



October 18, 2018

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

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

Scrip Code : MOTHERSUMI

Scrip Code : 517334

Subject: Details of Voting Results under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Regulations**"), please find enclosed following disclosures in relation to the Postal Ballot held vide Postal Ballot Notice dated September 14, 2018:

1. Voting Results of Postal Ballot in the format prescribed under Regulation 44 of SEBI Regulations; and
2. Scrutinizer's Report on e-voting and voting through Postal ballot Forms pursuant to Rule 20(4) of the Companies (Management and Administration) Rules, 2014 and SEBI Regulations.

The above is for your information and kind records.

Thanking you,

Yours faithfully,
For Motherson Sumi Systems Limited

Alok Goel
Company Secretary



Enclosures: As above

MOTHERSON SUMI SYSTEMS LIMITED
Format for Voting Results

Date of the AGM/EGM	:	Postal Ballot
Total number of shareholders on record date	:	195566 (as on cut-off 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- wise disclosure (to be disclosed separately for each agenda item)



Resolution 1 : Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association

Resolution required: (Ordinary/ Special)		: Ordinary						
Whether promoter / promoter group are interested in the agenda/resolution?		: No						
Category	Mode of Voting	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	E-Voting	1299524366	1294417465	99.6070	1294417465	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		5106901	0.3930	5106901	0	100.0000	0.0000
	Total		1299524366	1299524366	100.0000	1299524366	0	100.0000
Public- Institutions	E-Voting	584992716	473978052	81.0229	406205385	67772667	85.7013	14.2986
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		584992716	473978052	81.0229	406205385	67772667	85.7013
Public-Non Institutions (Others)	E-Voting	220772409	30124752	13.6452	30123826	926	99.9969	0.0031
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		40702	0.0184	40702	0	100.0000	0.0000
	Total		220772409	30165454	13.6636	30164528	926	99.9969
Total		2105289491	1803667872	85.6732	1735894279	67773593	96.2425	3.7575



Resolution 2 : Issue of Bonus Shares to the Shareholders

Resolution required: (Ordinary/ Special)		: Ordinary						
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 and Promoter Group	E-Voting	1299524366	1294417465	99.6070	1294417465	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		5106901	0.3930	5106901	0	100.0000	0.0000
	Total		1299524366	1299524366	100.0000	1299524366	0	100.0000
Public- Institutions	E-Voting	584992716	473978052	81.0229	473978052	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		584992716	473978052	81.0229	473978052	0	100.0000
Public-Non Institutions (Others)	E-Voting	220772409	30126517	13.6460	30126231	286	99.9991	0.0009
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		40797	0.0185	40797	0	100.0000	0.0000
	Total		220772409	30167314	13.6644	30167028	286	99.9991
Total		2105289491	1803669732	85.6732	1803669446	286	100.0000	0.0000

* The promoter/ promoter group are interested to the extent of their shareholding in the Company.



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.No. 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), I submit my report as under:

1. The e-voting period remained open from **18th September 2018 (9:00 A.M.) to 17th October 2018 (5:00 P.M.)**.
2. The shareholders holding shares as on the "**cut off**" date i.e. **7th September 2018** were entitled to vote on the proposed resolution as set out in the Notice of Postal Ballot Dated 14th September 2018 of the company.



3. The votes were unblocked on 17th October 2018 after 5.00 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, Paschim Vihar 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

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 1,408 for 1,80,85,88,037 votes.
6. The results of the voting is as under:

A) Resolution 1: Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association-ordinary resolution

(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	1,318	1,73,07,46,676	95.9569
Postal Ballot	33	51,47,603	0.2854
Total	1,351	1,73,58,94,279	96.2423



(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	45	6,77,73,593	3.7577
Postal Ballot	0	0	0
Total	45	6,77,73,593	3.7577

(iii) **Invalid Votes:**

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

Less Voted – 42,27,072 equity shares.

Votes Abstained – 19 Ballots (Electronic and Physical) 6,93,093 equity shares.

B) Resolution 2:- Issue of Bonus Shares to the Shareholders – ordinary resolution

(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	1,362	1,79,85,21,748	99.7146
Postal Ballot	34	51,47,698	0.2854
Total	1,396	1,80,36,69,446	100.0000



(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	10	286	0
Postal Ballot	0	0	0
Total	10	286	0

(iii) Invalid Votes:

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

Less Voted – 42,27,084 equity shares.

Votes abstained – 5 Ballots (Electronic) 6,91,221 equity 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: 18th October 2018