

12<sup>th</sup> August, 2016

**The Corporate Relationship Department**  
**Mumbai Stock Exchange**  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, P.J. Towers  
Dalal Street, Fort, Mumbai 400 001.

**National Stock Exchange of India Ltd.**  
Exchange Plaza, C-1, Block G  
Bandra – Kurla Complex, Bandra (E)  
Mumbai 400 051.

**Scrip Code - 520057**

**Symbol – SONASTEER; Series – EQ.**

**Sub : Proceedings at the 32<sup>nd</sup> Annual General Meeting.**

Dear Sir(s),

Pursuant to the provisions of Regulation 30 (Part 'A' of Schedule III) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the copy of the proceedings at the 32<sup>nd</sup> Annual General Meeting of the Company held on 5<sup>th</sup> August, 2016.

The above is for your information and record.

Thanking you,

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



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

## **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



PROCEEDINGS OF THE THIRTY SECOND ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF SONA KOYO STEERING SYSTEMS LTD. HELD ON FRIDAY, 5<sup>TH</sup> AUGUST, 2016 AT 10.00 A.M. AT AIR FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI 110 010.

<b>PRESENT</b>	Mr. Sunjay Kapur	: Chairman
	Mr. Kiran Manohar Deshmukh	: Executive Vice Chairman
	Mr. Kiyozumi Kamiki	: Dy. Managing Director
	Mr. Hidekazu Omura	: Director
	Mrs. Rani Kapur	: Director
	Mr. Ramesh Suri	: Director
	Mr. Ravi Bhoothalingam	: Director ( <i>Chairman-Audit Committee</i> )
	Mr. P.K. Chadha	: Director ( <i>Chairman-Nomination &amp; Remuneration Committee</i> )
	Lt.Gen.(Retd.) S.S. Mehta	: Director
	Mrs. Ramni Nirula	: Director
	Mr. Prasan Abhaykumar Firodia	: Director
	Mr. Vidur Puri	: Partner, S. P. Puri & Co., Chartered Accountants, Statutory Auditors
	Mr. Ashok Gupta	: Representative of SS Gupta, Secretarial Auditors
	Mr. Sudhir Chopra	: President & Company Secretary
	<b>MEMBERS PRESENT IN PERSON</b>	<b>4053</b>
	<b>MEMBERS PRESENT BY PROXY</b>	<b>97</b>

Mr. Sunjay Kapur presided.

The quorum being present, the Chairman called the meeting to order.

With the permission of the members present the Notice of the meeting and the Directors' Report were taken as read.

Thereafter, the Chairman delivered his speech.

In order to comply with the requirements of e-voting, the Company had provided the e-voting facility to all its shareholders and kept the e-voting process open from 2<sup>nd</sup> August, 2016 to 4<sup>th</sup> August, 2016. The shareholders who did not cast their votes through e-voting and were present at the meeting, have now the option to cast their vote by poll. In compliance with the requirements of law, the Chairman appointed Mr. S.K. Luthra, Advocate and Mr. Yash Pal Chopra, a Shareholder of the Company, to be the scrutinizers to conduct the poll and give their report to Chairman.

The Chairman then called Mr. Vidur Puri, Partner, S. P. Puri & Co., Chartered Accountants, Statutory Auditors to read out the Auditors' Report.



Mr. Vidur Puri, read out the Auditors' Report on Financial Statements for the financial year ended 31<sup>st</sup> March, 2016.

The Chairman informed the members that Financial Accounts, Auditors' Report thereon and the Directors' Report are already in the hands of the members, which they would have gone through and accordingly invited comments from the members on the working of the Company. Few Shareholders spoke and appreciated the management of the Company for showing good performance and also the for the good corporate governance practices followed by the Company.

The Chairman thanked the members for their comments and thereafter invited both the Scrutinizers (Mr. S.K. Luthra, Advocate and Mr. Yash Pal Chopra, Member) to take over the poll proceedings.

Both the Scrutinizers showed the empty ballot boxes to the members and proxies of the Company present at the meeting and locked the ballot boxes.

The Chairman then requested to commence the poll on all the resolutions proposed at Item Nos. 1 to 8 vide Notice dated 13<sup>th</sup> May, 2016, under the supervision of the Scrutinizers.

The poll was then concluded in the due course. The Scrutinizers then took the Ballot Boxes in their custody.

