

SONA KOYO STEERING SYSTEMS LIMITED

(CIN : L29113DL1984PLC018415)

Regd.Off.- UGF-6, Indra Prakash

21, Barakhamba Road, New Delhi 110 001.

Tel.No. - 011-23311924, 23327205

Email - investorgrievance@sonagroup.com

Website - www.sonakoyosteering.com

NO GIFT COUPONS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING

NOTICE

Notice is hereby given that the Thirtieth Annual General Meeting of the Members of Sona Koyo Steering Systems Limited will be held as under:

Day : Tuesday
Date : 23rd September, 2014
Time : 3:00 P.M.
Venue : Air Force Auditorium
Subroto Park
New Delhi 110 010

to transact the following business:

ORDINARY BUSINESS

- 1) To receive, consider and adopt the audited Statement of Profit & Loss for the year ended 31st March, 2014, the Balance Sheet as at that date and the Reports of Directors and Auditors thereon.
- 2) To declare dividend for the year ended 31st March, 2014.
- 3) To appoint a Director in place of Mr. Kazuhiko Ayabe (holding DIN 02917011), who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To appoint Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT M/s. S.P. Puri & Co., Chartered Accountants (ICAI Registration No. 001152N), the retiring Auditors of the Company be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 33rd Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS

5. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**
"RESOLVED that Mr. Hidekazu Omura (holding DIN 06865724), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th May, 2014, in terms of Section 161(1) of the Companies Act, 2013 and Article 108 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."

6. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED that Mr. Prasan Abhaykumar Firodia (holding DIN 00029664), who was appointed as an Independent Director of the Company to fill the casual vacancy caused due to the resignation of Mr. B.L. Passi, by the Board of Directors with effect from 1st August, 2014, in terms of Section 161(4) of the Companies Act, 2013 and Article 107 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 22nd September, 2019."

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Ravi Bhoothalingam (holding DIN 00194530), Director of the Company, who retires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 22nd September, 2019."

8. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Prem Kumar Chadha (holding DIN 00245680), Director of the Company, who retires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 22nd September, 2019."

9. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of

the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Ramesh Suri (holding DIN 00176488), Director of the Company, who retires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 22nd September, 2019."

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

"**RESOLVED** that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Lt. Gen.(Retd.) Shamsheer Singh Mehta (holding DIN 02201929), Director of the Company, who retires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 22nd September, 2019."

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

"**RESOLVED** that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Ramni Nirula (holding DIN 00015330), Director of the Company, who retires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 22nd September, 2019."

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and subject to such sanctions as may be necessary, the consent of the Company be and is hereby accorded to the reappointment of Mr. Sunjay Kapur as Managing Director of the Company for a further period of three (3) years with effect from 22nd October, 2014 on the terms and conditions including as to remuneration set out in the draft agreement submitted to this meeting and initialed by the Chairman of the meeting for the purpose of identification, which agreement is specifically

sanctioned with liberty to the Board of Directors to alter and vary the terms and conditions, including as to remuneration, for the said reappointment and / or agreement in such manner as may be agreed between the Board of Directors and Mr. Sunjay Kapur, Managing Director of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and subject to such sanctions as may be necessary, the consent of the Company be and is hereby accorded to the payment of minimum remuneration to Mr. Sunjay Kapur as Managing Director of the Company during the financial year 2013-14 within the overall remuneration approved by the Board and Shareholders of the Company in their meetings held on 28th April, 2011 and 2nd August, 2011 respectively read with the Board Resolution dated 18th December, 2013.

RESOLVED FURTHER THAT all acts done in terms of the above resolution by and with the authority of the Board of Directors be and are hereby confirmed and ratified."

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 3,00,000/- (Rupees three lacs only), plus service tax as applicable and reimbursement of actual travel and out of pocket expenses, to be paid to M/s. Gurdeep Singh & Associates, Cost Auditors of the Company, for the financial year 2014-15, be and is hereby ratified."

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

"**RESOLVED THAT** in supersession of the ordinary resolution passed by the members in the Twenty Seventh Annual General Meeting of the Company held on 2nd August, 2011 and pursuant to Section 180 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to the Board of Directors to borrow from time to time, monies for the purposes of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) will exceed the aggregate of the Paid Up Capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount

of the monies borrowed at any time shall not exceed ₹ 500 Crores."

