

23<sup>rd</sup> May, 2017

**The BSE Limited**  
**Department of Corporate Services**  
Floor 1, New Trading Ring  
Rotunda Building. P.J. Towers  
Dalal Street, Fort, Mumbai 400 001.  
**Scrip Code - 520057**

**National Stock Exchange of India Ltd.**  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block  
Bandra – Kurla Complex  
Bandra (E), Mumbai 400 051.  
**Symbol – SONASTEER; Series – EQ**

**Sub: Approval of members through Postal Ballot/E.voting for De-classification and Re-classification of Promoter & Promoter Group.**

Dear Sir(s),

Further to our letter dated 18<sup>th</sup> May, 2017, we wish to inform you that the Company is seeking approval of its Members on the subject, by way of postal ballot / e-voting in accordance with the applicable provisions of the Companies Act, 2013 and rules made thereunder.

In this connection, we are enclosing herewith a copy of the Postal Ballot Notice dated 19<sup>th</sup> May, 2017 and Postal Ballot Form.

The printed copies of the aforesaid documents have been dispatched to those Members whose email addresses are not available with the Company / Registrar and Transfer Agent (RTA) / Depositories, by Registered Post at their respective registered address and has also been sent an e-mail to the Members whose e-mail addresses are registered with the Company / RTA / Depositories as on 18<sup>th</sup> May, 2017 (the cut-off date). The copies of the Postal Ballot Notice & Postal Ballot Form are also uploaded on the Company's website : [www.sonakoyosteering.com](http://www.sonakoyosteering.com)

A public notice in this regard shall be published by the Company in tomorrow's newspapers.

This is for your information and record.

Thanking you,

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



**SUDHIR CHOPRA**  
**DIRECTOR (CORPORATE AFFAIRS) &**  
**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](http://www.sonakoyosteering.com)

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



## SONA KOYO STEERING SYSTEMS LIMITED

(CIN : L29113DL1984PLC018415)

Regd.Off.- UGF-6, Indra Prakash

21, Barakhamba Road, New Delhi 110 001.

Tel.No. - 011-23311924, 23327205

Email - investorgrievance@sonagroup.com

Website - www.sonakoyosteering.com

### **NOTICE OF POSTAL BALLOT/E-VOTING**

Dear Member(s)

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) (the "Rules"), that the following resolution is proposed to be passed with requisite majority by way of postal ballot/e-voting.

**Item No. 1: (i) De-classification of Sona Autocomp Holding Limited ("SAHL") as a promoter and of Mr. Subash Chopra, Ms. Esha Chopra as members of the promoter group in each case of Sona Koyo Steering Systems Limited (the "Company"); and (ii) Re-classification of Mrs. Rani Kapur, Mr. Sunjay Kapur, Sumish Finance and Investment Company Private Limited, Mr. Jug Mohan Kapur, Ms. Sumitra Kapur, Ms. Sangeeta Chopra, Mr. Aman Chopra, Ms. Mandira Koirala, Ms. Superna Motwane and Jug Mohan Kapur – HUF as public shareholders of the Company, pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other laws and regulations as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the approval of the Members, be and is hereby accorded for the de-classification of Sona Autocomp Holding Limited, as a promoter of the Company of Mr. Subash Chopra, Ms. Esha Chopra as members of the promoter group and re-classification of Mrs. Rani Kapur, Mr. Sunjay Kapur, Sumish Finance and Investment Company Private Limited, Mr. Jug Mohan Kapur, Ms. Sumitra Kapur, Ms. Sangeeta Chopra, Mr. Aman Chopra, Ms. Mandira Koirala, Ms. Superna Motwane and Jug Mohan Kapur – HUF, collectively holding 99,269 (Ninety Nine thousand two hundred and sixty nine) shares in the Company, which amounts to 0.05% of the share capital of the Company, on a fully diluted basis, from the "Promoter and Promoter Group" shareholding of the Company to the "Public" shareholding of the Company.

**RESOLVED FURTHER THAT** any one of the Directors or Key Managerial Personnel of the Company, be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making timely intimation/fillings to stock exchange(s), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution."

Registered Office  
UGF-6, Indraprakash  
21, Barakhamba Road  
New Delhi 110001.