The Chairman requested the Scrutinizers to submit their Poll Report to him and informed the members and proxies present in the meeting that the results of e-voting and physical voting shall be recorded and be part of the minutes of this Annual General Meeting.

The Chairman thanked the members & proxies for their participation and concluded the 32<sup>nd</sup> General Meeting.

On the basis of the Scrutinizers' Report for the Electronic Voting as well as for the Poll at the Annual General Meeting, the summary of which is given below, all the resolutions for the ordinary and special business as set out in Item Nos. 1 to 8 in the Notice of the 32<sup>nd</sup> General Meeting, were duly approved by the members with requisite majority:

**Resolution No. – 1 (Ordinary Resolution)**

**“RESOLVED THAT** the Audited Standalone and Consolidated Financial Statement for the year ended 31<sup>st</sup> March, 2016 including audited Balance Sheet as at 31<sup>st</sup> March, 2016, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date, together with the Directors' Report and the Auditors' Report thereon be and are hereby received and adopted.”



Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Accounts for the year ended 31st March, 2016							
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 & Promoter Group	E-Voting	104008915	63714664	61.2588	63714664	0	100.0000	0.0000
	Poll		39947108	38.4074	39947108	0	100.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Institutions	E-Voting	2818051	2592942	92.0119	2592942	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Non Institutions	E-Voting	91914866	22985640	25.0075	22985640	0	100.0000	0.0000
	Poll		4357	0.0047	3866	491	88.7307	11.2692
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total		198741832	129244711	65.0315	129244220	491	99.9996	0.0004

### Resolution No. – 2 (Ordinary Resolution)

**“RESOLVED THAT** pursuant to the recommendation of the Directors, dividend at the rate of 50% on the Equity Share Capital of Rs. 19,87,41,832/- of the Company for the year ended 31<sup>st</sup> March, 2016 be and is hereby declared out of the current year’s profits of the Company.

**RESOLVED FURTHER THAT** the dividend be paid to the shareholders whose names appear on the Register of Members as on 29<sup>th</sup> July, 2016.”

Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of dividend on equity shares							
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 & Promoter Group	E-Voting	104008915	63714664	61.2588	63714664	0	100.0000	0.0000
	Poll		39947108	38.4074	39947108	0	100.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Institutions	E-Voting	2818051	2592942	92.0119	2592942	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Non Institutions	E-Voting	91914866	22985640	25.0075	22985640	0	100.0000	0.0000
	Poll		4357	0.0047	3866	491	88.7307	11.2692



	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	198741832	129244711	65.0315	129244220	491	99.9996	0.0004

### **Resolution No. – 3 (Ordinary Resolution)**

**"RESOLVED THAT** Mr. Kazuhiko Ayabe (holding DIN 02917011), who retires by rotation and being eligible for re-appointment be and is hereby appointed as a Director of the Company."

Resolution required: (Ordinary/ Special)	<b>ORDINARY - Re-appointment of Mr. Kazuhiko Ayabe, who retires by rotation and, being eligible, offers himself for re-appointment</b>							
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 & Promoter Group	E-Voting	104008915	63714664	61.2588	63714664	0	100.0000	0.0000
	Poll		39947108	38.4074	39947108	0	100.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Institutions	E-Voting	2818051	2592942	92.0119	1882050	710892	72.5835	27.4164
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Non Institutions	E-Voting	91914866	22985640	25.0075	22985640	0	100.0000	0.0000
	Poll		4357	0.0047	3866	491	88.7307	11.2692
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	198741832	129244711	65.0315	128533328	711383	99.4496	0.5504

### **Resolution No. – 4 (Ordinary Resolution)**

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and pursuant to the resolution passed by the members at the 30<sup>th</sup> Annual General Meeting held on 23<sup>rd</sup> September, 2014, the appointment of S.P. Puri & Co., Chartered Accountants (ICAI Registration No. 001152N), as Auditors of the Company for a term of three years i.e. till the conclusion of the 33<sup>rd</sup> Annual General Meeting (AGM), which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 33<sup>rd</sup> AGM of the Company to be held in the year 2017, at such remuneration plus service tax, out-of-pocket, travelling and boarding & lodging expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."



Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of the appointment of M/s. S.P. Puri & Co. Chartered Accountants, as Statutory Auditors of the Company.							
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 & Promoter Group	E-Voting	104008915	63714664	61.2588	63714664	0	100.0000	0.0000
	Poll		39947108	38.4074	39947108	0	100.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Institutions	E-Voting	2818051	2592942	92.0119	2592942	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Non Institutions	E-Voting	91914866	22985640	25.0075	22985540	100	99.9995	0.0004
	Poll		4357	0.0047	3866	491	88.7307	11.2692
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	198741832	129244711	65.0315	129244120	591	99.9995	0.0005

#### **Resolution No. – 5 (Special Resolution)**

"**RESOLVED THAT** Mr. Kiran Manohar Deshmukh be appointed as a Director of the Company to fill the casual vacancy caused due to the demise of Dr. Surinder Kapur, whose period of office would not be liable to determination by retirement of directors by rotation.

**RESOLVED FURTHER THAT** in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such sanctions as may be necessary, the consent of the Company be and is hereby accorded to the appointment of Mr. Kiran Manohar Deshmukh as Executive Vice Chairman of the Company for a period of two (2) years with effect from 15<sup>th</sup> September, 2015, with remuneration, on the terms and conditions including as to remuneration set out in the draft agreement submitted to this meeting and initialed by the Chairman of the meeting for the purpose of identification, which agreement is specifically sanctioned with liberty to the Board of Directors to alter and vary the terms and conditions, including as to remuneration, for the said appointment and / or agreement in such manner as may be agreed between the Board of Directors and Mr. Kiran Manohar Deshmukh, Executive Vice Chairman of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as in its absolute discretion it may think be necessary, proper or expedient in the matter and is further authorized to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard."



Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Kiran Manohar Deshmukh as Executive Vice Chairman of the Company							
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 & Promoter Group	E-Voting	104008915	63714664	61.2588	63714664	0	100.0000	0.0000
	Poll		39947108	38.4074	39947108	0	100.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Institutions	E-Voting	2818051	2592942	92.0119	1882050	710892	72.5835	27.4164
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Non Institutions	E-Voting	91914866	22985640	25.0075	22985640	0	100.0000	0.0000
	Poll		4357	0.0047	3866	491	88.7307	11.2692
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	198741832	129244711	65.0315	128533328	711383	99.4496	0.5504

### **Resolution No. – 6 (Special Resolution)**

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such sanctions as may be necessary, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Kiyozumi Kamiki as Dy. Managing Director of the Company for a period with effect from 15<sup>th</sup> May, 2016 to 31<sup>st</sup> March, 2017 on the terms and conditions including as to remuneration set out in the draft Agreement submitted to this meeting and initialed by the Chairman of the Meeting for the purpose of identification, which Agreement is hereby specifically sanctioned with liberty to the Board of Directors to alter and vary the terms and conditions including as to remuneration for the said appointment and/or Agreement in such manner as may be agreed between the Board of Directors and Mr. Kiyozumi Kamiki, Dy. Managing Director of the Company

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as in its absolute discretion it may think be necessary, proper or expedient in the matter and is further authorized to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard."



Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Kiyozmi Kamiki as Dy. Managing Director of the Company.							
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 & Promoter Group	E-Voting	104008915	63714664	61.2588	63714664	0	100.0000	0.0000
	Poll		39947108	38.4074	39947108	0	100.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Institutions	E-Voting	2818051	2592942	92.0119	2592942	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Non Institutions	E-Voting	91914866	22985640	25.0075	22985540	100	99.9995	0.0004
	Poll		4357	0.0047	3866	491	88.7307	11.2692
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	198741832	129244711	65.0315	129244120	591	99.9995	0.0005

### **Resolution No. – 7 (Special Resolution)**

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Company be and is hereby accorded to enter into the transaction(s) by the Company with the related parties for sale / purchase of components and availing/ providing of services for the maximum amounts, as mentioned below:

Name of Related Parties	Maximum Amount Per Annum (In Rs./Crores)
Maruti Suzuki India Limited	800.00*
JTEKT Sona Automotive India Limited	400.00*

\*(plus applicable taxes like excise, vat etc.)

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or a Committee thereof, be and are hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties, doubts that may arise with regard to any transaction with the related party and execute or authorize any person(s) to execute all such agreements, documents and writings and to make such filings, as may be necessary, relevant, usual, customary or desirable for the purpose of giving effect to this resolution.”