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

"RESOLVED THAT consent of the Company be and is hereby accorded under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 to mortgaging and / or charging by the Board of Directors of the Company of all or any part of immovable and movable properties of the Company, wheresoever situated, present and future, of every nature and kind whatsoever and / or the whole of the undertaking of the Company in favour of the State Bank of India to secure:

ON FIRST PARI-PASSU CHARGE BASIS TO :

- 1) Corporation Bank for its rupee term loan of ₹1550 million;
- 2) Corporation Bank for its rupee term loan of ₹ 400 million;
- 3) EXIM Bank for its rupee term loan of ₹ 300 million.
- 4) Indian Bank for its rupee term loan of ₹ 300 million.
- 5) Allahabad Bank for its rupee term loan of ₹ 300 million.
- 6) Standard Chartered Bank for its external commercial borrowing of USD 4 million.
- 7) Standard Chartered Bank for its external commercial borrowing of USD 5 million.
- 8) State Bank of India for its corporate loan of ₹ 300 million.
- 9) Indusind Bank for its term loan of ₹ 300 million.
- 10) Standard Chartered Bank for its external commercial borrowing of USD 6 million.
- 11) State Bank of Hyderabad for its short term corporate loan of ₹ 100 million.

ON SECOND PARI-PASSU CHARGE BASIS TO :

- 1) State Bank of India for its working capital facilities of ₹ 300 million
- 2) State Bank of Hyderabad for its working capital facilities of ₹ 183.50 million.
- 3) Standard Chartered Bank for its working capital facilities of ₹ 275 million.
- 4) Standard Chartered Bank for its export finance facility of USD 4 million.
- 5) Yes Bank for its pre-shipment credit facility of ₹ 100 million.
- 6) Corporation Bank for its working capital facilities of ₹ 180 million.
- 7) Kotak Mahindra Bank Limited for its working capital Facilities of ₹ 100 million.

together with the interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, cost, charges, expenses and other monies payable by the Company to the above lenders under the respective heads of agreement/loan agreement / subscription agreement/ credit facility agreement / letter of sanction/ memorandum of terms and conditions, entered into

/ to be entered into by the Company in respect of the said facilities.

RESOLVED FURTHER THAT mortgage / charges created/ to be created and / or all agreements / documents executed / to be executed and all acts done in terms of the above resolution by and with the authority of the Board of Directors are hereby confirmed and ratified."

Place : **Registered Office :** By Order of the Board
 UGF-6, Indraprakash
 21, Barakhamba Road
 New Delhi - 110 001
 Dated : 1st August, 2014 President & Company Secretary

NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING. A Proxy form is sent herewith. Proxies submitted on behalf of companies, societies, etc. must be supported by appropriate resolution / authority, as applicable.
- 2) A 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.
- 3) For security reasons, briefcases, transistors, bags, tiffin boxes, cameras, binoculars, eatable etc. will not be allowed to be taken inside the Meeting Hall.
- 4) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 18th September, 2014 to Tuesday, the 23rd September, 2014 (both days inclusive).
- 5) Dividend to Shareholders, as recommended by the Directors for the year ended 31st March, 2014, when declared at the meeting, will be paid:
 - i) to those members whose names appear in the Register of Members of the Company, after giving effect to all valid share transfers in physical form lodged with the Company or its Registrars on or before Wednesday, the 17th September, 2014; and
 - ii) in respect of shares held in electronic form, to those "beneficiaries" whose names appear on the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), at the end of business hours on Wednesday, the 17th September, 2014.

Non Resident Indian Shareholders having NRE Account in any scheduled bank are requested to intimate the same to the Company immediately for remittance of dividend.

The dividend on Equity Shares, if declared at the meeting, will be credited / dispatched between 29th September, 2014 and 8th October, 2014.

- 6) In order to provide protection against fraudulent encashment of dividend warrants, shareholders holding shares in physical form are requested to intimate the Company under the signature of the Sole/First joint holder, the following information which will be used by the Company for dividend payments:

- i) Name of Sole/First joint holder and Folio No.
- ii) Particulars of Bank Account viz.:
 - Name of the Bank
 - Name of Branch
 - Branch Code
 - Complete address of the Bank with Pin Code Number
 - Account type, whether Savings Bank (SB) or Current Account (CA)
 - Bank Account number allotted by the Bank

In case of Shareholders holding shares in electronic form, Bank account details provided by the Depository Participants (DPs) will be used by the Company for printing on dividend warrants. Shareholders who wish to change such bank accounts may advise their DPs about such change with complete details of Bank Account including MICR Code.

- 7) **As per the provisions of Clause 5A of the Listing Agreement (introduced vide SEBI circular dated 16/12/2010) the unclaimed Equity Shares of ₹ 1/- each have been dematerialized and transferred to "Unclaimed Suspense Account". The members who are still holding Equity Shares of the Face Value of ₹ 10/- or ₹ 2/- each, are requested to surrender the respective Share Certificate(s) to the Company or to its Registrar and Transfer Agent viz. M/s. Karvy Computershare Private Limited, to enable the Company to issue the Equity Shares of the Face Value of ₹ 1/- each.**

