

30th March, 2018

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, 29th March, 2018 relating to declaration of results on voting by Postal Ballot (including e-voting) conducted pursuant to Postal Ballot Notice dated 13th February, 2018.

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

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MINUTES OF THE PROCEEDINGS HELD ON THURSDAY, 29TH MARCH, 2018 AT 9.00 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 13TH FEBRUARY, 2018 – MEETING CONCLUDED AT 9.20 A.M.

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 members of the Board of Directors, for approval of shareholders, by way of resolution passed by circulation, on 13th February, 2018 to be passed by Postal Ballot (including E-voting) :

Subject of Resolution	Type of Resolution
To approve change in name of the Company from 'Sona Koyo Steering Systems Limited' to 'JTEKT India Limited' with consequential alteration to Memorandum of Association and Articles of Association of the Company.	Special Resolution

The members of the Board of Directors of the Company, by way of resolution passed by circulation, on 13th February, 2018 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 24th February, 2018, whose names appeared on the Register of Members / List of Beneficiaries as on Tuesday, 20th February, 2018 (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 26th February, 2018.



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 26th February, 2018 till 5.30 p.m. on 27th March, 2018. 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 27th March, 2018.

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 27th March, 2018, submitted his report on the voting by Postal Ballot (both by physical ballot and electronic means) on 29th March, 2018 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	153812741	13800000	8.9719	13800000	0	100.0000	0.0000
	Poll	153812741	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	153812741	140012741	91.0281	140012741	0	100.0000	0.0000
Public- Institutions	E-Voting	1563022	259676	16.6137	259676	0	100.0000	0.0000
	Poll	1563022	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	1563022	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	43366069	29525	0.0681	28125	1400	95.2583	4.7417
	Poll	43366069	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	43366069	91531	0.2111	87952	3579	96.0898	3.9102
	Total	198741832	154193473	77.5848	154188494	4979	99.9968	0.0032

Note - There were five invalid Postal Ballot Form(s) aggregating to 7300 equity Shares, which were invalid/abstain from voting

Mr. Hidekazu Omura stated that since out of the total valid votes polled 99.9968% of votes were casted in favour of the resolution, the following Special Resolution, as set out in the Postal Ballot Notice dated 13th February, 2018, was declared to have been passed by the members with requisite majority, by means of the Postal Ballot, on 27th March, 2018 :

“RESOLVED THAT pursuant to the provisions of section 13 of the Companies Act, 2013 read with the Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“Act”) and all other applicable provisions, if any of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Central Government (power delegated to the Registrar of Companies) or any other authority, if any required under the applicable laws, the name of the Company be changed from **“Sona Koyo Steering Systems Limited”** to **“JTEKT India Limited”**.



RESOLVED FURTHER THAT Clause I (Name Clause) of the Memorandum of Association of the Company be altered so as to read as under:

I. The name of the Company is **"JTEKT India Limited"**

RESOLVED FURTHER THAT the extant name of the Company wherever appearing in the Memorandum of Association and Articles of Association of the Company be changed accordingly.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Sudhir Chopra, Director (Corporate Affairs) & Company Secretary of the Company, be and is hereby authorized to make necessary application(s) and to sign, execute and file all such forms, papers and documents as may be considered necessary or expedient including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the office of the ROC and other regulatory authorities, as may be applicable, and is hereby also authorized to do all such acts, deeds, things and take all such actions and to give all directions as may be necessary or desirable and also to settle any question or difficulties as may arise in the matter."

Dated : 29th March, 2018

Sd/
CHAIRMAN

Certified True Copy

For Sona Koyo Steering Systems Limited



SUDHIR CHOPRA
Director (Corporate Affairs)
& Company Secretary