who will be a nominee Director of Debenture Trustee.

The approval of members of the Company is required by way of a Special resolution for the proposed alteration(s) in the Articles of Association of the Company.

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

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

**Sd/-
Sanjay Mehta
Director
(DIN: 03215388)**

**Place: Noida
Date: 30.01.2020**

Registered office:

Unit 705, C Wing, ONE BKC,
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