- 8) i) The unclaimed dividends up to financial year 1994-95 have been transferred to the General Revenue Account of the Central Government in terms of the provisions of Section 205A of the Companies Act, 1956. Those shareholders who have so far not claimed their dividend for the financial year up to 1994-95 may claim their dividend from the Registrar of Companies, NCT of Delhi and Haryana, by submitting an application in the prescribed form.
- ii) The unclaimed dividend for the years from 1995-96 to 2005-06 have been transferred to the Investor Education and Protection Fund (the Fund) established by the Central Government in terms of the provisions of Section 205C of the Companies Act, 1956.
- iii) Those members who have yet not encashed dividend warrants for the financial year 2006-07 to 2012-13 may return the time barred dividend warrants or write to the Company to issue demand draft.
- iv) Pursuant to the provisions of Section 124 (5) of the Companies Act, 2013, dividend for the financial year 2006-07 and thereafter which remain unclaimed for a period of 7 (seven) years will be transferred to Investor Education and Protection Fund (the Fund) established by the Central Government under Section 205C of the Companies Act, 1956. **Unclaimed Equity Dividend for the financial year 2006-07 will become due for transfer to the Fund on 17th August, 2014.**
- 9) Members holding Equity Shares in physical form are requested to promptly notify change in their address/

bank details, if any, quoting the Folio Number(s), to the Company's Registered Office or M/s. Karvy Computershare Private Limited, the Registrar and Transfer Agent.

Members holding shares in electronic form are hereby informed that the address / bank details registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the members holding shares in electronic form for any change of address / bank details or bank mandates. Such changes are to be advised only to the Depository Participant of the members.

- 10) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form are required to submit their PAN details to the Company / M/s. Karvy Computershare Private Limited, the Registrar and Transfer Agent.
- 11) All the queries related to Accounts must be sent to the Company before 16th September, 2014.
- 12) As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members / Proxy holders are requested to bring their attendance slip along with copy of the Annual Report to the meeting.
- 13) Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID and Client ID Nos. for easy identification of attendance at the meeting.
- 14) In terms of the "Green Initiative in Corporate Governance" undertaken by the Ministry of Corporate Affairs, electronic copy of the Annual Report, including Notice of the Annual General Meeting, is being sent to all the Members whose e-mail IDs are registered with the Company / Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For members, who have still not registered their e-mail IDs, physical copies of the Annual Report is being sent in the permitted mode. However, such Members are requested to register their e-mail addresses, in respect of shares held in electronic mode, with their Depository Participant and in respect of the shares held in physical mode, with the Company/ M/s Karvy Computershare Pvt. Ltd., the Registrar and Transfer Agent.
- 15) Members may note that the Notice of the Annual General Meeting and the Annual Report 2014 will also be available on the Company's website www.sonakoyosteering.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi.
- 16) **Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, members have been provided with the facility to cast their votes electronically, through the e-voting services provided by KARVY, on all resolutions set forth in this Notice. Notice of the 30th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent to all the members

whose email IDs are registered with the Company/ Depository Participant (s) for communication purposes through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 30th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.

The instructions for e-voting are as under:

- i) Use the following URL for e-voting:
<https://evoting.karvy.com>
- ii) Enter the login credentials i.e., user id and password mentioned below:
User – ID for members holding shares in Demat Form:-
a) For NSDL :- 8 characters DP ID followed by 8 digits Client ID
b) For CDSL :- 16 digits beneficiary ID

For members holding shares in Physical Form:-
User Id - Event no. followed by Folio Number registered with the Company.

Password - As e-mailed. In case of shareholders who have not registered their e-mail addresses, their password has been communicated in the physical form sent to them.

Captcha - Enter the Verification code i.e., enter the alphabets and numbers in the exact way as they are displayed for security reasons.
- iii) After entering the details appropriately, click on LOGIN.
- iv) You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$ etc.). The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the EVENT i.e., SONA KOYO STEERING SYSTEMS LIMITED.
- vii) On the voting page, the number of shares as held by the shareholder as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution then enter all shares and click "FOR" / "AGAINST" as the case may be. You may enter any number of equity share, fully or partially, in "FOR" and / or in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option "ABSTAIN" in case you wish to abstain from voting. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii) Shareholders holding multiple folios/demat account shall choose the voting process separately for each folio/demat account.

- ix) Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- x) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at sona.scrutinizer@karvy.com with a copy marked to evoting@karvy.com.
- xi) The e-voting period commences on Monday, 15th September, 2014 (9.00 a.m. IST) and ends on Wednesday, 17th September, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Thursday, the 14th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by KARVY for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently. Further, the shareholders who have cast their vote electronically shall not be able to cast their vote by way of poll at the Annual General Meeting.
- xii) The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on Thursday, 14th August, 2014.
- xiii) In case of any queries, you may refer the frequently asked questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at 040 44655178 or at 1800 345 4001 (toll free).
- xiv) The results of e-voting will be placed by the Company on its website: www.sonakoyosteering.com within two days of the AGM and also communicated to the stock exchanges, where the shares of the Company are listed.
- xv) The resolutions proposed will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.
- xvi) Mr. R.P. Tulsian, Practicing Company Secretary (Membership No. FCS 2953) has been appointed as the Scrutinizer to scrutinize the e-voting process.