By Order of the Board  
For Sona Koyo Steering Systems Limited

Date : 19<sup>th</sup> May, 2017  
Place : Gurugram

Sudhir Chopra  
Director (Corporate Affairs) & Company Secretary

#### **Notes**

- 1) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts and reasons for the proposed resolution is annexed hereto.
- 2) The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means.
- 3) Notice along with the Postal Ballot Form is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 18<sup>th</sup> May, 2017.
- 4) The Notice along with the Postal Ballot Form is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrars and Transfer Agents (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copies of the Notice are being sent by permitted mode along with a self-addressed postage pre-paid envelope.
- 5) Members who have received the Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form attached to the e-mail or from the web link: [www.evoting.karvy.com](http://www.evoting.karvy.com) or from the "Investor Section" on the Company's website: [www.sonakoyosteering.com](http://www.sonakoyosteering.com) where the Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 21<sup>st</sup> June, 2017.
- 6) Resolution passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed as it has been passed at a general meeting of the members convened in that behalf.

- 7) Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of Karvy Computershare Private Limited ("Karvy") as the Authorised Agency to provide e-voting facility. Instructions for the process to be followed for voting through electronic means are given at Sl. No.18 (B).
- 8) The members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
- 9) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner as on the cut-off date i.e. 18<sup>th</sup> May, 2017.
- 10) A member cannot exercise his vote by proxy on postal ballot.
- 11) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
- 12) The Board of Directors has appointed Mr. S.K. Luthra, Advocate (Enrollment Number – D 70/75)) as a Scrutinizer to conduct the postal ballot evoting process in a fair and transparent manner.
- 13) The Scrutinizer will submit his report to the Chairman of the Company after the completion of scrutiny, and the results of voting by postal ballot (including voting through electronic means) will be declared by placing it along with the Scrutinizer's report on the Company's website [www.sonakoyosteering.com](http://www.sonakoyosteering.com) and communicated to the BSE Limited & National Stock Exchange of India Ltd.
- 14) The resolution, if approved, shall be deemed to have been passed on the last date of voting, i.e. 21<sup>st</sup> June, 2017.
- 15) Relevant documents referred to in the Notice available for inspection by the members at Company's registered office during business hours on all its working days from the date of dispatch of the Notice till 21<sup>st</sup> June, 2017.
- 16) In case of any query/grievance with respect to voting by postal ballot including voting through electronic means, please visit Help & FAQ's section available at Karvy's website: <https://evoting.karvy.com> or send e-mail to [investorgrievance@sonagroup.com](mailto:investorgrievance@sonagroup.com) or call Karvy on toll free number 1800 3454 001 for any further clarifications.
- 17) **Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.**
- 18) The instructions for Members for voting are as under:-

**A) Voting through physical Postal Ballot Form:**

- i) A shareholder desiring to exercise vote by postal ballot may complete the attached Postal ballot form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. However envelopes containing postal ballot, if sent by any other mode at the expense of the registered Members/Shareholders will also be accepted.
- ii) Voting Rights: Shareholders holding equity shares shall have one vote per share as shown against their holding.
- iii) The self-addressed envelope contains the address of the scrutinizer appointed by the Board of Directors.
- iv) The postal ballot form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
- v) Unsigned postal ballot or incomplete postal ballot forms will be rejected.
- vi) Duly signed Postal Ballot Form should reach the Scrutinizer not later than 5.30 PM (IST) on Wednesday 21st June, 2017. All postal ballot forms received after this date will be strictly treated as if, reply from such shareholder has not been received.
- vii) A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date and time specified at Point No. vi (Above this point).
- viii) In case of shares held by companies, trusts, societies etc. the duly filled in postal ballot form should be accompanied by a certified true copy of the appropriate Resolution.
- ix) In case of the postal ballot is signed by the holder of power of attorney, with reference to the power of attorney registered with the Company, should be mentioned in the postal ballot form. In case a postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the postal ballot form. Where the postal ballot form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form.
- x) Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

**B) Remote e-voting facility:**

In pursuance of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013, the Company is pleased to offer e-voting facility as an alternative, for its Shareholders to enable them to cast their vote electronically instead of dispatching physical postal ballot form. The instructions for Members for voting electronically are as under:

**Instructions and other information relating to remote e-voting:**

- i) **In case a member receives an e-mail from Karvy** [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:
  - a) Launch internet browser by typing the URL : <https://evoting.karvy.com>.

