

**Motherson Sumi Systems Limited**



C-14 A&B, Sector-1, Noida - 201301  
Distt. Gautam Budh Nagar, (U.P.) India  
Tel: +91-120-6752100, 6752278  
Fax: +91-120-2521866, 2521966  
Website: www.motherson.com  
CIN - L34300MH1986PLC284510

Date: May 19, 2017

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

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

**Scrip Code : MOTHERSUMI**

**Scrip Code : 517334**

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

**Sub. : Details of Voting Results**

Dear Sirs,


This is to inform that based on the Scrutinizers' Report, the Company has declared the result of the Postal Ballot on May 19, 2017. Shareholders of the Company have approved the Resolution for creation of charges on the assets of the Company under section 180(1)(a) of the Companies Act, 2013.

In this connection, we enclose herewith details of voting result of the Postal Ballot as per prescribed format pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with a copy of Scrutinizers' Report dated May 17, 2017.

This is for your kind information and record please.

Thanking you,

Yours faithfully,  
For Motherson Sumi Systems Limited

  
(G.N. GAUBA)  
CFO & Company Secretary

Encl. : As above

**Voting Results of the Postal Ballot**



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

**Agenda- Creation of charges on the assets of the Company under section 180(1)(a) of the Companies Act, 2013**

Resolution required: (Ordinary/ Special)		Special						
Whether promoter / promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		842363142	95.11	842363142	0	100	0
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		43313771	4.89	43313771	0	100	0
	<b>Total</b>	<b>885676913</b>	<b>885676913</b>	<b>100</b>	<b>885676913</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting		291708963	78.14	286911828	4797135	98.36	1.64
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		250000	0.07	250000	0	100	0
	<b>Total</b>	<b>373307658</b>	<b>291958963</b>	<b>78.21</b>	<b>287161828</b>	<b>4797135</b>	<b>98.36</b>	<b>1.64</b>
Public-Non Institutions (Others)	E-Voting		15511032	10.73	15510297	735	100	0
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		82533	0.06	82533	0	100	0
	<b>Total</b>	<b>144541756</b>	<b>15593565</b>	<b>10.79</b>	<b>15592830</b>	<b>735</b>	<b>100</b>	<b>0</b>
<b>Total :</b>		<b>1403526327</b>	<b>1193229441</b>	<b>85.02</b>	<b>1188431571</b>	<b>4797870</b>	<b>99.60</b>	<b>0.40</b>

### SCRUTINIZER'S REPORT

(Pursuant to sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To.

The Chairman  
Motherson Sumi Systems Limited.  
Unit-705, C Wing, One BKC, G Block,  
Bandra Kurla Complex, Bandra East,  
Mumbai - 400051

Dear Sir,

**Sub. :Scrutinizer's Report on e - voting and Postal Ballot conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies ( Management and Administration) Rules, 2014**

I, D.P Gupta, Proprietor of SGS ASSOCIATES, Company Secretaries (M.N. FCS 2411, C.P. No. 1509) Firm having its office at 14, First Floor, Rani Jhansi Road, Jhandewalan, New Delhi- 110055, have been appointed as a Scrutinizer of Motherson Sumi Systems Limited ("the Company") pursuant to section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies ( Management and administration) Rules, 2014, for the purpose of Scrutinizing the e-voting and Postal Ballot process in a fair and transparent manner and ascertaining the requisite majority on e-voting and Postal Ballot carried out as per the provision of Companies Act, 2013 on the below mentioned resolution(s), We submit our report as under:

1. The e-voting period remained open from **17<sup>th</sup> April 2017 (9:30 a.m.) to 16<sup>th</sup> May 2017 (5:30 p.m.)**.



2. The shareholders holding shares as on the "cut off" date i.e. **31<sup>st</sup> March 2017** were entitled to vote on the proposed resolution as set out in the Notice of Postal Ballot Dated 18<sup>th</sup> March 2017 of Motherson Sumi Systems Limited
3. The votes were unblocked on 16<sup>th</sup> May 2017 after 5.30 p.m. in the presence of two witnesses, Ms. Leena Jain (North Avenue, New Delhi - 110001) and Ms. Surbhi Bansal (House no. 46, BLOCK B-3, PaschimVihar New Delhi - 110063) who are not in the employment of the Company. They have signed below in Confirmation of the votes being unblocked in their presence.

Signatures Leena Jain Signatures Surbhi Bansal

Name LEENA JAIN Name SURBHI BANSAL

4. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of **M/s.Karvy Computershare Private Limited.**
5. The total number of valid Ballots received (Electronic & Physical) were 758 for 1193229441 votes.
6. The results of the voting is as under:

**A) Resolution 1:- Special resolution for creation of charge on the assets of the Company**

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

	Number of Members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	707	1144785267	95.94
Postal Ballot	9	43646304	3.66
Total	716	1188431571	99.60



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

	Number of Members voted	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	42	4797870	0.40
Postal Ballot	0	0	0
Total	42	4797870	0.40

(iii) **Invalid Votes:**

	Total number of members whose votes were declared invalid	Total numbers of votes cast by them
E-voting	7	245609
Postal Ballot	0	0
Total	7	245609

Less Voted - 3936653 shares.

7. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes and the same are handed over to the Company Secretary for safe keeping.

**Thanking You,  
Yours faithfully,  
For SGS Associates**

**D P Gupta  
Proprietor**



Place: Noida

Dated: 17<sup>th</sup> May 2017