In terms of Clause 35 B of the Listing Agreement, those members, who do not have access to e-voting facility, may send their assent or dissent in writing on the Ballot Form sent along with this AGM Notice so as to reach the Scrutinizer at the address- Mr. R.P. Tulsian, Practicing Company Secretary, (Membership No. FCS 2953), C/o Karvy Computershare Pvt. Ltd., Unit : Sona Koyo Steering Systems Ltd., Plot No. 17-24, Vithal Rao Nagar, Madhapur, Hyderabad – 500 081 on or before September 17, 2014. Any Ballot Form received after this date will be treated as if the reply from the member has not been received.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.

Resolution No. 5

Mr. Hidekazu Omura is a non-executive director of the Company nominated by JTEKT Corporation, the Financial

and Technical Collaborator of the Company. He was appointed as an additional director of the Company on 30th May, 2014 pursuant to Article 108 of the Articles of Association of the Company.

Mr. Omura did his graduation (Bachelor of Business Administration) from Kwansei Gakuin University in 1981. Mr. Omura joined Koyo Seiko Co., Ltd. (currently known as 'JTEKT Corporation') in the year 1981 and was assigned to Personnel Department. After being promoted to Assistant General Manager in 2000, he was given the responsibility of Secretary's Department. In 2004, he was promoted as General Manager of Secretary's Department and later he also worked in Administration Department and Corporation Planning Department. In the year 2010, Mr. Omura was made Managing Officer in charge of various departments viz. Corporate Planning Department, Personnel Department, General Administration Department, Secretary's Department, Public Relations Department, Compliance Promotion Department, TQM Promotion Department and Technical Training Center. In 2014, Mr. Omura was elevated to the position of Executive Managing Officer and assigned the responsibility of Indian Region. Mr. Omura is Managing Director of Koyo Bearings India Private Limited and Director of Toyoda Micromatic Machinery India Limited. He does not hold any Equity Shares of the Company.

In terms of the Provisions of Section 161 (1) of the Companies Act, 2013, Mr. Omura holds office as Director only up to the date of the ensuing Annual General Meeting. As required by Section 160 of the Act, a notice has been received from member of the Company signifying his intention to propose the appointment of Mr. Omura as Director of the Company. Keeping in view Mr. Omura's rich experience and knowledge, the Board considers it desirable that the Company should continue to avail the benefit of his expertise.

Except Mr. Hidekazu Omura, being the appointee, none of the directors and/or key managerial personnel of the Company and their relatives is in any way, concerned or interested financially or otherwise in the resolution pertaining to his appointment. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

The resolution is accordingly recommended for members' approval.

Resolution No. 6

Mr. Prasan Abhaykumar Firodia is a non-executive director of the Company. He was appointed as an independent director of the Company on 1st August, 2014 pursuant to Article 107 of the Articles of Association of the Company, to fill the casual vacancy caused due to the resignation of Mr. B. L. Passi. Mr. Passi would have been due to retire at this Annual General Meeting, had he continued in the office of the Director of the Company. Since Mr. Firodia was appointed to fill the casual vacancy caused due to the resignation of Mr. Passi, he shall pursuant to the provisions of Section 161(4) of the Companies Act, 2013 retire at this Annual General Meeting.

As required by Section 160 of the Act, a notice along with a deposit of Rs. 1,00,000/- has been received from a member of the Company signifying his intention to propose the appointment of Mr. Firodia as Director of the Company. Keeping in view of Mr. Firodia's rich experience and knowledge, the Board considers it desirable that the Company should continue to avail the benefit of his expertise.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Firodia, being eligible and offering himself for reappointment, is proposed to be appointed as an independent director for five consecutive years for a term up to 22nd September, 2019.

Mr. Firodia is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Directors. The Company has also received declaration from Mr. Firodia that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Copy of the draft letter of appointment of Mr. Firodia as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day, excluding Saturdays and Sundays.

Mr. Firodia, Managing Director of Force Motors since 2009, is a talented young leader with an insight to establish success in the auto industry. Mr. Firodia is a graduate in Business Administration from the European Business School and Regents College, London, UK. After completing his education, he joined Jaya Hind Industries (a group company) in 2002 as Director Operations. Jaya Hind Industries has climbed the ladder of success under his dynamic leadership, and has won the "Best Foundry in India- Large Sector" Award for two consecutive years; 2008 and 2010. Under his leadership, Force Motors has entered into the field of personal vehicles with Force One, multiple variants of which are in the anvil. The launch of the Extreme Off-Roader Gurkha is the newest addition to the Personal Vehicles Division. Mr. Firodia is the Trustee and President of the Aluminum Casters Association of India (ALUCAST), and is on the executive committee of SIAM. He is also actively involved in Shri Firodia Trust's various philanthropic social causes including setting up and funding hospitals, and educational institutions for the underprivileged in rural India.

