

25<sup>th</sup> September, 2014

**Bombay Stock Exchange Limited**  
Department of Corporate Services  
Floor 1, Rotunda Building  
Dalal Street  
Mumbai 400 001.

**Sub : Disclosure under Clause 35A of the Listing Agreement.**

Dear Sir,

Pursuant to Clause 35A of the Listing Agreement we would like to inform that all the resolutions placed at the 30<sup>th</sup> Annual General Meeting of the Company held on Tuesday the 23<sup>rd</sup> September, 2014 have been passed by the members with requisite majority, the results of which was declared at 11.00 AM on Thursday the 25<sup>th</sup> September, 2014.

Further, the detail of the said voting results with respect to the aforesaid resolutions in the format prescribed under Clause 35A of the Listing Agreement is provided below :

| Date of Annual General Meeting   |                   | 23 <sup>rd</sup> September, 2014  |       |          |                     |
|--|-------------------|---|-------|----------|---------------------|
| Book Closure Date  |                   | 18 <sup>th</sup> September, 2014 To<br>23 <sup>rd</sup> September, 2014 (Both days inclusive) |       |          |                     |
| Total number of shareholders on Record Date<br>(i.e. the cut-off date for determining shareholders entitled to e-voting – 14 <sup>th</sup> August, 2014) |                   | 51729   |       |          |                     |
| No. of shareholders present in the meeting either in person or through proxy   |                   | 8858  |       |          |                     |
| Shareholders   | Present in Person | Present through Proxy   | Total | Shares   | %age to the Capital |
| Promoter & Promoter Group  | 0                 | 1   | 1     | 39947108 | 20.10               |
| Public   | 8709              | 148   | 8857  | 445515   | 0.22                |
| Total  | 8709              | 149   | 8858  | 40392623 | 20.32               |
| No. of shareholders attended the meeting through Video conferencing.   |                   | No video conferencing facility was made available   |       |          |                     |



**SONA KOYO STEERING SYSTEMS LTD.**

**Regd. Office :** UGF-6, Indra Prakash 21 Barakhamba Road New Delhi-110 001 India  
**Tel :** +91 11 2331 1924 / 2332 7205, **Telefax :** +91 11 2332 7205  
**CIN :** L29113DL1984PLC018415, **Website :** www.sonakoyosteering.com

**Works:** 38/6 Delhi-Jaipur Road, NH-8, Gurgaon-122 001 Haryana India  
**Tel :** +91 124 468 5000, **Fax:** +91 124 410 4611 / 410 4621



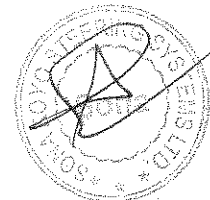
**DETAILS OF THE AGENDA**

| Resolution No. – 1             | Adoption of Accounts for the year ended 31 <sup>st</sup> March, 2014 |              |   |                          |                        |                                      |                                    |
|--------------------------------|--|--------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Type                           | Ordinary Resolution  |              |   |                          |                        |                                      |                                    |
| Mode of Voting                 | E-voting and Poll  |              |   |                          |                        |                                      |                                    |
| Category                       | Shares Held  | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)  | (2)          | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854  | 103661772    | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020  | 1485500      | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958   | 112499       | 0.12                                    | 112499                   | 0                      | 100                                  | 0                                  |
| Total                          | 198741832  | 105259771    |   | 105259771                | 0                      |                                      |                                    |

| Resolution No. – 2             | Declaration of dividend on Equity Shares |              |   |                          |                        |                                      |                                    |
|--------------------------------|--|--------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Type                           | Ordinary Resolution                      |              |   |                          |                        |                                      |                                    |
| Mode of Voting                 | E-voting and Poll                        |              |   |                          |                        |                                      |                                    |
| Category                       | Shares Held                              | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)                                      | (2)          | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854                                | 103661772    | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020                                  | 1485500      | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958                                 | 112499       | 0.12                                    | 112499                   | 0                      | 100                                  | 0                                  |
| Total                          | 198741832                                | 105259771    |   | 105259771                | 0                      |                                      |                                    |

| Resolution No. – 3             | Re-appointment of Mr. Kazuhiko Ayabe, who retires by rotation and, being eligible, offers himself for re-appointment. |              |   |                          |                        |                                      |                                    |
|--------------------------------|---|--------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Type                           | Ordinary Resolution   |              |   |                          |                        |                                      |                                    |
| Mode of Voting                 | E-voting and Poll   |              |   |                          |                        |                                      |                                    |
| Category                       | Shares Held   | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)   | (2)          | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854   | 103661772    | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020   | 1485500      | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958  | 102499       | 0.11                                    | 95999                    | 6500                   | 93.66                                | 6.34                               |
| Total                          | 198741832   | 105249771    |   | 105243271                | 6500                   |                                      |                                    |

| Resolution No. – 4             | Appointment of M/s. S.P. Puri & Co., Chartered Accountants, as Statutory Auditors of the Company. |              |   |                          |                        |                                      |                                    |
|--------------------------------|---|--------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Type                           | Ordinary Resolution   |              |   |                          |                        |                                      |                                    |
| Mode of Voting                 | E-voting and Poll   |              |   |                          |                        |                                      |                                    |
| Category                       | Shares Held   | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)   | (2)          | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854   | 103661772    | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020   | 1485500      | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958  | 102499       | 0.11                                    | 95999                    | 6500                   | 93.66                                | 6.34                               |
| Total                          | 198741832   | 105249771    |   | 105243271                | 6500                   |                                      |                                    |



