

Motherson Sumi Systems Limited



C-14 A&B, Sector-1, Noida - 201301
Distt. Gautam Budh Nagar, (U.P.) India
Tel: +91-120-6752100, 6752278
Fax: +91-120-2521866, 2521966
Website: www.motherson.com
CIN - L34300DL1986PLC026431

Date: July 15, 2015

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No.C/1, G-Block
Bandra-Kurla Complex
Bandra (E)
MUMBAI – 400051

Ref. : Clause 35A of the Listing Agreement
Sub. : Details of Voting Results

Dear Sirs,

This is to inform that shareholders of the Company have approved for issuance of Bonus Shares to the existing equity shareholders through Postal Ballot, result declared on July 15, 2015.

In this connection, we enclosed herewith details of voting result of the Postal Ballot as per your prescribed format pursuant to Clause 35A of the Listing Agreement along with a copy of Scrutinizers' Report dated July 15, 2015.

This is for your kind information and record please.

Thanking you,

Yours faithfully,
For Motherson Sumi Systems Limited


(G.N. GAUBA)
CFO & Company Secretary

Encl. : As above

In case of Poll/Postal Ballot/E-voting:

Details of Voting Results of the Postal Ballot

Issuance of Bonus Shares to the existing equity shareholders - Ordinary Resolution

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	578476303	578476303	100	578476303	0	100	0
Public – Institutional holders	206315723	124155769	60.18	124155769	0	100	0
Public-Others	97127334	4125856	4.25	4117332	8524	99.79	0.21
Total	881919360	706757928	80.138	706749404	8524	99.998	0.001



SCRUTINIZER'S REPORT

(Pursuant to sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To.

The Chairman
Motherson Sumi Systems Limited
2nd Floor, F-7, Block B-1,
Mohan Co-operative Industrial Estate,
Mathura Road,
New Delhi - 110044

Dear Sir,

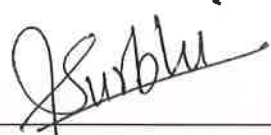
Sub. :Scrutinizer's Report on e – voting and Postal Ballot conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014

I, D.P Gupta, Proprietor of SGS ASSOCIATES, Company Secretaries (M.N. FCS 2411 C P. No. 1509) Firm having its registered office at 14, First Floor, Rani Jhansi Road, Jhandewalan, New Delhi- 110055, have been appointed as a Scrutinizer of Motherson Sumi Systems Limited ("the Company") pursuant to section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and administration) Rules, 2014, for the purpose of Scrutinizing the e-voting and Postal Ballot process in a fair and transparent manner and ascertaining the requisite majority on e-voting and Postal Ballot carried out as per the provision of Companies Act, 2013 on the below mentioned resolution(s), We submit our report as under:

- 1. The e-voting period remained open from 15th June, 2015 (9:00 a.m.) to 14th July 2015 (5:00 p.m.).**



2. The shareholders holding shares as on the "cut off" date i.e. **5th June 2015** were entitled to vote on the proposed resolution as set out in the Notice of Postal Ballot Dated 10th June, 2015 of Motherson Sumi Systems Limited
3. The votes were unblocked on 14th July, 2015 after 5.00 p.m. in the presence of two witnesses, Ms. Sakshi Mathur (Pocket – L, 234 B, Dilshad Garden, Delhi - 110095) and Ms. Surbhi Bansal (House no. 46, BLOCK B-3 Paschim Vihar New Delhi - 110063) who are not in the employment of the Company. They have signed below in Confirmation of the votes being unblocked in their presence.

Signatures  Signatures 

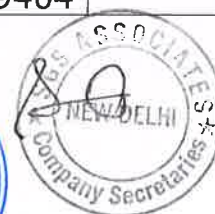
Name Sakshi Mathur Name Surbhi Bansal

4. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of **M/s Karvy Computershare Private Limited**.
5. The total number of Ballots received (Electronic & Physical) were 1159 for 706757928 votes.
6. The results of the voting is as under:

A) Resolution 1:- Ordinary resolution for issuance of Bonus Shares to the Existing Equity Shareholders

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	832	123842774	14.04
Postal Ballot	321	582906630	66.10
Total	1153	706749404	80.14



(ii) **Voted against the resolution:**

	Number of Members voted	Number of votes against the resolution	% of total number of valid votes cast
E-voting	6	8524	0.00
Postal Ballot	0	0	0
Total	6	8524	0.00

(iii) **Invalid Votes:**

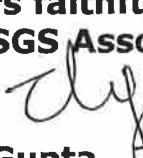
	Total number of members whose votes were declared invalid	Total numbers of votes cast by them
E-voting	3	11894
Postal Ballot	4	15145
Total	7	27039

Less Voted 816898 shares.

7. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes and the same are handed over to the Company Secretary for safe keeping.

Thanking You,

**Yours faithfully,
For SGS Associates**


**D P Gupta
Proprietor
Membership No. – FCS 2411
COP No. – 1509**



Place: Noida
Dated: 15th July 2015

