



August 13, 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
Scrip Code: MOTHERSUMI

BSE Limited
1st Floor, New Trading Ring
Rotunda Building
P.J. Towers, Dalal Street, Fort
MUMBAI – 400001, India
Scrip Code:517334

Subject : Details of Voting Results of 31st Annual General Meeting of the Company held on August 13, 2018

Dear Sir(s) / Madam(s),

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 31st Annual General Meeting (“AGM”) of Motherson Sumi Systems Limited held on August 13, 2018 (Monday) at 11:00 A.M. at Ravindra Natya Mandir, P.L. Deshpande Maharashtra Kala Academy (near Sayani Road), Prabhadevi, Mumbai- 400 025:

1. Voting Results of AGM in the format prescribed under Regulation 44 of SEBI Regulations; and
2. Combined Scrutinizer's Report on remote e-voting and voting conducted at AGM through Insta-Poll 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



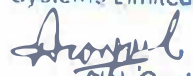
Enclosures: As above

MOTHERSON SUMI SYSTEMS LIMITED
Format for Voting Results

Date of the AGM/EGM	:	13/08/2018
Total number of shareholders on record date	:	185515
No. of shareholders present in the meeting either in person or through proxy		
Promoters and Promoter Group	:	6
Public	:	73
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)

For Motherson Sumi Systems Limited


Atok Goel
Company Secretary

13/08/2018

Resolution 1 : Adoption of Financial Statements for the year ended 31st March, 2018

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	1299524366	1245640448	95.8536	1245640448	0	100.0000	0.0000
	Poll		53883918	4.1464	53883918	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1299524366	1299524366	100.0000	1299524366	0	100.0000
Public- Institutions	E-Voting	586447198	464498420	79.2055	464403174	95246	99.9795	0.0205
	Poll		348000	0.0593	348000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		586447198	464846420	79.2648	464751174	95246	99.9795
Public-Non Institutions (Others)	E-Voting	219317927	15041791	6.8584	15041781	10	99.9999	0.0000
	Poll		1031188	0.4702	1031188	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		219317927	16072979	7.3286	16072969	10	99.9999
Total		2105289491	1780443765	84.5700	1780348509	95256	99.9946	0.0054



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	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	1245640448	95.8536	1245640448	0	100.0000	0.0000
	Poll		53883918	4.1464	53883918	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1299524366	1299524366	100.0000	1299524366	0	100.0000
Public- Institutions	E-Voting	586447198	465684102	79.4077	465684102	0	100.0000	0.0010
	Poll		348000	0.0593	348000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		586447198	466032102	79.4670	466032102	0	100.0000
Public-Non Institutions (Others)	E-Voting	219317927	32405908	14.7758	32405583	325	99.9990	0.0000
	Poll		1031188	0.4702	1031188	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		219317927	33437096	15.2459	33436771	325	99.9990
Total		2105289491	1798993564	85.4511	1798993239	325	100.0000	0.0000



Resolution 3 : Re-appointment of Mr. Laksh Vaaman Sehgal, 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	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	1245640448	95.8536	1245640448	0	100.0000	0.0000
	Poll		53883918	4.1464	53883918	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1299524366	1299524366	100.0000	1299524366	0	100.0000
Public- Institutions	E-Voting	586447198	458652393	78.2086	440505036	18147357	96.0433	3.9566
	Poll		348000	0.0593	348000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		586447198	459000393	78.2679	440853036	18147357	96.0463
Public-Non Institutions (Others)	E-Voting	219317927	32404862	14.7753	32403666	1196	99.9963	0.0036
	Poll		1031188	0.4702	1031188	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		219317927	33436050	15.2455	33434854	1196	99.9964
Total		2105289491	1791960809	85.1171	1773812256	18148553	98.9872	1.0128



Resolution 4 : Appointment of Mr. Shunichiro Nishimura as Director of the Company

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	1245640448	95.8536	1245640448	0	100.0000	0.0000
	Poll		53883918	4.1464	53883918	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1299524366	1299524366	100.0000	1299524366	0	100.0000
Public- Institutions	E-Voting	586447198	458652393	78.2086	440505036	18147357	96.0433	3.9566
	Poll		348000	0.0593	348000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		586447198	459000393	78.2679	440853036	18147357	96.0463
Public-Non Institutions (Others)	E-Voting	219317927	32405856	14.7757	32405678	178	99.9995	0.0005
	Poll		1031188	0.4702	1031188	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		219317927	33437044	15.2459	33436866	178	99.9995
Total		2105289491	1791961803	85.1171	1773814268	18147535	98.9873	1.0127



Resolution 5 : Adoption of new set of Articles of Association as per Companies Act, 2013

Resolution required: (Ordinary/ Special)		: Special						
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	1245640448	95.8536	1245640448	0	100.0000	0.0000
	Poll		53883918	4.1464	53883918	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1299524366	1299524366	100.0000	1299524366	0	100.0000
Public- Institutions	E-Voting	586447198	449860498	76.7095	267134951	182725547	59.3817	40.6182
	Poll		348000	0.0593	348000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		586447198	450208498	76.7688	267482951	182725547	59.4131
Public-Non Institutions (Others)	E-Voting	219317927	14550745	6.6345	12200886	2349859	83.8506	16.1494
	Poll		1031188	0.4702	1031188	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		219317927	15581933	7.1047	13232074	2349859	84.9193
Total		2105289491	1765314797	83.8514	1580239391	185075406	89.5160	10.4840



Resolution 6 : Ratification of the remuneration of the Cost Auditor for the Financial Year 2018-19

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	1299524366	1245640448	95.8536	1245640448	0	100.0000	0.0000
	Poll		53883918	4.1464	53883918	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1299524366	1299524366	100.0000	1299524366	0	100.0000
Public- Institutions	E-Voting	586447198	465684102	79.4077	463592054	2092048	99.5508	0.4492
	Poll		348000	0.0593	348000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		586447198	466032102	79.4670	463940054	2092048	99.5511
Public-Non Institutions (Others)	E-Voting	219317927	32405861	14.7757	32404040	1821	99.9944	0.0056
	Poll		1031188	0.4702	1031188	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		219317927	33437049	15.2459	33435228	1821	99.9946
Total		2105289491	1798993517	85.4511	1796899648	2093869	99.8836	0.1164



CONSOLIDATED SCRUTINIZER'S REPORT

To.