| Resolution No. – 5             |             | Appointment of Mr. Hidekazu Omura as Director of the Company. |   |                          |                        |                                      |                                    |
|--------------------------------|-------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Type                           |             | Ordinary Resolution   |   |                          |                        |                                      |                                    |
| Mode of Voting                 |             | E-voting and Poll   |   |                          |                        |                                      |                                    |
| Category                       | Shares Held | Votes Polled  | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)         | (2)   | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854   | 103661772   | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020     | 1485500   | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958    | 102499  | 0.11                                    | 95999                    | 6500                   | 93.66                                | 6.34                               |
| Total                          | 198741832   | 105249771   |   | 105243271                | 6500                   |                                      |                                    |

| Resolution No. – 6             |             | Appointment of Mr. Prasan Abhaykumar Firodia as an Independent Director of the Company. |   |                          |                        |                                      |                                    |
|--------------------------------|-------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Type                           |             | Ordinary Resolution   |   |                          |                        |                                      |                                    |
| Mode of Voting                 |             | E-voting and Poll   |   |                          |                        |                                      |                                    |
| Category                       | Shares Held | Votes Polled  | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)         | (2)   | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854   | 103661772   | 99.1316                                 | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020     | 1485500   | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958    | 112499  | 0.1232                                  | 95999                    | 16500                  | 85.33                                | 14.67                              |
| Total                          | 198741832   | 105259771   |   | 105243271                | 16500                  |                                      |                                    |

| Resolution No. – 7             |             | Appointment of Mr. Ravi Bhoothalingam as an Independent Director of the Company. |   |                          |                        |                                      |                                    |
|--------------------------------|-------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Type                           |             | Ordinary Resolution  |   |                          |                        |                                      |                                    |
| Mode of Voting                 |             | E-voting and Poll  |   |                          |                        |                                      |                                    |
| Category                       | Shares Held | Votes Polled   | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)         | (2)  | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854   | 103661772  | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020     | 1485500  | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958    | 112499   | 0.12                                    | 95999                    | 16500                  | 85.33                                | 14.67                              |
| Total                          | 198741832   | 105259771  |   | 105243271                | 16500                  |                                      |                                    |

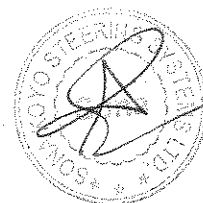


| Resolution No. – 8             |             | Appointment of Mr. Prem Kumar Chadha as an Independent Director of the Company. |   |                          |                        |                                      |                                    |
|--------------------------------|-------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Type                           |             | Ordinary Resolution   |   |                          |                        |                                      |                                    |
| Mode of Voting                 |             | E-voting and Poll   |   |                          |                        |                                      |                                    |
| Category                       | Shares Held | Votes Polled  | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)         | (2)   | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854   | 103661772   | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020     | 1485500   | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958    | 112499  | 0.12                                    | 95999                    | 16500                  | 85.33                                | 14.67                              |
| Total                          | 198741832   | 105259771   |   | 105243271                | 16500                  |                                      |                                    |

| Resolution No. – 9             |             | Appointment of Mr. Ramesh Suri as an Independent Director of the Company. |   |                          |                        |                                      |                                    |
|--------------------------------|-------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Type                           |             | Ordinary Resolution   |   |                          |                        |                                      |                                    |
| Mode of Voting                 |             | E-voting and Poll   |   |                          |                        |                                      |                                    |
| Category                       | Shares Held | Votes Polled  | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)         | (2)   | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854   | 103661772   | 99.1316                                 | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020     | 1485500   | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958    | 112499  | 0.1232                                  | 95999                    | 16500                  | 85.33                                | 14.67                              |
| Total                          | 198741832   | 105259771   |   | 105243271                | 16500                  |                                      |                                    |

| Resolution No. – 10            |             | Appointment of Lt.Gen.(Retd.) Shamsher Singh Mehta as an Independent Director of the Company. |   |                          |                        |                                      |                                    |
|--------------------------------|-------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Type                           |             | Ordinary Resolution   |   |                          |                        |                                      |                                    |
| Mode of Voting                 |             | E-voting and Poll   |   |                          |                        |                                      |                                    |
| Category                       | Shares Held | Votes Polled  | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)         | (2)   | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854   | 103661772   | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020     | 1485500   | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958    | 112499  | 0.12                                    | 95999                    | 16500                  | 85.33                                | 14.67                              |
| Total                          | 198741832   | 105259771   |   | 105243271                | 16500                  |                                      |                                    |

| Resolution No. – 11            |             | Appointment of Mrs. Ramni Nirula as an Independent Director of the Company. |   |                          |                        |                                      |                                    |
|--------------------------------|-------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Type                           |             | Ordinary Resolution   |   |                          |                        |                                      |                                    |
| Mode of Voting                 |             | E-voting and Poll   |   |                          |                        |                                      |                                    |
| Category                       | Shares Held | Votes Polled  | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)         | (2)   | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854   | 103661772   | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020     | 1485500   | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958    | 112499  | 0.12                                    | 95999                    | 16500                  | 85.33                                | 14.67                              |
| Total                          | 198741832   | 105259771   |   | 105243271                | 16500                  |                                      |                                    |