Resolution required: (Ordinary/ Special)	ORDINARY - To approve entering into related party transactions.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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 & Promoter Group	E-Voting	104008915	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Institutions	E-Voting	2818051	2592942	92.0119	2592942	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Non Institutions	E-Voting	91914866	22985640	25.0075	22985540	100	99.9995	0.0004
	Poll		4357	0.0047	3866	491	88.7307	11.2692
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	198741832	25582939	12.8724	25582348	591	99.9977	0.0023

### **Resolution No. – 8 (Special Resolution)**

“RESOLVED THAT consent of the Company be and is hereby accorded under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 to mortgaging and / or charging by the Board of Directors of the Company of all or any part of immovable and movable properties of the Company, wheresoever situated, present and future, of every nature and kind whatsoever and / or the whole of the undertaking of the Company in favour of the following Lenders to secure:

#### **ON FIRST PARI-PASSU CHARGE BASIS TO :**

Name of the Bank	Credit Facility	Loan Amount (Rs in Crores)
Corporation bank	Term Loan	195.00
Indian Bank	Term Loan	30.00
Allahabad Bank	Term Loan	30.00
Allahabad Bank	Term Loan-2	40.00
Standard Chartered Bank*	ECB	USD 4.00 million
Standard Chartered Bank*	ECB	USD 5.00 million
Standard Chartered Bank*	ECB	USD 6.00 million
Standard Chartered Bank#	ECB	USD 6.50 million
State Bank Of India	Corporate Loan	30.00
IndusInd Bank	Term Loan	30.00
State Bank Of India	Corporate Loan	40.00
State Bank Of Hyderabad	Corporate Loan	10.00

\* Standard Chartered Bank, New Delhi (acting as Security Agent for and on behalf of Standard Chartered Bank, London)

# St. Helen's Nominees India Private Limited, Mumbai (acting as Security Agent for and on behalf of Standard Chartered Bank (Mauritius) Limited)



ON SECOND PARI-PASSU CHARGE BASIS TO :

Banks	Facility	Total Limits (Rs. In Crores)
State Bank of India	Working Capital	30.00
State Bank Of Hyderabad	Working Capital	15.85
Standard Chartered Bank	Working Capital	27.50
Standard Chartered Bank	Export Finance	USD 4.00 million / 20.00
YES Bank Ltd.	Working Capital	10.00
Corporation Bank	Working Capital	18.00
Kotak Mahindra Bank Ltd	Working Capital	10.00
IndusInd Bank	Working Capital	5.00

together with the interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, cost, charges, expenses and other monies payable by the Company to the above Lenders under the respective heads of agreement / loan agreement / subscription agreement / credit facility agreement / letter of sanction / memorandum of terms and conditions, entered into / to be entered into by the Company in respect of the said facilities.

**RESOLVED FURTHER THAT** mortgage / charges created / to be created and / or all agreements / documents executed / to be executed and all acts done in terms of the above resolution by and with the authority of the Board of Directors are hereby confirmed and ratified.”

Resolution required: (Ordinary/ Special)	SPECIAL - Mortgaging and/or charging of the Company's properties under Section 180(1)(a) of the Companies Act, 2013.							
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 & Promoter Group	E-Voting	104008915	63714664	61.2588	63714664	0	100.0000	0.0000
	Poll		39947108	38.4074	39947108	0	100.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Institutions	E-Voting	2818051	2592942	92.0119	2592942	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Non Institutions	E-Voting	91914866	22985640	25.0075	22985540	100	99.9995	0.0004
	Poll		4357	0.0047	3866	491	88.7307	11.2692
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Tot	198741832	129244711	65.0315	129244120	591	99.9995	0.0005



All the above resolutions for the ordinary and special businesses as set out in Item Nos. 1 to 8 in the Notice of the 32<sup>nd</sup> General Meeting of the Company have been duly passed by the requisite majority. The results for the e-voting, physical voting and the combined report thereof was declared through posting of the same on the website of the Company and also the same were furnished to the Stock Exchanges where the shares of the Company are listed.

**FOR SONA KOYO STEERING SYSTEMS LIMITED**

A handwritten signature in green ink, consisting of a large, stylized initial 'S' followed by a series of connected loops and a long horizontal stroke at the end.

**SUDHIR CHOPRA  
PRESIDENT & COMPANY SECRETARY**