Mr. Firodia is Managing Director of Force Motors Limited and Jaya Hind Industries Limited and directors of Jaya Hind Montupet Private Limited, Jaya Hind Investments Private Limited, Prasanna Holdings Private Limited, Ahmednagar Engineering Private Limited and Dhanna Engineering Private Limited. Mr. Firodia does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Board considers that continued association of Mr. Firodia may be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Firodia as an independent director. Accordingly, the Board recommends the resolution in relation to Mr. Firodia.

Except Mr. Prasan Abhaykumar Firodia, being the appointee, none of the directors and/or key managerial personnel of the Company and their relatives is in any way, concerned or interested financially or otherwise in the resolution pertaining to his appointment. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

The resolution is accordingly recommended for members' approval.

Resolution No. 7

Mr. Ravi Bhoothalingam is a non-executive independent director of the Company. He joined the Board of Directors of the Company in March, 2002. Mr. Bhoothalingam is the Chairman of the Audit Committee and a member of the Nomination and Remuneration Committee of the Company.

Mr. Bhoothalingam is Founder and Chairman of Manas Advisory, a Consultancy practice focusing on Leadership Coaching and India-China business and cultural relations. Until 30th June 2001 he was President of The Oberoi Group of Hotels and in this capacity responsible for the operations of the Group worldwide. Prior to joining The Oberoi Group, he was Head of Personnel Worldwide with BAT plc, U.K, Managing Director of VST Industries Ltd. and Director ITC Limited. Currently, he is a Fellow of the Royal Geographical Society, London and an Honorary Fellow of the Institute of Chinese Studies, Delhi.

Mr. Bhoothalingam is a Director on the Board of Dr. Reddy's Laboratories Limited. He is also member of Audit Committee, Management Committee, Shareholders' Grievance Committee, Investment Committee and Nomination, Governance and Compensation Committee of Dr. Reddy's Laboratories Limited.

Mr. Bhoothalingam does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Bhoothalingam is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Bhoothalingam, being eligible and offering himself for reappointment, is proposed to be appointed as an independent director for five consecutive years for a term up to 22nd September, 2019.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. Ravi Bhoothalingam for the office of independent director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Mr. Bhoothalingam is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from Mr. Bhoothalingam that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Copy of the draft letter of appointment of Mr. Bhoothalingam as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day, excluding Saturdays and Sundays.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Bhoothalingam as an independent director. Accordingly, the Board recommends the resolution in relation to Mr. Bhoothalingam.

Except Mr. Ravi Bhoothalingam, being the appointee, none of the directors and/or key managerial personnel of the Company and their relatives is in any way, concerned or interested financially or otherwise in the resolution pertaining to his appointment. This explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

The resolution is accordingly recommended for members' approval.

Resolution No. 8

Mr. Prem Kumar Chadha is a non-executive independent director of the Company. He joined the Board of Directors of the Company in March, 2002. Mr. Chadha is the Chairman of the Nomination and Remuneration Committee and a member of the Audit Committee, Risk Management Committee and Corporate Social Responsibility Committee of the Company.

Mr. Chadha is a Management Consultant with clients in Indonesia, Thailand, Japan and India. He retired in November, 1998 from Unilever N.V. Rotterdam, where he was holding the position of Senior Vice President Manufacturing and Supply Chain. He worked with Unilever Companies for over 36 years in India, UK, Japan and the Netherlands. He was on the Board of Hindustan Lever Ltd. from 1980-1985. He functioned as Technical Director of Unilever's subsidiary in Japan for 6 years and as Head of Technology worldwide with Unilever at the Corporate Headquarters in the Netherlands.

Mr. Chadha is a Director on the Boards of SOWIL Limited and Archies Limited. He is also member of Audit Committee of Archies Limited.

Mr. Chadha holds 15,000 Nos. of Equity Shares of the Company by himself.

Mr. Chadha is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Chadha, being eligible and offering himself for reappointment, is proposed to be appointed as an independent director for five consecutive years for a term up to 22nd September, 2019.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. Chadha for the office of independent director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Mr. Chadha is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from Mr. Chadha that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Copy of the draft letter of appointment of Mr. Chadha as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day, excluding Saturdays and Sundays.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Chadha as an independent director. Accordingly, the Board recommends the resolution in relation to Mr. Chadha.

Except Mr. Prem Kumar Chadha, being the appointee, none of the directors and/or key managerial personnel of the Company and their relatives is in any way, concerned or interested financially or otherwise in the resolution pertaining to his appointment. This explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

The resolution is accordingly recommended for members' approval.