| Resolution No. – 12            |             | Re-appointment of Mr. Sunjay Kapur as Managing Director of the Company. |   |                          |                        |                                      |                                    |
|--------------------------------|-------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Type                           |             | Special Resolution  |   |                          |                        |                                      |                                    |
| Mode of Voting                 |             | E-voting and Poll   |   |                          |                        |                                      |                                    |
| Category                       | Shares Held | Votes Polled  | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)         | (2)   | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854   | 103661772   | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020     | 1485500   | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958    | 112499  | 0.12                                    | 95999                    | 16500                  | 85.33                                | 14.67                              |
| Total                          | 198741832   | 105259771   |   | 105243271                | 16500                  |                                      |                                    |

| Resolution No. – 13            |             | Payment of minimum remuneration to Mr. Sunjay Kapur, Managing Director for FY 2013-14 |   |                          |                        |                                      |                                    |
|--------------------------------|-------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Type                           |             | Special Resolution  |   |                          |                        |                                      |                                    |
| Mode of Voting                 |             | E-voting and Poll   |   |                          |                        |                                      |                                    |
| Category                       | Shares Held | Votes Polled  | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)         | (2)   | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854   | 103661772   | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020     | 1485500   | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958    | 112499  | 0.12                                    | 95999                    | 16500                  | 85.33                                | 14.67                              |
| Total                          | 198741832   | 105259771   |   | 105243271                | 16500                  |                                      |                                    |

| Resolution No. – 14            |             | Ratification of the remuneration to be paid to M/s. Gurdeep Singh & Associates, Cost Auditors of the Company for FY 2014-15. |   |                          |                        |                                      |                                    |
|--------------------------------|-------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Type                           |             | Ordinary Resolution  |   |                          |                        |                                      |                                    |
| Mode of Voting                 |             | E-voting and Poll  |   |                          |                        |                                      |                                    |
| Category                       | Shares Held | Votes Polled   | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)         | (2)  | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854   | 103661772  | 99.1316                                 | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020     | 1485500  | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958    | 112499   | 0.1232                                  | 95999                    | 16500                  | 85.33                                | 14.67                              |
| Total                          | 198741832   | 105259771  |   | 105243271                | 16500                  |                                      |                                    |

| Resolution No. – 15            |             | To fix borrowing limits of Board of Directors under Section 180(1)(c) of the Companies Act, 2013 |   |                          |                        |                                      |                                    |
|--------------------------------|-------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Type                           |             | Special Resolution   |   |                          |                        |                                      |                                    |
| Mode of Voting                 |             | E-voting and Poll  |   |                          |                        |                                      |                                    |
| Category                       | Shares Held | Votes Polled   | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)         | (2)  | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854   | 103661772  | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020     | 1485500  | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958    | 112499   | 0.12                                    | 95999                    | 16500                  | 85.33                                | 14.67                              |
| Total                          | 198741832   | 105259771  |   | 105243271                | 16500                  |                                      |                                    |



|                                |  |              |  |                                 |                               |   |   |
|--------------------------------|--|--------------|--|---------------------------------|-------------------------------|---|---|
| Resolution No. – 16            | Mortgaging and/or charging of the Company's properties under Section 180(1)(a) of the Companies Act, 2013. |              |  |                                 |                               |   |   |
| Type                           | Special Resolution   |              |  |                                 |                               |   |   |
| Mode of Voting                 | E-voting and Poll  |              |  |                                 |                               |   |   |
| Category                       | Shares Held  | Votes Polled | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes - in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|                                | (1)  | (2)          |  |                                 |                               |   |   |
| Promoter and Promoter Group    | 104569854  | 103661772    | 99.13  | 103661772                       | 0                             | 100   | 0   |
| Public – Institutional Holders | 2894020  | 1485500      | 51.33  | 1485500                         | 0                             | 100   | 0   |
| Public-Others                  | 91277958   | 112499       | 0.12   | 95999                           | 16500                         | 85.33   | 14.67   |
| Total                          | 198741832  | 105259771    |  | 105243271                       | 16500                         |   |   |

We are also enclosing herewith the Report of Scrutinizers for e-voting, physical voting as well as combined report.

Please take the above on record.

Thanking you,

Yours faithfully,  
For **SONA KOYO STEERING SYSTEMS LIMITED**



**SUDHIR CHOPRA**  
**PRESIDENT & COMPANY SECRETARY**

**S.K. LUTHRA**  
**ADVOCATE**

**Report of Scrutinizer on e-voting**  
**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies**  
**(Management and Administration) Rule, 2014]**

To,

The Chairman  
Sona Koyo Steering Systems Limited  
UGF-6, Indra Prakash  
21, Barakhamba Road  
New Delhi 110 001.

