

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
2nd Floor, F-7, Block B-1,
Mohan Co-operative Industrial Estate,
Mathura Road,
New Delhi - 110044

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.N. FCS 2411 C P. No. 1509) Firm having its registered 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), We submit our report as under:

1. The e-voting period remained open from **15th June, 2015 (9:00 a.m.) to 14th July 2015 (5:00 p.m.)**.



2. The shareholders holding shares as on the "cut off" date i.e. **5th June 2015** were entitled to vote on the proposed resolution as set out in the Notice of Postal Ballot Dated 10th June, 2015 of Motherson Sumi Systems Limited
3. The votes were unblocked on 14th July, 2015 after 5.00 p.m. in the presence of two witnesses, Ms. Sakshi Mathur (Pocket – L, 234 B, Dilshad Garden, Delhi - 110095) 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  Signatures 
 Name Sakshi Mathur 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 Ballots received (Electronic & Physical) were 1159 for 706757928 votes.
6. The results of the voting is as under:

A) Resolution 1:- Ordinary resolution for issuance of Bonus Shares to the Existing Equity Shareholders

(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	832	123842774	14.04
Postal Ballot	321	582906630	66.10
Total	1153	706749404	80.14



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

	Number of Members voted	Number of votes against the resolution	% of total number of valid votes cast
E-voting	6	8524	0.00
Postal Ballot	0	0	0
Total	6	8524	0.00

(iii) **Invalid Votes:**

	Total number of members whose votes were declared invalid	Total numbers of votes cast by them
E-voting	3	11894
Postal Ballot	4	15145
Total	7	27039

Less Voted 816898 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
Membership No. – FCS 2411
COP No. – 1509**

Place: Noida
Dated: 15th July 2015

