

# 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: August 23, 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,

We enclosed herewith details of voting results of the 30th Annual General Meeting of the Company held on August 21, 2017 at Swatantryaveer Savarkar Rashtriya Smarak Auditorium, 252, Veer Savarkar Marg, Shivaji Park, Dadar (W), Mumbai - 400 028 as per your prescribed format pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with a copy of Consolidated Scrutinizers' Report dated August 22, 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

**MOTHERSON SUMI SYSTEMS LIMITED**  
Format for Voting Results

Date of the AGM/EGM	:	21/08/2017
Total number of shareholders on record date	:	114487
No. of shareholders present in the meeting either in person or through proxy		
Promoters and Promoter Group	:	9
Public	:	67
No. of Shareholders attended the meeting through Video Conferencing		
Promoters and Promoter Group	:	Not Applicable
Public	:	Not Applicable

Agenda- wise disclosure (to be disclosed separately for each agenda item)



**Resolution 1 : Adoption of Financial Statements for the year ended 31st March, 2017**

Resolution required: (Ordinary/ Special) : Ordinary														
Whether promoter / promoter group are interested in the agenda/resolution? : No														
Category	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	<b>Mode of Voting</b>													
	E-Voting		530719943	39.9483	530719943	0	100.0000							0.0000
	Poll	1328515366	797795423	60.0517	797795423	0	100.0000							0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000							0.0000
<b>Total</b>	<b>1328515366</b>	<b>1328515366</b>	<b>100.0000</b>	<b>1328515366</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>							<b>0.0000</b>
Public- Institutions	E-Voting		439874770	76.7835	439874770	0	100.0000							0.0000
	Poll	572876462	0	0.0000	0	0	0.0000							0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000							0.0000
	<b>Total</b>	<b>572876462</b>	<b>439874770</b>	<b>76.7835</b>	<b>439874770</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>						
Public-Non Institutions (Others)	E-Voting		11370212	5.5764	11370204	8	99.9999							0.0000
	Poll	203897663	792193	0.3885	792191	2	99.9997							0.0003
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000							0.0000
	<b>Total</b>	<b>203897663</b>	<b>12162405</b>	<b>5.9650</b>	<b>12162395</b>	<b>10</b>	<b>99.9999</b>	<b>0.0001</b>						
<b>Total</b>	<b>2105289491</b>	<b>1780552541</b>	<b>84.5752</b>	<b>1780552531</b>	<b>10</b>	<b>100.0000</b>	<b>0.0000</b>							<b>0.0000</b>



**Resolution 2 : Declaration of dividend on equity shares**

Resolution required: (Ordinary/ Special) : **Ordinary**

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		530719943	39.9483	530719943	0	100.0000	0.0000
	Poll	1328515366	797795423	60.0517	797795423	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1328515366</b>	<b>1328515366</b>	<b>100.0000</b>	<b>1328515366</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting		440009770	76.8071	440009770	0	100.0000	0.0000
	Poll	572876462	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>572876462</b>	<b>440009770</b>	<b>76.8071</b>	<b>440009770</b>	<b>0</b>	<b>100.0000</b>
Public-Non Institutions (Others)	E-Voting		11370296	5.5765	11370074	222	99.9980	0.0020
	Poll	203897663	792193	0.3885	792191	2	99.9997	0.0003
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>203897663</b>	<b>12162489</b>	<b>5.9650</b>	<b>12162265</b>	<b>224</b>	<b>99.9982</b>
<b>Total</b>		<b>2105289491</b>	<b>1780687625</b>	<b>84.5816</b>	<b>1780687401</b>	<b>224</b>	<b>100.0000</b>	<b>0.0000</b>



**Resolution 3 : Appointment of Director in place of Mr. Pankaj Mittal, who retires by rotation and being eligible offers himself for re-appointment**

Resolution required: (Ordinary/ Special) : Ordinary														
Whether promoter / promoter group are interested in the agenda/resolution? : No														
Category	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Mode of Voting													
	E-Voting		530719943	39.9483	530719943	0	100.0000							0.0000
	Poll	1328515366	797795423	60.0517	797795423	0	100.0000							0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000							0.0000
<b>Total</b>	<b>1328515366</b>	<b>1328515366</b>	<b>100.0000</b>	<b>1328515366</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>							<b>0.0000</b>
Public- Institutions	E-Voting		440009770	76.8071	436772861	3236909	99.2644							0.7356
	Poll	572876462	0	0.0000	0	0	0.0000							0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000							0.0000
	<b>Total</b>	<b>572876462</b>	<b>440009770</b>	<b>76.8071</b>	<b>436772861</b>	<b>3236909</b>	<b>99.2644</b>	<b>0.7356</b>						
Public-Non Institutions (Others)	E-Voting		11370222	5.5764	11369975	247	99.9978							0.0022
	Poll	203897663	792193	0.3885	792191	2	99.9997							0.0003
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000							0.0000
	<b>Total</b>	<b>203897663</b>	<b>12162415</b>	<b>5.9650</b>	<b>12162166</b>	<b>249</b>	<b>99.9980</b>	<b>0.0020</b>						
<b>Total</b>	<b>2105289491</b>	<b>1780687551</b>	<b>84.5816</b>	<b>1777450393</b>	<b>3237158</b>	<b>99.8182</b>	<b>0.1818</b>							