**Sub : Scrutinizer's Report on e-voting conducted in terms of provisions of Section 108 of the Companies Act, 2013 read with Clause 35B of Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof.**

Dear Sir,

1. I, S.K. Luthra, Advocate (Enrollment Number – D 70/75), having office at 1046, Sector 14, Gurgaon 122001, was appointed as Scrutinizer by the Board of Directors of Sona Koyo Steering Systems Limited (the Company) for the purpose of e-voting process on the agenda items to be transacted at the 30<sup>th</sup> Annual General Meeting of the Equity Shareholders of Sona Koyo Steering Systems Limited to be held on Tuesday, the 23<sup>rd</sup> September, 2014 at 3.00 PM at Air Force Auditorium, Subroto Park, New Delhi 110010.
2. I submit my report as under :
  - a) The Company has provided e-voting facility to all the Shareholders registered with the Company and entitled to vote as on Thursday, the 14<sup>th</sup> August, 2014.
  - b) The e-voting period began at 9.00 AM, on Monday, the 15<sup>th</sup> September, 2014 and ended at 6.00 PM on Wednesday the 17<sup>th</sup> September, 2014. The votes received electronically from the shareholders till Wednesday, 17<sup>th</sup> September, 2014 up to 6.00 PM being the last date and time fixed by the Company for e-voting was considered for my scrutiny.
  - c) The members have casted their vote through e-voting facility provided by Karvy Computershare Private Limited ("Karvy") as the Authorised Agency for provide e-voting facilities.
  - d) I have monitored the process of electronic voting through the Scrutinizer's secured link provided by Karvy on the designated website.
  - e) Particulars of all votes received electronically from the members have been entered in a register separately maintained for the purpose.
  - f) The votes received electronically were duly scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company as on the cut-off dated i.e. 14<sup>th</sup> August, 2014.



- g) The votes were unblocked at Gurgaon on 18<sup>th</sup> September, 2014 at 3.00 PM in the presence of Mr. Bhajan Singh and Mr. Vishal Goswami, who are not the employees of the Company, and who have signed below as witness to the unblocking of votes.
- h) Thereafter, the details containing, inter-alia, list of Equity Shareholders, who voted "For" and "Against", each of the resolutions that were put to vote, were generated from the e-voting website of "Karvy" i.e. <https://evoting.karvy.com> and based on such reports generated, the results of the e-voting is provided hereunder.

3. A summary of the votes received electronically is given below :

**Resolution – 1 : Ordinary Resolution**

To receive, consider and adopt the audited Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2014, the Balance Sheet as at that date and the Reports of Directors and Auditors thereon.

| Particulars                         | No. of members voted | No. of shares | % of total paid up Equity Capital |
|-------------------------------------|----------------------|---------------|-----------------------------------|
| Total votes polled through e-voting | 25                   | 6,52,57,967   | 32.84%                            |
| Less : Invalid votes                | 0                    | 0             | 0.00%                             |
| Net valid votes cast                | 25                   | 6,52,57,967   | 32.84%                            |

i) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 25                      | 6,52,57,967                  | 100.00%                                   |

ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 0                       | 0                            | 0.00%                                     |

iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0                                  |

**Resolution – 2 : Ordinary Resolution**

To declare dividend for the year ended 31<sup>st</sup> March, 2014.

| Particulars                         | No. of members voted | No. of shares | % of total paid up Equity Capital |
|-------------------------------------|----------------------|---------------|-----------------------------------|
| Total votes polled through e-voting | 25                   | 6,52,57,967   | 32.84%                            |
| Less : Invalid votes                | 0                    | 0             | 0.00%                             |
| Net valid votes cast                | 25                   | 6,52,57,967   | 32.84%                            |





i) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 25                      | 6,52,57,967                  | 100.00%                                   |

ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 0                       | 0                            | 0.00%                                     |

iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0                                  |

**Resolution – 3 : Ordinary Resolution**

Re-appointment of Mr. Kazuhiko Ayabe (holding DIN 02917011), who retires by rotation and being eligible, offers himself for re-appointment.

| Particulars                         | No. of members voted | No. of shares | % of total paid up Equity Capital |
|-------------------------------------|----------------------|---------------|-----------------------------------|
| Total votes polled through e-voting | 24                   | 6,52,47,967   | 32.83%                            |
| Less : Invalid votes                | 0                    | 0             | 0.00%                             |
| Net valid votes cast                | 24                   | 6,52,47,967   | 32.83%                            |

i) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 23                      | 6,52,41,467                  | 99.99%                                    |

ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 1                       | 6,500                        | 0.01%                                     |

iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0.00%                              |

**Resolution – 4 : Ordinary Resolution**

Appointment of M/s. S.P. Puri & Co., Chartered Accountants (Registration No. 001152N) as Statutory Auditors of the Company.



| Particulars                         | No. of members voted | No. of shares | % of total paid up Equity Capital |
|-------------------------------------|----------------------|---------------|-----------------------------------|
| Total votes polled through e-voting | 24                   | 6,52,47,967   | 32.83%                            |
| Less : Invalid votes                | 0                    | 0             | 0.00%                             |
| Net valid votes cast                | 24                   | 6,52,47,967   | 32.83%                            |

i) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 23                      | 6,52,41,467                  | 99.99%                                    |

ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 1                       | 6,500                        | 0.01%                                     |

iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0.00%                              |

#### Resolution – 5 : Ordinary Resolution

Appointment of Mr. Hidekazu Omura as Director of the Company.

| Particulars                         | No. of members voted | No. of shares | % of total paid up Equity Capital |
|-------------------------------------|----------------------|---------------|-----------------------------------|
| Total votes polled through e-voting | 24                   | 6,52,47,967   | 32.83%                            |
| Less : Invalid votes                | 0                    | 0             | 0.00%                             |
| Net valid votes cast                | 24                   | 6,52,47,967   | 32.83%                            |

i) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 23                      | 6,52,41,467                  | 99.99%                                    |

ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 1                       | 6,500                        | 0.01%                                     |

iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0.00%                              |



**Resolution – 6 : Ordinary Resolution**

Appointment of Mr. Prasan Abhaykumar Firodia as an Independent Director of the Company.

| Particulars                         | No. of members voted | No. of shares | % of total paid up Equity Capital |
|-------------------------------------|----------------------|---------------|-----------------------------------|
| Total votes polled through e-voting | 25                   | 6,52,57,967   | 32.84%                            |
| Less : Invalid votes                | 0                    | 0             | 0.00%                             |
| Net valid votes cast                | 25                   | 6,52,57,967   | 32.84%                            |

i) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 23                      | 6,52,41,467                  | 99.97%                                    |

ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 2                       | 16,500                       | 0.03%                                     |

iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0.00%                              |

**Resolution – 7 : Ordinary Resolution**

Appointment of Mr. Ravi Bhoothalingam as an Independent Director of the Company.

| Particulars                         | No. of members voted | No. of shares | % of total paid up Equity Capital |
|-------------------------------------|----------------------|---------------|-----------------------------------|
| Total votes polled through e-voting | 25                   | 6,52,57,967   | 32.84%                            |
| Less : Invalid votes                | 0                    | 0             | 0.00%                             |
| Net valid votes cast                | 25                   | 6,52,57,967   | 32.84%                            |

i) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 23                      | 6,52,41,467                  | 99.97%                                    |

ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 2                       | 16,500                       | 0.03%                                     |



iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0.00%                              |

**Resolution – 8 : Ordinary Resolution**

Appointment of Mr. Prem Kumar Chadha as an Independent Director of the Company.

| Particulars                         | No. of members voted | No. of shares | % of total paid up Equity Capital |
|-------------------------------------|----------------------|---------------|-----------------------------------|
| Total votes polled through e-voting | 25                   | 6,52,57,967   | 32.84%                            |
| Less : Invalid votes                | 0                    | 0             | 0.00%                             |
| Net valid votes cast                | 25                   | 6,52,57,967   | 32.84%                            |

i) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 23                      | 6,52,41,467                  | 99.97%                                    |

ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 2                       | 16,500                       | 0.03%                                     |

iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0.00%                              |

**Resolution – 9 : Ordinary Resolution**

Appointment of Mr. Ramesh Suri as an Independent Director of the Company.

| Particulars                         | No. of members voted | No. of shares | % of total paid up Equity Capital |
|-------------------------------------|----------------------|---------------|-----------------------------------|
| Total votes polled through e-voting | 25                   | 6,52,57,967   | 32.84%                            |
| Less : Invalid votes                | 0                    | 0             | 0.00%                             |
| Net valid votes cast                | 25                   | 6,52,57,967   | 32.84%                            |

i) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 23                      | 6,52,41,467                  | 99.97%                                    |



ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 2                       | 16,500                       | 0.03%                                     |

iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0.00%                              |

**Resolution – 10 : Ordinary Resolution**

Appointment of Lt.Gen.(Retd.) Shamsheer Singh Mehta as an Independent Director of the Company.

| Particulars                         | No. of members voted | No. of shares | % of total paid up Equity Capital |
|-------------------------------------|----------------------|---------------|-----------------------------------|
| Total votes polled through e-voting | 25                   | 6,52,57,967   | 32.84%                            |
| Less : Invalid votes                | 0                    | 0             | 0.00%                             |
| Net valid votes cast                | 25                   | 6,52,57,967   | 32.84%                            |

i) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 23                      | 6,52,41,467                  | 99.97%                                    |

ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 2                       | 16,500                       | 0.03%                                     |

iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0.00%                              |

**Resolution – 11 : Ordinary Resolution**

Appointment of Mrs. Ramni Nirula as an Independent Director of the Company.

| Particulars                         | No. of members voted | No. of shares | % of total paid up Equity Capital |
|-------------------------------------|----------------------|---------------|-----------------------------------|
| Total votes polled through e-voting | 25                   | 6,52,57,967   | 32.84%                            |
| Less : Invalid votes                | 0                    | 0             | 0.00%                             |
| Net valid votes cast                | 25                   | 6,52,57,967   | 32.84%                            |



i) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 23                      | 6,52,41,467                  | 99.97%                                    |

ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 2                       | 16,500                       | 0.03%                                     |

iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0.00%                              |

**Resolution – 12 : Special Resolution**

Re-appointment of Mr. Sunjay Kapur as Managing Director of the Company.

| Particulars                         | No. of members voted | No. of shares | % of total paid up Equity Capital |
|-------------------------------------|----------------------|---------------|-----------------------------------|
| Total votes polled through e-voting | 25                   | 6,52,57,967   | 32.84%                            |
| Less : Invalid votes                | 0                    | 0             | 0.00%                             |
| Net valid votes cast                | 25                   | 6,52,57,967   | 32.84%                            |

i) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 23                      | 6,52,41,467                  | 99.97%                                    |

ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 2                       | 16,500                       | 0.03%                                     |

iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0.00%                              |



**Resolution – 13 : Special Resolution**

Payment of minimum remuneration to Mr. Sunjay Kapur, Managing Director for FY 2013-14.