- b) Enter the login credentials (i.e. User ID and password), which are provided in the Postal Ballot Form. The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
- c) After entering these details appropriately, click on "LOGIN".
- d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- e) You need to login again with the new credentials.
- f) On successful login, the system will prompt you to select the E-Voting Event Number for Sona Koyo Steering Systems Limited.
- g) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- i) You may then cast your vote by selecting an appropriate option and click on "Submit".
- j) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- k) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [skluthra@gmail.com](mailto:skluthra@gmail.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."
- ii) **In case a member receives physical copy of the Notice by Post** [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:
  - a) User ID and initial password, which are provided in the Postal Ballot Form.
  - b) Please follow all steps from Sr. No. (a) to (k) as mentioned in above, to cast your vote.
- iii) Once the vote on the resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 1

**(i) De-classification of Sona Autocomp Holding Limited ("SAHL") as a promoter and of Mr. Subash Chopra, Ms. Esha Chopra as members of the promoter group in each case of Sona Koyo Steering Systems Limited (the "Company"); and (ii) Re-classification of Mrs. Rani Kapur, Mr. Sunjay Kapur, Sumish Finance and Investment Company Private Limited, Mr. Jug Mohan Kapur, Ms. Sumitra Kapur, Ms. Sangeeta Chopra, Mr. Aman Chopra, Ms. Mandira Koirala, Ms. Superna Motwane and Jug Mohan Kapur – HUF (the "Sona Promoters and Persons Acting in Concert") as public shareholders of the Company, pursuant to Regulation 31A(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations").**

#### 1. De-Classification

- 1.1 On February 1, 2017, SAHL, one of the promoters of the Company, entered into a share purchase agreement with JTEKT Corporation ("JTEKT"), a technical and financial collaborator of the Company, and a member of the promoter and promoter group of the Company ("Share Purchase Agreement"). In terms of the Share Purchase Agreement, SAHL agreed to sell to JTEKT, the entirety of its shareholding in the Company comprising 4,99,14,664 (Four crores ninety - nine lakhs fourteen thousand six hundred and sixty four) and comprising 25.12% (twenty five point one two percent) of the issued and outstanding share capital of the Company on a fully diluted basis (collectively the "Sale Shares").
- 1.2 Pursuant to the execution of the Share Purchase Agreement, JTEKT launched an open offer under the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, by way of a public announcement dated February 1, 2017.
- 1.3 On May 18, 2017, SAHL and JTEKT completed the sale and purchase of the Sale Shares in accordance with the terms and conditions of the Share Purchase Agreement. Therefore, as on date SAHL does not hold any shares in the company. Further on May 18, 2017, (i) Mr. Sunjay Kapur (including as Chairman), Mrs. Rani Kapur and Mr. Kiran Manohar Deshmukh (including Executive Vice Chairman), resigned from the board of directors of the Company. Pursuant to the completion of the sale and purchase of the Sale Shares, SAHL does not have any shares in the Company and it does not have any nominee directors serving on the board of directors of the Company and it also does not have an ability to control the management or policy decisions of the Company in any manner.

- 1.4 SAHL:
- (i) has been disclosed as member of the promoter and promoter group as per the latest stock exchange filing made by the Company;
  - (ii) does not hold any shares in the paid-up equity share capital of the Company;
  - (iii) does not have any special rights in the Company through formal or informal arrangements;
  - (iv) will not act as key managerial persons of the Company; and
  - (v) does not directly or indirectly, exercise any control over the affairs of the Company.
- 1.5 During April, May 2017 Mr.Subash Chopra and Ms. Esha Chopra sold all their shares in the Company and consequently, Mr.Subash Chopra and Ms. Esha Chopra:
- (i) have been disclosed as members of the promoter and promoter group as per the latest stock exchange filing made by the Company;
  - (ii) do not hold any shares in the paid up equity share capital of the Company;
  - (iii) do not have any special rights in the Company through formal or informal arrangements;
  - (iv) will not act as key managerial persons of the Company; and
  - (v) do not directly or indirectly, exercise any control over the affairs of the Company

