

# 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 - L34300MH1986PLC284510

Date: June 27, 2017

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

BSE Limited  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building  
P.J. Towers, Dalal Street  
Fort  
MUMBAI – 400001, India

**Scrip Code : MOTHERSUMI**

**Scrip Code : 517334**

**Ref. : Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Sub. : Details of Voting Results**

Dear Sirs,

This is to inform that based on the Scrutinizers' Report, the Company has declared the result of the Postal Ballot on June 27, 2017. Shareholders of the Company have approved the Resolution for issuance of bonus shares to the existing shareholders.

In this connection, we enclose herewith details of voting result of the Postal Ballot as per prescribed format pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with a copy of Scrutinizers' Report dated June 26, 2017.

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

# Voting Results of the Postal Ballot



|                                                                              |   |                |
|------------------------------------------------------------------------------|---|----------------|
| Date of the AGM/EGM                                                          | : | Postal Ballot  |
| Total number of shareholders on record date                                  | : |                |
| No. of shareholders present in the meeting either in person or through proxy | : | Not Applicable |
| — Promoters and Promoter Group                                               | : |                |
| — Public                                                                     | : |                |
| No. of Shareholders attended the meeting through Video Conferencing          | : | Not Applicable |
| — Promoters and Promoter Group                                               | : |                |
| — Public                                                                     | : |                |

## Agenda- Issuance of Bonus Shares to the existing shareholders

| Resolution required: (Ordinary/ Special)                                   |                               | :                      | Special                 |                                                            |                            |                          |                                                        |                                                      |
|----------------------------------------------------------------------------|-------------------------------|------------------------|-------------------------|------------------------------------------------------------|----------------------------|--------------------------|--------------------------------------------------------|------------------------------------------------------|
| Whether promoter / promoter group are interested in the agenda/resolution? |                               | :                      | No                      |                                                            |                            |                          |                                                        |                                                      |
| Category                                                                   | Mode of Voting                | 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                                                | E-Voting                      |                        | 842363142               | 95.11                                                      | 842363142                  | 0                        | 100                                                    | 0                                                    |
|                                                                            | Poll                          | --                     | --                      | --                                                         | --                         | --                       | --                                                     | --                                                   |
|                                                                            | Postal Ballot (if applicable) |                        | 43313771                | 4.89                                                       | 43313771                   | 0                        | 100                                                    | 0                                                    |
|                                                                            | Total                         | 885676913              | 885676913               | 100                                                        | 885676913                  | 0                        | 100                                                    | 0                                                    |
| Public-Institutions                                                        | E-Voting                      |                        | 282658427               | 75.30                                                      | 282658427                  | 0                        | 100                                                    | 0                                                    |
|                                                                            | Poll                          | --                     | --                      | --                                                         | --                         | --                       | --                                                     | --                                                   |
|                                                                            | Postal Ballot (if applicable) |                        | 250000                  | 0.07                                                       | 250000                     | 0                        | 100                                                    | 0                                                    |
|                                                                            | Total                         | 375383211              | 282908427               | 75.37                                                      | 282908427                  | 0                        | 100                                                    | 0                                                    |
| Public-Non Institutions (Others)                                           | E-Voting                      |                        | 15139834                | 10.63                                                      | 15139491                   | 343                      | 99.998                                                 | 0.002                                                |
|                                                                            | Poll                          | --                     | --                      | --                                                         | --                         | --                       | --                                                     | --                                                   |
|                                                                            | Postal Ballot (if applicable) |                        | 301777                  | 0.21                                                       | 301764                     | 13                       | 0                                                      | 0                                                    |
|                                                                            | Total                         | 142466203              | 15441611                | 10.84                                                      | 15441255                   | 356                      | 99.998                                                 | 0.002                                                |
|                                                                            | Total :                       | 1403526327             | 1184026951              | 84.36                                                      | 1184026595                 | 356                      | 100                                                    | 0                                                    |

### **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  
Unit-705, C Wing, One BKC, G Block,  
Bandra Kurla Complex, Bandra East,  
Mumbai - 400051

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 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, We submit our report as under:

1. The e-voting period remained open from **27<sup>th</sup> May 2017 (9:30 a.m.) to 25<sup>th</sup> June 2017 (5:30 p.m.)**.



2. The shareholders holding shares as on the "cut off" date i.e. **19<sup>th</sup> May 2017** were entitled to vote on the proposed resolution as set out in the Notice of Postal Ballot Dated 19<sup>th</sup> May 2017 of Motherson Sumi Systems Limited.
3. The votes were unblocked on 25<sup>th</sup> June 2017 after 5.30 p.m. in the presence of two witnesses, Ms. Leena Jain (North Avenue, New Delhi - 110001) and Ms. Surbhi Bansal (House no. 46, BLOCK B-3, PaschimVihar 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 \_\_\_\_\_

*Leena Jain*

Signatures \_\_\_\_\_

*Surbhi*

Name \_\_\_\_\_

*Leena Jain*

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 valid Ballots received (Electronic & Physical) were 1080 for 1184026951 votes.
6. The results of the voting is as under:

**A) Resolution 1:- Special resolution for issuance of Bonus Shares to the Existing 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      | 985                     | 1140161060                                   | 96.30                                 |
| Postal Ballot | 91                      | 43865535                                     | 3.70                                  |
| Total         | 1076                    | 1184026595                                   | 100.00                                |



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

|               | Number of Members voted | Number of votes cast against the resolution | % of total number of valid votes cast |
|---------------|-------------------------|---------------------------------------------|---------------------------------------|
| E-voting      | 5                       | 343                                         | 0.00                                  |
| Postal Ballot | 1                       | 13                                          | 0.00                                  |
| Total         | 6                       | 356                                         | 0.00                                  |

(iii) **Invalid Votes:**

|               | Total number of members whose votes were declared invalid | Total numbers of votes cast by them |
|---------------|-----------------------------------------------------------|-------------------------------------|
| E-voting      | 6                                                         | 559752                              |
| Postal Ballot | 3                                                         | 1600                                |
| Total         | 9                                                         | 561352                              |

Less Voted - 3934848 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**



Place: Noida

Dated: 26th June 2017