| Particulars                         | No. of members voted | No. of shares | % of total paid up Equity Capital |
|-------------------------------------|----------------------|---------------|-----------------------------------|
| Total votes polled through e-voting | 25                   | 6,52,57,967   | 32.84%                            |
| Less : Invalid votes                | 0                    | 0             | 0.00%                             |
| Net valid votes cast                | 25                   | 6,52,57,967   | 32.84%                            |

i) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 23                      | 6,52,41,467                  | 99.97%                                    |

ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 2                       | 16,500                       | 0.03%                                     |

iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0.00%                              |

**Resolution – 14 : Ordinary Resolution**

Ratification of the remuneration to be paid to M/s. Gurdeep Singh & Associates, Cost Auditors of the Company for FY 2014-15.

| Particulars                         | No. of members voted | No. of shares | % of total paid up Equity Capital |
|-------------------------------------|----------------------|---------------|-----------------------------------|
| Total votes polled through e-voting | 25                   | 6,52,57,967   | 32.84%                            |
| Less : Invalid votes                | 0                    | 0             | 0.00%                             |
| Net valid votes cast                | 25                   | 6,52,57,967   | 32.84%                            |

i) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 23                      | 6,52,41,467                  | 99.97%                                    |

ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 2                       | 16,500                       | 0.03%                                     |



iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0.00%                              |

**Resolution – 15 : Special Resolution**

To fix borrowing limits of Board of Directors under Section 180(1)(c) of the Companies Act, 2013.

| Particulars                         | No. of members voted | No. of shares | % of total paid up Equity Capital |
|-------------------------------------|----------------------|---------------|-----------------------------------|
| Total votes polled through e-voting | 25                   | 6,52,57,967   | 32.84%                            |
| Less : Invalid votes                | 0                    | 0             | 0.00%                             |
| Net valid votes cast                | 25                   | 6,52,57,967   | 32.84%                            |

i) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 23                      | 6,52,41,467                  | 99.97%                                    |

ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 2                       | 16,500                       | 0.03%                                     |

iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0.00%                              |

**Resolution – 16 : Special Resolution**

Mortgaging and/or charging of the Company's properties under Section 180(1)(a) of the Companies Act, 2013.

| Particulars                         | No. of members voted | No. of shares | % of total paid up Equity Capital |
|-------------------------------------|----------------------|---------------|-----------------------------------|
| Total votes polled through e-voting | 25                   | 6,52,57,967   | 32.84%                            |
| Less : Invalid votes                | 0                    | 0             | 0.00%                             |
| Net valid votes cast                | 25                   | 6,52,57,967   | 32.84%                            |

i) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 23                      | 6,52,41,467                  | 99.97%                                    |





ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 2                       | 16,500                       | 0.03%                                     |

iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0.00%                              |

4. All relevant records of electronic voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 30<sup>th</sup> Annual General Meeting and thereafter the same shall be returned and handed over to the Company.

Thanking you,

Yours faithfully,



S.K. YUTHRA  
Advocate (Enrollment No. D 70/75)  
Scrutinizer

Place: Gurgaon

Dated: 18<sup>th</sup> September, 2014

We the undersigned witnesseth that the votes were unblocked from the e-voting website of Karvy Computershare Private Limited (<https://evoting.karvy.com>) in our presence at 3.00 PM on 18<sup>th</sup> September, 2014 at the office of the Scrutinizer.

Bhajan Singh  
R/o 1369/3, Gali No. 6  
Rajiv Nagar, Gurgaon.

Vishal Goswami  
R/o 779, Sector - 4  
Gurgaon.

**FORM NO. MGT-13**

**Report of Scrutinizers**

**[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rule, 2014]**

To,

The Chairman  
Sona Koyo Steering Systems Limited  
UGF-6, Indra Prakash  
21, Barakhamba Road  
New Delhi 110 001.

**Sub :** Scrutinizers' Report on poll conducted in the Thirtieth Annual General Meeting of the Equity Shareholders of Sona Koyo Steering Systems Limited held on Tuesday, 23<sup>rd</sup> September, 2014 at 3.00 PM at the Air Force Auditorium, Subroto Park, New Delhi 110010 in terms of the provisions of Section 109 of the Companies Act, 2013 read with Clause 35B of the Listing Agreement and Rule 21 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof.

Dear Sir,

We, S.K. Luthra, Advocate (Enrollment Number –D 70/75), having office at 1046, Sector 14, Gurgaon 122001 and Yash Pal Chopra, Member (DP Client Id No. IN300708 10592558) Resident of JP-109, Maurya Enclave, Pitampura, Delhi 110034, were appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolutions, at the Thirtieth Annual General Meeting of the Equity Shareholders of Sona Koyo Steering Systems Limited held on Tuesday, 23<sup>rd</sup> September, 2014 at the Air Force Auditorium, Subroto Park, New Delhi 110 010, submit our report as under :

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Karvy Computershare Private Limited ('Karvy') and the Authorizations / Proxies lodged with the Company.
3. The poll papers, which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under :

**Resolution – 1 : Ordinary Resolution**

To receive, consider and adopt the audited Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2014, the Balance Sheet as at that date and the Reports of Directors and Auditors thereon.



