

22nd June, 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 : Certified True Copy of the minutes of the proceedings relating to declaration of Results on voting by Postal Ballot.

Dear Sir,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the certified true copy of the minutes of the proceedings held on Thursday, 22nd June, 2017 relating to declaration of results on voting by Postal Ballot (including e-voting) conducted pursuant to Postal Ballot Notice dated 19th May, 2017.

You are requested to kindly take the same on 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

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



Deming Application Prize- 2003

CERTIFIED TRUE COPY OF THE MINUTES OF THE PROCEEDINGS HELD ON THURSDAY, 22ND JUNE, 2017 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT UGF-6, INDRAPRAKASH, 21, BARAKHAMBA ROAD, NEW DELHI 110001 RELATING TO DECLARATION OF THE RESULTS ON VOTING BY POSTAL BALLOT (INCLUDING E-VOTING) CONDUCTED PURSUANT TO NOTICE DATED 19TH MAY, 2017.

PRESENT	Mr. Hidekazu Omura	-	Chairman
	Mr. Kiyozumi Kamiki	-	Managing Director
	Mr. Sudhir Chopra	-	Director (Corporate Affairs) & Company Secretary
	Mr. S.K. Luthra, Advocate	-	Scrutinizer

Mr. Sudhir Chopra, Director (Corporate Affairs) & Company Secretary of the Company welcomed the persons present for the purpose of declaration of Postal Ballot results. Mr. Sudhir Chopra informed that pursuant to Section 110 and other applicable provisions, if any of the Companies Act, 2013, read together with the Companies (Management and Administration) Rules, 2014, the following item was recommended by the Board of Directors, for approval of shareholders, in its meeting held on 18th May, 2017 to be passed by Postal Ballot (including E-voting) :

Subject of Resolution	Type of Resolution
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	Ordinary Resolution

The Board of Directors of the Company at its meeting held on 18th May, 2017 had appointed Mr. S.K. Luthra, Advocate as the Scrutinizer for conducting the Postal Ballot process (including e-voting) in a fair and transparent manner and Karvy Computershare Private Limited (Karvy) was appointed for providing e-voting platform to the shareholders to cast their votes electronically.

The Notice containing the resolution, explanatory statement, postal ballot forms, e-voting user IDs and passwords and a self-addressed pre-paid business reply envelope (as applicable) were sent to the shareholders through post / e.mail on 23rd May, 2017, whose names appeared on the Register of Members / List of Beneficiaries as on Thursday, 18th May, 2017 (the cut-off date). The Notice was also placed on the website of the Company and on the website of Karvy.



Intimation about completion of dispatch of Notice, the postal ballot form / e-voting and the last date for receipt of reply form from shareholders / completion of e-voting, was intimated to the shareholders by way of a public notice given in the Newspapers on 24th May, 2017.

It was informed to the shareholders that the Company has offered e-voting facility as an option to the shareholders to cast their votes electronically and the e-voting window was open from 9.00 a.m. on 23rd May, 2017 till 5.30 p.m. on 21st June, 2017. As regards, voting through Postal Ballots, the shareholders were requested to return the Postal Ballot Forms duly completed in the attached self-addressed envelope, so as to reach the Scrutinizer not later than the close of business hours i.e. 5.30 p.m. on 21st June, 2017.

It was also informed that the Scrutinizer, after due scrutiny of all the Postal Ballot Forms and votes cast electronically through e-voting services till 5.30 p.m. on 21st June, 2017, submitted his report on the voting by Postal Ballot (both by physical ballot and electronic means) on 22nd June, 2017 to Mr. Hidekazu Omura, Chairman of the Company.

On the basis of the report of the Scrutinizer, Mr. Hidekazu Omura, Chairman of the Company, declared the following results of the Postal Ballot (including e-voting) :

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	103761041	0	0.0000	00	0	0.0000	0.0000
	Poll	103761041	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot	103761041	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	2741258	2475934	90.3211	2475934	0	100.0000	0.0000
	Poll	2741258	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot	2741258	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	92239533	19018561	20.6187	19018459	102	99.9994	0.0005
	Poll	92239533	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot	92239533	80329	0.0871	80328	1	99.9987	0.0012
	Total	198741832	21574824	10.8557	21574721	103	99.9995	0.0005

Note – There were 11 invalid Postal Ballot Form(s)/Remote E-voting Case(s) totaling 12615 equity shares.

Mr. Hidekazu Omura stated that as the number of votes cast in favour of the resolution is more than the number of votes cast against the same as shown in the table above, the following Ordinary Resolution, as set out in the Postal Ballot Notice dated 19th May, 2017, has been passed by the Members with requisite majority, by means of the Postal Ballot, on 21st June, 2017 :

“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.”

Dated : 22nd June, 2017

Sd/-

CHAIRMAN

Certified True Copy
For SONA KOYO STEERING SYSTEMS LIMITED

SUDHIR CHOPRA
DIRECTOR (CORPORATE AFFAIRS) & COMPANY SECRETARY