

Motherson Sumi Systems Limited



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Distt. Gautam Budh Nagar, (U.P.) India
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Website: www.motherson.com
CIN - L34300DL1986PLC026431

Date: March 28, 2016

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

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 shareholders of the Company have approved for shifting of Registered Office from the Union Territory of Delhi to the State of Maharashtra through Postal Ballot, result declared on March 28, 2016.

In this connection, we enclose herewith details of voting result of the Postal Ballot as per your prescribed format pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with a copy of Scrutinizers' Report dated March 28, 2016.

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- Shifting of Registered Office from the Union Territory of Delhi to the State of Maharashtra

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		824600682	95	824600682	0	100	0
	Poll			--	--	--	--	--
	Postal Ballot (if applicable)		43313771	5	43313771	0	100	0
	Total	867914453	867914453	100	867914453	0	100	0
Public-Institutions	E-Voting		225802808	73.038	225790458	12350	99.9945	0.0055
	Poll			--	--	--	--	--
	Postal Ballot (if applicable)		904897	0.293	904897	0	100	0
	Total	309156219	226707705	73.3311	226695355	12350	99.9945	0.0055
Public-Non Institutions (Others)	E-Voting		5992420	4.1097	5991024	1396	99.976	0.0232
	Poll			--	--	--	--	--
	Postal Ballot (if applicable)		901676	0.6183	883330	13346	98.5198	1.480
	Total	145808368	6894096	4.7281	6879354	14742	99.7861	0.2138
Total :		1322879040	1101516254	83.2666	1101489162	27092	99.9975	0.0025



SCRUTINIZER'S REPORT

(Pursuant to section 110 of the Companies Act, 2013 and rule 22 of Companies (Management and Administration) Rules 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules 2015 to the extent applicable.)

To,

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

Dear Sirs,

Sub. : Scrutinizer's Report on Postal Ballot and e – voting conducted in pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") and Rule 22 of Companies (Management and Administration) Rules 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by of the Companies (Management and Administration) Amendment Rules, 2015 to the extend applicable.

I, D.P Gupta, practicing Company Secretary, was appointed as a Scrutinizer of MOTHERSON SUMI SYSTEMS LIMITED ("the Company") pursuant to section 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable, for the purpose of Scrutinizing the e-voting and Postal Ballot in a fair and transparent manner and ascertaining the requisite majority on e-voting and Postal Ballot 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 Friday 25th February, 2016 (9:00 A.M) to Saturday 25th March 2016 (5:30 P.M.)
2. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. Friday 12th February 2016 were entitled to vote



electronically on the proposed resolution as set out in the Notice of Postal Ballot dated 9th February 2016 of MOTHERSON SUMI SYSTEMS LIMITED.

3. The votes were unblocked on 25th March 2015 after 5.30 P.M. in the presence of two witnesses, Mr. Priyadatta Joshi (D-29, Pandav Nagar, Ganesh Nagar Complex, Delhi- 110092) and Ms. Divya Goel (3308, South Patel Nagar Ground Floor, New Delhi) who are not in the employment of the Company. They have signed below in Confirmation of the votes being unblocked in their presence.

Signatures Priyadatta Joshi
Name Priyadatta Joshi

Signatures Divya Goel
Name Divya Goel

4. The physical postal ballots were received up to 17.30 hours on 25th March 2016 through self-addressed business reply envelopes.
5. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of <https://evoting.karvy.com>.
6. The results of the Postal Ballot and e-voting are as under:

Resolution: - Shifting of registered office of the company from the Union Territory of Delhi to the State of Maharashtra

(i) Voted in favour of the resolution:

Number of Members voted through E- Voting	Number of votes cast (shares)- E -voting	Number of Members voted – Postal Ballot	Number of votes cast (shares)- Postal Ballot	Total number of votes cast through E-Voting and Postal Ballot	% of total number of valid Votes cast
675	1056382164	189	45106998	1101489162	99.9976

Note: - Less Voted 20 shares (Postal Ballot)

(ii) Voted against the resolution:

Number of Members voted through E- Voting	Number of votes cast (shares)- E- voting	Number of Members voted – Postal Ballot	Number of votes cast (shares)- Postal Ballot	Total number of votes cast through E-Voting and Postal Ballot	% of total number of valid Votes cast
18	13746	19	13346	27092	0.0025



(iii) Invalid Votes:

Number of Members voted through E -Voting	Number of votes (shares) E -voting	Number of Members voted – postal Ballot	Number of votes (shares)- Postal Ballot	Total number of votes through E-Voting and Postal Ballot.
6	137882	16	35700	173582

7. The details containing the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution along with the postal ballot and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking You,

Yours faithfully



For SGS Associates

D P Gupta

M.N. FCS 2411, CP No. 1509

Place: Noida

Dated: 28th March, 2016