A handwritten signature in black ink, appearing to be "Yash Pal Chopra", with a long horizontal line underneath it.

i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| 79   | 4,00,01,804                  | 100.00%                                   |

ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| Nil  | Nil                          | Nil                                       |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 4                                  |

**Resolution – 2 : Ordinary Resolution**

To declare dividend for the year ended 31<sup>st</sup> March, 2014.

i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| 79   | 4,00,01,804                  | 100.00%                                   |

ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| Nil  | Nil                          | Nil                                       |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 4                                  |

**Resolution – 3 : Ordinary Resolution**

Re-appointment of Mr. Kazuhiko Ayabe (holding DIN 02917011), who retires by rotation and being eligible, offers himself for re-appointment.

i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| 79   | 4,00,01,804                  | 100.00%                                   |



*Whafu*

ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| Nil  | Nil                          | Nil                                       |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 4                                  |

**Resolution – 4 : Ordinary Resolution**

Appointment of M/s. S.P. Puri & Co., Chartered Accountants (Registration No. 001152N) as Statutory Auditors of the Company.

i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| 79   | 4,00,01,804                  | 100.00%                                   |

ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| Nil  | Nil                          | Nil                                       |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 4                                  |

**Resolution – 5 : Ordinary Resolution**

Appointment of Mr. Hidekazu Omura as Director of the Company.

i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| 79   | 4,00,01,804                  | 100.00%                                   |

ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| Nil  | Nil                          | Nil                                       |



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iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 4                                  |

**Resolution – 6 : Ordinary Resolution**

Appointment of Mr. Prasan Abhaykumar Firodia as an Independent Director of the Company.

i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| 79   | 4,00,01,804                  | 100.00%                                   |

ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| Nil  | Nil                          | Nil                                       |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 4                                  |

**Resolution – 7 : Ordinary Resolution**

Appointment of Mr. Ravi Bhoothalingam as an Independent Director of the Company.

i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| 79   | 4,00,01,804                  | 100.00%                                   |

ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| Nil  | Nil                          | Nil                                       |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 4                                  |



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**Resolution – 8 : Ordinary Resolution**

Appointment of Mr. Prem Kumar Chadha as an Independent Director of the Company.

i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| 79   | 4,00,01,804                  | 100.00%                                   |

ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| Nil  | Nil                          | Nil                                       |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 4                                  |

**Resolution – 9 : Ordinary Resolution**

Appointment of Mr. Ramesh Suri as an Independent Director of the Company.

i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| 79   | 4,00,01,804                  | 100.00%                                   |

ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| Nil  | Nil                          | Nil                                       |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 4                                  |

**Resolution – 10 : Ordinary Resolution**

Appointment of Lt.Gen.(Retd.) Shamsher Singh Mehta as an Independent Director of the Company.



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i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| 79   | 4,00,01,804                  | 100.00%                                   |

ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| Nil  | Nil                          | Nil                                       |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 4                                  |

**Resolution – 11 : Ordinary Resolution**

Appointment of Mrs. Ramni Nirula as an Independent Director of the Company.

i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| 79   | 4,00,01,804                  | 100.00%                                   |

ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| Nil  | Nil                          | Nil                                       |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 4                                  |

**Resolution – 12 : Special Resolution**

Re-appointment of Mr. Sunjay Kapur as Managing Director of the Company.

i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| 79   | 4,00,01,804                  | 100.00%                                   |



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ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| Nil  | Nil                          | Nil                                       |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 4                                  |

**Resolution – 13 : Special Resolution**

Payment of minimum remuneration to Mr. Sunjay Kapur, Managing Director for FY 2013-14.

i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| 79   | 4,00,01,804                  | 100.00%                                   |

ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| Nil  | Nil                          | Nil                                       |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 4                                  |

**Resolution – 14 : Ordinary Resolution**

Ratification of the remuneration to be paid to M/s. Gurdeep Singh & Associates, Cost Auditors of the Company for FY 2014-15.

i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| 79   | 4,00,01,804                  | 100.00%                                   |

ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| Nil  | Nil                          | Nil                                       |



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iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 4                                  |

**Resolution – 15 : Special Resolution**

To fix borrowing limits of Board of Directors under Section 180(1)(c) of the Companies Act, 2013.

i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| 79   | 4,00,01,804                  | 100.00%                                   |

ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| Nil  | Nil                          | Nil                                       |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 4                                  |

**Resolution – 16 : Special Resolution**

Mortgaging and/or charging of the Company's properties under Section 180(1)(a) of the Companies Act, 2013.

i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| 79   | 4,00,01,804                  | 100.00%                                   |

ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of the total number of valid votes cast |
|--|------------------------------|---|
| Nil  | Nil                          | Nil                                       |



*Whofar*

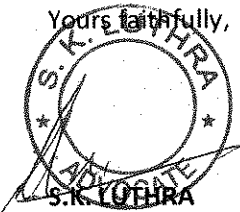
iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 4                                  |

4. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



**Advocate (Enrollment No. D 70/75)**  
**Scrutinizer**

A handwritten signature in black ink, appearing to read "Yash Pal Chopra".

**YASH PAL CHOPRA**  
**Member (DP Client Id No. IN300708 10592558)**  
**Scrutinizer**

Place: New Delhi

Dated: 24<sup>th</sup> September, 2014

## Report of Scrutinizers (on e-voting & poll)

To,

The Chairman  
Sona Koyo Steering Systems Limited  
UGF-6, Indra Prakash  
21, Barakhamba Road  
New Delhi 110 001.