**Resolution 4 : Appointment of Statutory Auditors of the Company and fixing their remuneration**

Resolution required: (Ordinary/ Special) : Ordinary														
Whether promoter / promoter group are interested in the agenda/resolution? : No														
Category	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Mode of Voting													
	E-Voting		530719943	39.9483	530719943	0	100.0000							0.0000
	Poll	1328515366	797795423	60.0517	797795423	0	100.0000							0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000							0.0000
<b>Total</b>	<b>1328515366</b>	<b>1328515366</b>	<b>100.0000</b>	<b>1328515366</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>							<b>0.0000</b>
Public- Institutions	E-Voting		440009770	76.8071	432006228	8003542	98.1811							1.8189
	Poll	572876462	0	0.0000	0	0	0.0000							0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000							0.0000
	<b>Total</b>	<b>572876462</b>	<b>440009770</b>	<b>76.8071</b>	<b>432006228</b>	<b>8003542</b>	<b>98.1811</b>	<b>1.8189</b>						
Public-Non Institutions (Others)	E-Voting		11370137	5.5764	11370055	82	99.9993							0.0007
	Poll	203897663	792193	0.3885	792191	2	99.9997							0.0003
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000							0.0000
	<b>Total</b>	<b>203897663</b>	<b>12162330</b>	<b>5.9649</b>	<b>12162246</b>	<b>84</b>	<b>99.9993</b>	<b>0.0007</b>						
<b>Total</b>	<b>2105289491</b>	<b>1780687466</b>	<b>84.5816</b>	<b>1772683840</b>	<b>8003626</b>	<b>99.5505</b>	<b>0.4495</b>							



**Resolution 4 : Re-appointment of Mr. Pankaj Mital as Whole-time Director of the Company**

Resolution required: (Ordinary/ Special) : Ordinary

Whether promoter / promoter group are interested in the agenda/resolution? : No

Category	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Mode of Voting						
	E-Voting	530719943	39.9483	530719943	0	100.0000	0.0000
	Poll	797795423	60.0517	797795423	0	100.0000	0.0000
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000
<b>Total</b>	<b>1328515366</b>	<b>1328515366</b>	<b>100.0000</b>	<b>1328515366</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	435787090	76.0700	434352340	1434750	99.6708	0.3292
	Poll	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>572876462</b>	<b>435787090</b>	<b>76.0700</b>	<b>434352340</b>	<b>1434750</b>	<b>99.6708</b>
Public-Non Institutions (Others)	E-Voting	11370222	5.5764	11369976	246	99.9978	0.0022
	Poll	792193	0.3885	792191	2	99.9997	0.0003
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>203897663</b>	<b>12162415</b>	<b>5.9550</b>	<b>12162167</b>	<b>248</b>	<b>99.9980</b>
<b>Total</b>	<b>2105289491</b>	<b>1776464871</b>	<b>84.3810</b>	<b>1775029873</b>	<b>1434998</b>	<b>99.9192</b>	<b>0.0808</b>



**Resolution 4 : Ratification of the remuneration of the Cost Auditor for the Financial Year 2017-18**

Resolution required: (Ordinary/ Special) : Ordinary

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		530719943	39.9483	530719943	0	100.0000	0.0000
	Poll	1328515366	797795423	60.0517	797795423	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1328515366</b>	<b>1328515366</b>	<b>100.0000</b>	<b>1328515366</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting		440009770	76.8071	434296702	5713068	98.7016	1.2984
	Poll	572876462	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>572876462</b>	<b>440009770</b>	<b>76.8071</b>	<b>434296702</b>	<b>5713068</b>	<b>98.7016</b>
Public-Non Institutions (Others)	E-Voting		11370137	5.5764	11370137	0	100.0000	0.0000
	Poll	203897663	792193	0.3885	792191	2	99.9997	0.0003
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>203897663</b>	<b>12162330</b>	<b>5.9649</b>	<b>12162328</b>	<b>2</b>	<b>100.0000</b>
<b>Total</b>		<b>2105289491</b>	<b>1780687466</b>	<b>84.5816</b>	<b>1774974396</b>	<b>5713070</b>	<b>99.6792</b>	<b>0.3208</b>