Resolution No. 9

Mr. Ramesh Suri is a non-executive independent director of the Company. He joined the Board of Directors of the Company in October, 2006.

Mr. Suri possesses vast experience in automobile suppliers manufacturing industry. He is the Chairman of Subros Limited, India's first automotive air-conditioning Company and at

present is the largest automotive air-conditioning system manufacturer in the country. He is the Promoter Director of Bharat Hotels Ltd. India's fastest growing private hotel company, having 17 top line luxury properties with more than 3600 rooms, all under "The Lalit" banner. He is also the President of Step by Step Schools having more than 2400 children. He is also recipient of Certificate of Special Congressional Recognition for outstanding and invaluable service to the community by member of Congress, USA. Mr. Suri is also the Past Chairman (Northern Region) of Automotive Components Manufacturers Association of India (ACMA), Past Chairman of Confederation of Indian Industry (CII) Uttar Pradesh State Council and Member, Confederation of Indian Industry CII Northern Regional Council.

Mr. Suri is a Director on the Boards of Bharat Hotels Limited, Subros Limited, Rohan Motors Limited, Prima Telecom Limited, Prime Cellular Limited, Jyoti Limited, Apollo Zipper India Limited Fibcom India Limited, Global Autotech Limited in addition to several other private limited companies. He is also member of the Audit Committee of Prima Telecom Limited, Prime Cellular Limited, Fibcom India Limited, Global Autotech Limited and also Shareholders Grievance Committee of Subros Limited and Bharat Hotels Limited.

Mr. Suri does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Suri is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Suri, being eligible and offering himself for reappointment, is proposed to be appointed as an independent director for five consecutive years for a term up to 22nd September, 2019.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. Suri for the office of independent director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Mr. Suri is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from Mr. Suri that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Copy of the draft letter of appointment of Mr. Suri as an independent director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day, excluding Saturdays and Sundays.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Suri as an independent director. Accordingly, the Board recommends the resolution in relation to Mr. Suri.

Except Mr. Ramesh Suri, being the appointee, none of the directors and/or key managerial personnel of the Company and their relatives is in any way, concerned or interested financially or otherwise in the resolution pertaining to his appointment. This explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

The resolution is accordingly recommended for members' approval.

Resolution No. 10

Lt. Gen. (Retd.) Shamsher Singh Mehta is a non-executive independent director of the Company. He joined the Board of Directors of the Company in April, 2008. Lt. Gen. (Retd.) Mehta is the Chairman of the Risk Management Committee and a member of the Audit Committee of the Company.

Commissioned into the Army in 1962, Lt. Gen. (Retd.) Mehta led the only tank column to reach Dacca during the 1971 War for the Liberation of Bangladesh. During his 41 years of service he has held numerous command and staff assignments. Before retiring from the Army in January 2004 he held the prestigious appointment of General Officer Commanding in Chief, Western Command. He was the Director General of Confederation of Indian Industry from May 2006 to April, 2008 and was a Member of the National Security Advisory Board from 2004 to 2006. He is on the board of the Indian Council of World Affairs, and a Trustee of the Tribune Trust. He is a visiting speaker on 'Strategy' and 'Leadership' within and outside the Armed Forces.

Lt. Gen.(Retd.) Mehta is a Director on the Boards of JTEKT Sona Automotive India Limited, Religare Health Insurance Company Limited and Religare Invesco Trustee Company Pvt. Ltd. He is also member of Audit Committee of all these companies. He is also member of Remuneration Committee of JTEKT Sona Automotive India Ltd. and Investor Services Committee of Religare Invesco Trustee Company Pvt. Ltd.

Lt. Gen.(Retd.) Mehta does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Lt. Gen.(Retd.) Mehta is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Lt. Gen.(Retd.) Mehta, being eligible and offering himself for reappointment, is proposed to be appointed as an independent director for five consecutive years for a term up to 22nd September, 2019.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of Lt. Gen.(Retd.) Mehta for the office of independent director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Lt. Gen.(Retd.) Mehta is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from Lt. Gen.(Retd.) Mehta that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Copy of the draft letter of appointment of Lt. Gen.(Retd.) Mehta as an independent director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day, excluding Saturdays and Sundays.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Lt. Gen.(Retd.) Mehta as an independent director. Accordingly, the Board recommends the resolution in relation to Lt. Gen.(Retd.) Mehta

Except Lt. Gen.(Retd.) Shamsher Singh Mehta, being the appointee, none of the directors and/or key managerial personnel of the Company and their relatives is in any way, concerned or interested financially or otherwise in the

resolution pertaining to his appointment. This explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

The resolution is accordingly recommended for members' approval.