**Sub : Scrutinizers' Report (Combined) on e-voting and Poll on the agenda items transacted at the Thirtieth Annual General Meeting (AGM) of Sona Koyo Steering Systems Limited held on Tuesday, 23<sup>rd</sup> September, 2014 at 3.00 PM at the Air Force Auditorium, Subroto Park, New Delhi 110010.**

Dear Sir,

1. I, S.K. Luthra, Advocate (Enrollment Number - D 70/75), having office at 1046, Sector 14, Gurgaon 122001, have been appointed as Scrutinizer by the Board of Directors of Sona Koyo Steering Systems Limited (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and

We, S.K. Luthra, Advocate (Enrollment Number – D 70/75), having office at 1046, Sector 14, Gurgaon 122001 and Yash Pal Chopra, Member (DP Client Id No. IN300708 10592558) Resident of JP-109, Maurya Enclave, Pitampura, Delhi 110034, have been appointed as Scrutinizers by the Chairman of the AGM on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice to the Thirtieth AGM of the Company held on Tuesday, 23<sup>rd</sup> September, 2014 at 3.00 PM at the Air Force Auditorium, Subroto Park, New Delhi 110010.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 relating to e-voting and poll on the resolutions contained in the Notice to the Thirtieth AGM of the members of the Company. Our responsibility as Scrutinizer(s) for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited (Karvy), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll at AGM.
3. We have issued separate Scrutinizer's Reports dated 18<sup>th</sup> September, 2014 on the e-voting and 24<sup>th</sup> September, 2014 on the poll on the resolutions contained in the notice to the AGM respectively.

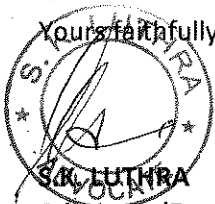
As requested by the management, we submit herewith our combined report on the results of e-voting together with that of Poll as under :



| Item No. of AGM Notice                                   | Votes in favour of the resolution |  | Votes against the resolution |  | Invalid Votes (Nos.) |
|--|-----------------------------------|--|------------------------------|--|----------------------|
|  | Nos.                              | % of total number of valid votes cast (favour & against) | Nos.                         | % of total number of valid votes cast (favour & against) |                      |
| Item No. 1 of the Notice<br>(As an Ordinary Resolution)  | 10,52,59,771                      | 100.00%  | 0                            | 0.00%  | 4                    |
| Item No. 2 of the Notice<br>(As an Ordinary Resolution)  | 10,52,59,771                      | 100.00%  | 0                            | 0.00%  | 4                    |
| Item No. 3 of the Notice<br>(As an Ordinary Resolution)  | 10,52,43,271                      | 99.99%   | 6,500                        | 0.01%  | 4                    |
| Item No. 4 of the Notice<br>(As an Ordinary Resolution)  | 10,52,43,271                      | 99.99%   | 6,500                        | 0.01%  | 4                    |
| Item No. 5 of the Notice<br>(As an Ordinary Resolution)  | 10,52,43,271                      | 99.99%   | 6,500                        | 0.01%  | 4                    |
| Item No. 6 of the Notice<br>(As an Ordinary Resolution)  | 10,52,43,271                      | 99.98%   | 16,500                       | 0.02%  | 4                    |
| Item No. 7 of the Notice<br>(As an Ordinary Resolution)  | 10,52,43,271                      | 99.98%   | 16,500                       | 0.02%  | 4                    |
| Item No. 8 of the Notice<br>(As an Ordinary Resolution)  | 10,52,43,271                      | 99.98%   | 16,500                       | 0.02%  | 4                    |
| Item No. 9 of the Notice<br>(As an Ordinary Resolution)  | 10,52,43,271                      | 99.98%   | 16,500                       | 0.02%  | 4                    |
| Item No. 10 of the Notice<br>(As an Ordinary Resolution) | 10,52,43,271                      | 99.98%   | 16,500                       | 0.02%  | 4                    |
| Item No. 11 of the Notice<br>(As an Ordinary Resolution) | 10,52,43,271                      | 99.98%   | 16,500                       | 0.02%  | 4                    |
| Item No. 12 of the Notice<br>(As a Special Resolution)   | 10,52,43,271                      | 99.98%   | 16,500                       | 0.02%  | 4                    |
| Item No. 13 of the Notice<br>(As a Special Resolution)   | 10,52,43,271                      | 99.98%   | 16,500                       | 0.02%  | 4                    |
| Item No. 14 of the Notice<br>(As an Ordinary Resolution) | 10,52,43,271                      | 99.98%   | 16,500                       | 0.02%  | 4                    |
| Item No. 15 of the Notice<br>(As a Special Resolution)   | 10,52,43,271                      | 99.98%   | 16,500                       | 0.02%  | 4                    |
| Item No. 16 of the Notice<br>(As a Special Resolution)   | 10,52,43,271                      | 99.98%   | 16,500                       | 0.02%  | 4                    |

Thanking you,

Yours faithfully,



**S. P. LUTHRA**  
Advocate (Enrollment No. D 70/75)  
Scrutinizer

**YASH PAL CHOPRA**  
Member (DP Client Id No. IN300708 10592558)  
Scrutinizer

Place : New Delhi

Dated : 24<sup>th</sup> September, 2014