## 2. Re-Classification

- 2.1 Pursuant to the sale and purchase of the Sale Shares by SAHL to JTEKT, the Sona Promoters and Persons Acting in Concert, will continue to collectively hold 99,269 (Ninety Nine thousand two hundred and sixty nine) shares in the Company, which amounts to 0.05% (zero point zero five percent) of the share capital of the Company, on a fully diluted basis. The Sona Promoters and Persons Acting in Concert (i) are no longer involved in the day to day operations of the Company; (ii) do not hold any managerial position in the Company; and (iii) have no special rights in the Company. The Sona Promoters and Persons Acting in Concert are merely holders of 0.05% (zero point zero five percent) of the equity shares of the Company and have the same voting rights as other public shareholders of the Company and do not have the ability to control the management or policy decisions of the Company in any manner whatsoever including by virtue of their shareholding.
- 2.2 The Sona Promoters and Persons Acting in Concert:
- (i) have been disclosed as members of the promoter and promoter group as per the latest stock exchange filing made by the Company;
  - (ii) do not hold any special rights in the Company through formal or informal arrangements;
  - (iii) will not act as key managerial persons of the Company; and
  - (iv) do not directly or indirectly, exercise any control over the affairs of the Company.
- 2.3 The re-classification of the Sona Promoters and Persons Acting in Concert shall not be counted for the purposes of meeting the requirement of minimum public shareholding of twenty five percent (25%) as required under Regulation 38 of the LODR Regulations and Rule 19A of the Securities Contract (Regulation) Rules, 1957.
3. Vide letter dated May 18, 2017, SAHL, Mr. Subash Chopra and Mrs. Esha Chopra have requested the Company to de-classify it as a "promoter" of the Company and as members of the promoter group in each case ("De-Classification Application") and vide letter dated May 18, 2017, the Sona Promoters and Persons acting in Concert have requested the Company to re-classify them as "public shareholders" of the Company ("Re-Classification Application").
4. The board of directors of the Company have vide resolution passed on May 18, 2017 approved the De-Classification Application and Re-Classification Application and directed that this matter be placed before the members of the Company, by way of Postal Ballot/e.voting, for their consideration, in accordance with the provisions of Regulation 31(A) of the LODR Regulations.
5. In accordance with Regulation 31A of the LODR Regulations, the said de-classification and re-classification requires the approval of the BSE Limited and the National Stock Exchange of India Limited being the stock exchanges, where the shares of the Company are listed.
6. None of the Directors, Key Managerial Person, or their relatives is concerned or interested in this resolution except to the extent and manner set out in the resolution.
7. The Board recommends the passing of the resolution as set out under item no.1 for approval of the Members as Ordinary Resolution through Postal Ballot/e.voting.

Registered Office  
UGF-6, Indraprakash  
21, Barakhamba Road  
New Delhi 110001.

By Order of the Board  
For Sona Koyo Steering Systems Limited

Date : 19<sup>th</sup> May, 2017  
Place : Gurugram

Sudhir Chopra  
Director (Corporate Affairs) & Company Secretary



**SONA KOYO STEERING SYSTEMS LIMITED**

(CIN: L29113DL1984PLC018415)

Registered Office: UGF-6, Indraprakash, 21, Barakhamba Road, New Delhi 110001.

Tel: 011-23311924, 23327205

Email: [investorgrievance@sonagroup.com](mailto:investorgrievance@sonagroup.com) Website: [www.sonakoyosteering.com](http://www.sonakoyosteering.com)

**POSTAL BALLOT FORM**

Serial No. :

1. Name and Registered Address of the Sole/First Named Shareholder (in block letters) :

2. Name(s) of the Joint holder (s), If any (in block Letters) :

3. Registered Folio No./DP ID No./ Client ID No.\* :  
(\*Applicable to investors holding shares in dematerialized form)

4. Number of equity shares held as on 18.05.2017 :

I/We hereby exercise my/our vote(s) in respect of the following ordinary resolution to be passed through postal ballot for business stated in the Postal Ballot Notice dated 19th May, 2017, issued by the Company, by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark in the appropriate box below:

Resolution No.	Description	No. of Equity shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To approve de-classification of Sona Autocomp Holding Limited as a Promoter and of Mr. Subash Chopra, Ms. Esha Chopra as members of the promoter group of the Company & re-classification of other 10 members of promoter group as Public Shareholders as mentioned in the resolution pursuant to Regulation 31 A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015			

Place :

Date :

\_\_\_\_\_  
(Signature of the Equity Shareholder)

**Particulars for voting through Electronic means**

For those opting to vote through electronic means, instead of voting by the above postal ballot, facility is available at the web link <https://evoting.karvy.com>. Particulars for electronic voting are as under:

EVEN (E-Voting Event Number)	User Id	Password

**Note: Please read the instructions carefully given in the Postal Ballot Notice dated 19th May, 2017 before exercising your vote.**

Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

- Commencement of voting : From 9.00 a.m. (IST) on 23rd May, 2017
- End of voting : Up to 5.30 p.m. (IST) on 21st June, 2017

The facility for voting through electronic means will be disabled for voting by Karvy upon expiry of the aforesaid voting period.