**CONSOLIDATED SCRUTINIZER'S REPORT**

To,

The Chairman  
30<sup>th</sup> Annual General Meeting  
Motherson Sumi Systems Limited.  
Unit 705, C Block One BKC,  
G Block, Bandra Kurla Complex, Bandra East,  
Mumbai-400051  
Maharashtra

Dear Sir,

Sub. : Consolidated Scrutinizer's Report on remote e – voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies ( Management and Administration) Rules, 2014 and poll through electronic voting system (INsta Poll) under section 109 of the Companies Act, 2013 pursuant to rule 21 of the Companies ( Management and Administration) Rules, 2014 as amended on the resolutions captioned in the notice calling the 30<sup>th</sup> Annual General Meeting of the Company held on Monday, the 21<sup>st</sup> day of August 2017 at Swatantryaveer Sarvarkar Rashtriya Smarak Auditorium, 252, Veer Saravarkar Marg, Shivaji Park, Dadar (W) Mumbai – 400028 at 10.30 A.M.

I, D.P Gupta, Company Secretary in Practice, Proprietor of SGS ASSOCIATES, Company Secretaries (M.N. FCS 2411 C P. No. 1509) Firm having 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 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies ( Management and administration) Rules, 2014 as amended, for the purpose of Scrutinizing the remote e-voting and insta Poll process in a fair and transparent manner and ascertaining the requisite majority on e-voting and poll 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 18<sup>th</sup> August, 2017 (9:00 a.m.) to 20<sup>th</sup> August, 2017 (5:30 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e. 14<sup>th</sup> August, 2017 were entitled to vote on the proposed resolutions (item no.1 to 6 as set out in the Notice of 30<sup>th</sup> Annual General Meeting (AGM) of Motherson Sumi Systems Limited)
3. 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.
4. The total number of Ballots received (Electronic & Physical) were 793 for 1787882704 votes.
5. The results of the voting is as under:



**A) Resolution 1:- Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31<sup>st</sup> 2017.**

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

	Number of Members voted through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	719	981964917	55.15
Polling at AGM	64	798587614	44.85
Total	783	1780552531	100

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

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	1	8	-
Polling at AGM	2	2	-
Total	3	10	-

**(iii) Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

**Votes abstained: 8 1784301**

**Less Voted: 5245862**

**B) Resolution 2:- To Declare Dividend on the Equity Shares of the Company for the financial year ended 31<sup>st</sup> March 2017**

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

	Number of Members voted through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	723	982099787	55.15
Polling at AGM	64	798587614	44.85



Total	787	1780687401	100
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(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	1	222	-
Polling at AGM	2	2	-
Total	3	224	-

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

**Votes abstained:** 3 1649176

**Less Voted:** 5245903

**C) Resolution 3:-To appoint a Director in place of Mr. Pankaj Mital (DIN-00194931), who retires by rotation and being eligible offers himself for re-appointment**

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

	Number of Members voted through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	712	978862779	54.97
Polling at AGM	64	798587614	44.85
Total	776	1777450393	99.82

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

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	10	3237156	.18
Polling at AGM	2	2	0
Total	12	3237158	.18



(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

**Votes abstained:** 5 1649270

**Less Voted:** 5245883

**D) Resolution 4:- To appoint Statutory Auditors of the Company and fix their remuneration.**

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

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	698	974096226	54.70
Polling at AGM	64	798587614	44.85
Total	762	1772683840	99.55

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

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	22	8003624	.45
Polling at AGM	2	2	-
Total	24	8003626	.45

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

**Votes abstained:** 7 1649376

**Less Voted:** 5245862



**E) Resolution 5:- To approve re-appoint and terms of remuneration payable Mr. Pankaj Mittal (DIN-00194931) whole time Director of the Company designated at chief operating officer of the Company with effect from April 1, 2017 to September 30, 2021.**

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

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	711	976442259	54.97
Polling at AGM	64	798587614	44.95
<b>Total</b>	<b>775</b>	<b>1775029873</b>	<b>99.92</b>

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

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	5	1434996	.08
Polling at AGM	2	2	-
<b>Total</b>	<b>7</b>	<b>1434998</b>	<b>.08</b>

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

**Votes abstained: 11 5871950**

**Less Voted: 5245883**



**F) Resolution 5:- To ratification of appointment of Cost Accountants pursuant to section 148(3) of the Companies Act, 2013 –Ordinary Resolution**

(i) Voted in favor of the resolution:

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	705	976386782	54.83
Polling at AGM	15	5713068	44.85
Total	769	1774974396	99.68

(ii) Voted against the resolution:

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	15	5713068	.32
Polling at AGM	2	2	-
Total	17	5713070	.32

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

**Votes abstained:** 7 1649376

**Less Voted:** 5245862

6. 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 of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking You,  
Yours faithfully,  
For SGS Associates

D P Gupta  
FCS 2411 CP 1509  
Proprietor



Place: Mumbai  
Dated: 22-Aug-17