

SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED

Regd. Off. 2nd Floor, F-7, Block B-1, Mohan Cooperative Industrial Estate, Mathura Road, Delhi -110044
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CIN No.: U74900DL2004PLC131118

POSTAL BALLOT NOTICE

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Companies
(Management and Administration) Rules, 2014]

Dear Shareholder(s),

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations, that the resolutions appended below for shifting of Registered Office of the Company from "National Capital Territory of New Delhi" to the "State of Maharashtra at Mumbai" is proposed to be passed by the Members through postal ballot / electronic voting (e-voting).

The explanatory statement pertaining to the aforesaid resolution setting out the material fact concerning item and the reason thereof is annexed hereto with the Postal Ballot Form for your consideration. The Board of Directors of the Company have appointed Mr. Abhishek Sethiya of M/s Abhishek Sethiya & Associates, Practising Company Secretaries, FCS-7856 and COP-14237 as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot in this Postal Ballot Notice include votes received electronically (e-voting). For this purpose, the Company has engaged the services of Central Depository Services India Ltd. ("CDSL") to provide e-voting facility to the members of the Company.

RESOLUTION

ITEM NO. 1. SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM "NATIONAL CAPITAL TERRITORY (NCT) OF NEW DELHI" TO THE "STATE OF MAHARASHTRA AT MUMBAI"

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

"**RESOLVED THAT** pursuant to the provisions of Section 12, 13, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force), and subject to approval of the Central Government power delegated to Regional Director and such other approvals, permissions and sanction, as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded to shift the Registered Office of the Company from "National Capital Territory (NCT) of New Delhi" to the "State of Maharashtra at Mumbai" and that Clause-II of the Memorandum of Association of the Company be accordingly substituted by the following clause:

"II. The Registered Office of the Company will be situated in the State of Maharashtra. i.e. within the Jurisdiction of Registrar of Companies Maharashtra at Mumbai."

RESOLVED FURTHER THAT upon confirmation of the resolution by the Regional Director, Northern Region, the Registered Office of the Company be shifted from the "National Capital Territory (NCT) of New Delhi" to such place in the "State of Maharashtra at Mumbai" as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised to agree and to make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter."

Registered Office:
2nd Floor, F-7, Block B-1,
Mohan Co-operative Industrial Estate,
Mathura Road, New Delhi – 110044

By Order of the Board

Place : Noida
Date : 08th April, 2016

Sd/-
Vivek Chaand Sehgal
Director (DIN: 00291126)

NOTES:

1. A statement pursuant to Section 102 (1) and other applicable provision of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot notice is being sent to all the Members, whose names would appear in the Register of Members /List of Beneficial owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 29th April, 2016.
3. Members, whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 29th April, 2016 will be considered for the purpose of voting / e-voting.
4. The Board of Directors have appointed Mr. Abhishek Sethiya of M/s Abhishek Sethiya & Associates, Company Secretaries (FCS- 7856 and COP- 14237) as Scrutinizer for conducting the Postal Ballot and e- voting process in fair and transparent manner.
5. Resolution passed by the Members through postal ballot is deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
7. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to smil@motherson.com, the Registrar and Transfer Agents / Company shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.
8. In compliance with Section 108, 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting facility provided by CDSL. The instructions for electronic voting are annexed to this Notice.
9. A Member cannot exercise his / her vote through proxy on postal ballot.
10. Members desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballots, if sent by Courier or by Registered Post/ speed post at the expense of the registered Member will also be accepted. The Envelope may also be deposited personally at the address given thereon. However the Envelope of the **Postal Ballot should reach the Company not later than the close of working hours (05.30 P.M. IST) on Friday, 10th June, 2016**. If the ballots are received thereafter they shall be treated as no reply has been received from the members.
11. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of the Notice upto the date of declaration of the results of the Postal Ballot.
12. **Voting through electronic means**

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended up to date, the Company is pleased to offer remote e-voting facility as an alternative to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with CDSL for facilitating e- voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. It is hereby clarified that E-Voting is not mandatory for a member and member may avail of the facility at his/ her/ its discretion. The e-voting facility is available at the link <https://www.evotingindia.com>

The instructions for shareholders voting electronically are as under:

- (I) The voting period begins on May 12th, 2016 at 09.00 A.M. and ends on June 10th, 2016 at 5.30 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., April 29th, 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- Login".
- (iv) Now Enter your User ID and password
 - 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 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) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name- Samvardhana Motherson International Limited> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) 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.
- (xix) 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.

13. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny of postal ballot as well as remote e-voting on Monday, 13th June, 2016. The result would be declared and displayed at the Registered / Corporate Office of the Company on 13th June, 2016 and intimated to Depository, Registrar and Share Transfer Agent and displayed along with the Scrutinizer's report on the Company's website www: smil.co.in and shall also be communicated to BSE Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT')

ITEM NO. 1

Presently, the Company's Registered Office is located at "National Capital Territory of New Delhi". The Board of Directors of your Company at their meeting held on 8th April, 2016 has decided to shift the Registered Office from the "National Capital Territory of New Delhi" to the "State of Maharashtra at Mumbai" to carry on the business of the Company more economically and efficiently and with better operational convenience and to explore the business opportunity available in the market.

Further head office of key regulatory bodies such as Reserve Bank of India, SEBI, Stock Exchanges having head offices in Mumbai, it will facilitate smooth and regular interface with the key regulatory bodies.

This will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders.

As per provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, such shifting of Registered Office requires the Company to alter Memorandum of Association of the Company and to obtain necessary approval of the Shareholders by way of special resolution through Postal Ballot.

The Board recommends the Resolution as set out above for approval of the members as special Resolution.

None of the Director, Key Managerial Personnel of the Company and their relatives is concerned or interested whether financial or otherwise in the resolution except as members of the Company.

Registered Office:

2nd Floor, F-7, Block B-1,
Mohan Co-operative Industrial Estate,
Mathura Road, New Delhi – 110044

Place : Noida
Date : 08th April, 2016

By Order of the Board

Sd/-
Vivek Chaand Sehgal
Director (DIN: 00291126)