Resolution No. 11

Mrs. Ramni Nirula is a non-executive independent director of the Company. She joined the Board of Directors of the Company in November, 2011. Mrs. Nirula is a member of the Audit Committee and Corporate Social Responsibility Committee of the Company.

Mrs. Nirula retired as Senior General Manager of ICICI Bank Limited. She has more than three decades of experience in the financial services sector, beginning her career with the erstwhile ICICI Limited in 1976 in the project appraisal division. Since then she has held various leadership positions in areas of project financing, strategy, planning & resources and corporate banking. Mrs. Nirula also held key position as Managing Director & CEO of ICICI Securities Limited, the investment banking arm of ICICI Bank Limited. Mrs. Nirula also headed the corporate banking group for ICICI Bank, corporate banking business is the largest business stream of ICICI Bank covering multi-national corporate in India, large Indian Corporates and public sector undertakings. Mrs. Nirula is currently associated with IKP Trust as an advisor and key management team member. Mrs. Nirula is a Director on the Boards of Jubilant Food Works Limited, Usha Martin Ltd., P. I. Industries Limited, Mcleod Russel India Ltd., Avantha Power & Infrastructures Ltd., Eveready Industries India Ltd., Utkarsh Micro Finance Pvt. Ltd., Goldman Sachs Trustee Company India Pvt. Ltd. etc. She is also member of Audit Committee of Jubilant Food Works Ltd., Avantha Power and Infrastructure Ltd., Eveready Industries India Ltd., Goldman Sachs Trustee Company India Pvt. Ltd. She is also member of Share Transfer & Grievance Committee of Jubilant Food Works Limited and P. I. Industries Limited.

Mrs. Nirula does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

Mrs. Nirula is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mrs. Nirula, being eligible and offering herself for reappointment, is proposed to be appointed as an independent director for five consecutive years for a term up to 22nd September, 2019.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of Mrs. Ramni Nirula for the office of independent director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Mrs. Nirula is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has also received declaration from Mrs. Nirula that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Copy of the draft letter of appointment of Mrs. Nirula as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays and Sundays.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Nirula as an Independent Director. Accordingly, the Board recommends the resolution in relation to Mrs. Nirula.

Except Mrs. Ramni Nirula, being the appointee, none of the Directors and/or Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested financially or otherwise in the resolution pertaining to her appointment. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

The resolution is accordingly recommended for members' approval.

Resolution No. 12

Mr. Sunjay Kapur was appointed as Managing Director of the Company by the Board of Directors with effect from 22nd October, 2008 for a period of 3 years. The said appointment of Mr. Sunjay Kapur as Managing Director was further renewed for a period of three years effective from 22nd October, 2011. The tenure of the said appointment of Mr. Sunjay Kapur is expiring on 21st October, 2014.

Keeping in view the contributions made by Mr. Sunjay Kapur during his tenure as Managing Director of the Company as well as the recommendation of the Remuneration Committee of Directors, the Board of Directors in their meeting held on 30th May, 2014 have approved the reappointment of Mr. Sunjay Kapur as Managing Director of the Company for a further period of three (3) years, with remuneration, with effect from 22nd October, 2014, on the revised terms and conditions, subject to the approval of the shareholders and such sanction(s) as may be necessary.

Mr. Sunjay Kapur did his schooling from Doon School, India. Following which he attended the Williston Northampton School, Easthampton in MA, USA. Mr. Sunjay Kapur graduated with a BBA from The University of Buckingham, UK. He has also done a programme on "Growth in the Family Enterprise", at the Indian School of Business – University of Pennsylvania (Wharton). In addition to that, he was the class of 2006 of "The Birthing of Giants" At MIT, USA. Mr. Sunjay Kapur is enrolled in the OPM Programme at the Harvard Business School. He has over 18 years of experience in Automotive Components Manufacturing and Engineering Design Industry. Mr. Sunjay Kapur had worked with TRW, USA, a world renowned name in Automotive Industry. In TRW, USA he had gained experience by working on Shop Floor and was exposed to real problems faced by a worker working on the Shop Floor. Mr. Sunjay Kapur was the Global Chairman of The Entrepreneurs' Organization (EO) 2007-2008, formerly known as Young Entrepreneur Organization. Mr. Sunjay Kapur has been given "Most Promising Entrepreneur Award for Outstanding & Exemplary Achievements in Entrepreneurship" in December, 2009 by Enterprise Asia & the organizing committee of the Asia Pacific Entrepreneurship Awards 2009.

Mr. Sunjay Kapur is a Director on the Board of JTEKT Sona Automotive India Limited, Sona Fuji Kiko Automotive Limited, Sona Autocomp Holding Limited, Sona BLW Precision Forgings Limited, Sona e-Design & Technologies Limited, BRS Finance & Investment Co. Pvt. Ltd., Automotive Component Manufacturers Association of India and Sona BLW Prazisionsschmiede GmbH, Germany. He is also member of Audit Committee and Renuneration Committee of JTEKT Sona Automotive India Limited, Sona Fuji Kiko Automotive Limited, and Sona BLW Precision Forgings Limited. Mr. Sunjay Kapur holds 3,300 nos. of equity shares of the Company by himself.

Pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the

Companies Act, 2013, the approval of the members is now being sought for the reappointment of Mr. Sunjay Kapur as Managing Director, with remuneration, for a further period of three (3) years with effect from 22nd October, 2014 on the terms and conditions as embodied in the draft Agreement (a copy whereof shall be placed before the members) referred to in the resolution. The extracts of the aforesaid draft Agreement to be executed between the Company and Mr. Sunjay Kapur are as under:

(A) Remuneration

Mr. Sunjay Kapur, Managing Director shall by way of salary, allowances, perquisites and commission, be entitled for the following remuneration:

(I) Basic Salary

The Basic Salary of ₹ 6,50,000/- (Rupees Six Lacs Fifty Thousand only) per month in the scale of ₹ 6,50,000- ₹ 1,00,000 – ₹ 8,50,000.

(II) Perquisites

- In addition to the above Salary, Mr. Sunjay Kapur, Managing Director of the Company shall be entitled to rent free furnished accommodation (including gas, electricity, water etc.) to be provided by the Company.
- Mr. Sunjay Kapur, Managing Director shall also be entitled to perquisites like Medical reimbursement, Leave Travel Concession for self and family. The value of these perquisites shall be restricted to an amount equivalent to ₹ 7,250/- (Rupees Seven Thousand Two Hundred Fifty only) per month.
Explanation: 'Family' means the spouse, the dependent children and dependent parents of the Appointee.
- Provision for use of chauffeur driven Company Car for official duties and telephone(s) at residence (including payment of local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling of perquisites.
- Provision for payment of Club Membership Fee equivalent to ₹ 5,200/- (Rupees Five Thousand Two Hundred only) per annum.
- Company's contribution to Provident Fund and Superannuation Fund.
- Gratuity payable will not exceed half month's salary for each completed year of service.
- Encashment of leave as per Company's policy.

In the absence or inadequacy of profits in any financial year during the currency of the tenure of Mr. Sunjay Kapur, as the Managing Director of the Company, the

above remuneration shall be the minimum remuneration payable to Mr. Sunjay Kapur.

(III) Commission

In addition to the above salary and perquisites, Mr. Sunjay Kapur, Managing Director of the Company shall be entitled to commission equivalent to 3% of the net profits of the Company calculated pursuant to the provisions of Section 197 and 198 of the Companies Act, 2013.

- The terms and conditions of the above appointment / agreement / remuneration may be varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to the Managing Director in accordance with Schedule V to the Companies Act, 2013, or any amendments / re-constitution hereafter in this regard.
- The Agreement is for a period of three (3) years, with effect from 22nd October, 2014, which may be terminated by either party giving the other party three (3) months' notice or salary in lieu thereof.
- The Managing Director shall be liable to retire by rotation. However retirement by rotation and re-appointment shall not be deemed to be a break in service.

The information required in terms of (iv) of Section II of Part II of Schedule V to the Companies Act, 2013 is as under:

I. GENERAL INFORMATION

- Nature of the Industry:** The Company is a part of Indian Auto Ancillary Components Manufacturing Industry and is engaged in the business of manufacturing Steering Systems, Propeller Shafts, Axle Assemblies and other automobile components for its various customers viz. Maruti Suzuki, Mahindra & Mahindra, Tata Motors, Honda, Hyundai, Fiat India, Toyota Kirloskar, General Motors, Ford, John Deere, Club Car, E-z-go and Renault-Nissan at its Plants located in Gurgaon, Dharuhera, Chennai and Sanand. The Auto Ancillary Industry is a high technology industry with continuous advancement of technology.
The Company has technological advantage over its competitors due to Technical Collaborations with JTEKT Corporation, Japan, the global technology leader in Steering Systems.
- Date of Commercial Production:** The Company commenced its commercial production on 1st October, 1987.
- Financial Performance:** The financial performance of the Company (audited) during last five years is as under:

(₹/Lacs)

Financial Parameters	Year ended 31st March, 2009	Year ended 31st March, 2010	Year ended 31st March, 2011	Year ended 31st March, 2012	Year ended 31st March, 2013
Turnover	81382.38	96937.32	116200.83	127550.62	127785.33
Net Profit (As computed under Sec.198)	(4480.74)	1470.05	5411.45	6172.46	5269.15
Net Profit as per Profit & Loss Account	(3103.11)	2164.53	3741.13	3883.7	4689.57
Amount of Dividend Paid	Nil	596.23	1291.82	1291.82	1291.82
Rate of Dividend Declared	Nil	30%	65%	65%	65%