

**Motherson Sumi Systems Limited**



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

Date: March 28, 2016

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

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

**Sub. : Details of Voting Results**

Dear Sirs,

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

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

This is for your kind information and record please.

Thanking you,

Yours faithfully,  
For Motherson Sumi Systems Limited

  
(G.N. GAUBA)  
CFO.& Company Secretary

Encl. : As above

**Voting Results of the Postal Ballot**

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

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

Resolution required: (Ordinary/ Special)		:	Special					
Whether promoter / promoter group are interested in the agenda/resolution?		:	No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		824600682	95	824600682	0	100	0
	Poll	--	--	--	--	--	--	--
	Postal Ballot (if applicable)		43313771	5	43313771	0	100	0
	<b>Total</b>	<b>867914453</b>	<b>867914453</b>	<b>100</b>	<b>867914453</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting		225802808	73.038	225790458	12350	99.9945	0.0055
	Poll	--	--	--	--	--	--	--
	Postal Ballot (if applicable)		904897	0.293	904897	0	100	0
	<b>Total</b>	<b>309156219</b>	<b>226707705</b>	<b>73.3311</b>	<b>226695355</b>	<b>12350</b>	<b>99.9945</b>	<b>0.0055</b>
Public-Non Institutions (Others)	E-Voting		5992420	4.1097	5991024	1396	99.976	0.0232
	Poll	--	--	--	--	--	--	--
	Postal Ballot (if applicable)		901676	0.6183	888330	13346	98.5198	1.480
	<b>Total</b>	<b>145808368</b>	<b>6894096</b>	<b>4.7281</b>	<b>6879354</b>	<b>14742</b>	<b>99.7861</b>	<b>0.2138</b>
	<b>Total :</b>	<b>1322879040</b>	<b>1101516254</b>	<b>83.2666</b>	<b>1101489162</b>	<b>27092</b>	<b>99.9975</b>	<b>0.0025</b>



### SCRUTINIZER'S REPORT

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

To,

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

Dear Sirs,

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

I, D.P Gupta, practicing Company Secretary, was appointed as a Scrutinizer of MOTHERSON SUMI SYSTEMS LIMITED ("the Company") pursuant to section 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable, for the purpose of Scrutinizing the e-voting and Postal Ballot in a fair and transparent manner and ascertaining the requisite majority on e-voting and Postal Ballot out as per the provision of Companies Act, 2013 on the below mentioned resolution(s). We submit our report as under:

1. The e-voting period remained open from Friday 25<sup>th</sup> February, 2016 (9:00 A.M) to Saturday 25<sup>th</sup> March 2016 (5:30 P.M.)
2. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. Friday 12<sup>th</sup> February 2016 were entitled to vote



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

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

Signatures *Priyadatta Joshi*  
Name Priyadatta Joshi

Signatures *Divya Goel*  
Name Divya Goel

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

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

(i) **Voted in favour of the resolution:**

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

Note: - Less Voted 20 shares (Postal Ballot)

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

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



(iii) **Invalid Votes:**

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

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

**Thanking You,**

**Yours faithfully**

  


**For SGS Associates**

**D P Gupta**

**M.N. FCS 2411, CP No. 1509**

Place: Noida

Dated: 28<sup>th</sup> March, 2016