The Chairman
31st 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 31st Annual General Meeting of the Company held on Monday, the 13th day of August 2018 at Ravindra Natya Mandir, P.L.D.M.K. Academy, Prabhadevi, Mumbai – 400025 at 11.00 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 Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to Remote E-Voting and Insta Poll on the Resolutions contained in the notice to the 31st AGM of the Members of the Company. My responsibility as Scrutinizer for the Remote E-Voting process and for Voting through Insta Poll at the AGM is restricted to make a Scrutinizer's report of the votes cast in "Favour" or "Against" the Resolutions stated in notice of the AGM, based on the reports generated from the Remote E-Voting system provided by Karvy Computershare Private Limited (Karvy), the authorized agency engaged by the Company, to provide Remote E-Voting facilities and Voting through Insta Poll conducted at the 31st AGM.

Scrutinizer's Responsibility

2. My responsibility as scrutinizer for the voting process through electronic means (i.e. by remote e-voting and Poll at the AGM) is restricted to make the Consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the e voting system provided by Karvy(The RTA), the agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting and Insta Poll at the AGM).



3. The e-voting period remained open from 9th August, 2018 (9:00 a.m.) to 12th August, 2018 (5:00 p.m.).
4. The shareholders holding shares as on the "cut off" date i.e. 6th August, 2018 were entitled to vote on the proposed resolutions (item no.1 to 6 as set out in the Notice of 31st Annual General Meeting (AGM) of Motherson Sumi Systems Limited)
5. 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**.
6. The total number of Ballots received (Electronic & Physical) were 815 for 1803839997 votes.
7. 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 31st 2018– Ordinary Resolution

(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	753	1725085403	96.8908
Polling at AGM	51	55263106	3.1039
Total	804	1780348509	99.9946

(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	2	95256	0.0054
Polling at AGM	0	0	0
Total	2	95256	0.0054

(iii) **Invalid Votes:**

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

Votes abstained: 9 18927475 Shares
Less Voted: 4468757 Shares



B) Resolution 2:- To Declare Dividend on the Equity Shares of the Company for the financial year ended 31st March 2018– Ordinary Resolution

(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	759	1743730133	96.9281
Polling at AGM	51	55263106	3.0719
Total	810	1798993239	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	2	325	0
Polling at AGM	0	0	0
Total	2	325	0

(iii) **Invalid Votes:**

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

Votes abstained: 3 377676 Shares
 Less Voted: 4468757 Shares

C) Resolution 3:-To appoint a Director in place of Mr. Laksh Vaaman Sehgal (DIN-00048584), who retires by rotation and being eligible offers himself for re-appointment – Ordinary Resolution

(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	688	1718549150	95.9034
Polling at AGM	51	55263106	3.0839
Total	739	1773812256	98.9873



(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	62	18148553	1.0128
Polling at AGM	0	00	0
Total	62	18148553	1.0128

(iii) **Invalid Votes:**

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

Votes abstained: 14 7409430 Shares
Less Voted: 4469758 Shares

D) Resolution 4:- Appointment of Mr. Shunichiro Nishimura [DIN No. 08138608] as Director of the Company – Ordinary Resolution

(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	693	1718551162	95.9033
Polling at AGM	51	55263106	3.0840
Total	744	1773814268	98.9873

(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	55	18147535	1.0127
Polling at AGM	0	0	0
Total	55	18147535	1.0127

(iii) **Invalid Votes:**

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



Votes abstained: 16 7409436 Shares
Less Voted: 4468758 Shares

E) Resolution 5:- Adoption of new set of Articles of Association as per Companies act, 2013 – Special Resolution

(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	443	1524976285	86.386
Polling at AGM	51	55263106	3.130
Total	494	1580239391	89.516

(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	297	185075406	10.484
Polling at AGM	0	0	0
Total	297	185075406	10.484

(iii) Invalid Votes:

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

Votes abstained: 25 34056443 Shares
Less Voted: 4468757 Shares

F) Resolution 6:- Ratification of remuneration of the Cost Auditors for the financial year 2018-19 – 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	736	1741636542	96.8117
Polling at AGM	51	55263106	3.0719
Total	787	1796899648	99.8836



(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	23	2093869	0.1164
Polling at AGM	0	0	0
Total	23	2093869	0.1164

(iii) **Invalid Votes:**

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

Votes abstained: 5 377723 Shares
Less Voted: 4468757 Shares

8. 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.

9. Restriction on use

The report has been issued at the request of the Company for (i) submission to the Stock Exchanges, (ii) to be placed on the website of the Company and (iii) website of Karvy (The RTA). This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior permission.

Thanking You,
Yours faithfully,
For SGS Associates

D P Gupta
FCS 2411 CP 1509
Proprietor

Place: Mumbai
Dated: 13th August 2018

