

### SCRUTINIZER'S REPORT

(Pursuant to sections 108 and 109 of the Companies Act, 2013 and rule 20 and rule 21 of the Companies (Management and Administration) Rules, 2014)

To.

The Chairman  
Motherson Sumi Systems Limited.  
2<sup>nd</sup> 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 Poll conducted pursuant to the provisions of Section 108 and section 109 of the Companies Act, 2013 ("the Act") read with Rule 20 and rule 21 of the Companies ( Management and Administration) Rules, 2014**

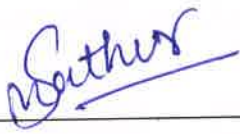

I, D.P Gupta, Proprietor of SGS ASSOCIATES, Company Secretaries (M.N. FCS 2411 C P. No. 1509) Firm having its registered office at 14, First Floor, Rani Jhansi Road, Jhandewalan, New Delhi- 110055, have been appointed as a Scrutinizer of Motherson Sumi Systems Limited ("the Company") pursuant to section 108 and section 109 of the Companies Act, 2013 read with Rule 20 and rule 21 of the Companies ( Management and administration) Rules, 2014, for the purpose of Scrutinizing the e-voting and 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 24<sup>th</sup> July, 2015 (9:00 a.m.) to 27<sup>th</sup> July,2015 (5:00 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e. 21<sup>th</sup> July, 2015 were entitled to vote on the proposed resolutions (item no.1 to 6 as set out in



the Notice of 28<sup>th</sup> Annual General Meeting (AGM) of Motherson Sumi Systems Limited)

3. The votes were unblocked on 27<sup>th</sup> 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 (Physical and E-voting) received were 563 for 718196154 votes.
6. The results of the e-voting and poll are 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> 2015.**

**(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	517	684368196	
Poll	36	30111903	
<b>Total</b>	<b>553</b>	<b>714480099</b>	<b>99.9006%</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	3	711088	
Poll	0	0	0
<b>Total</b>	<b>3</b>	<b>711088</b>	<b>0.0994%</b>

**(iii) Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
08	1879331

**Less Voted : 1125636 Shares**



**B) Resolution 2:- To Declare Dividend on the Equity Shares of the Company for the year 2014-2015**

**(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	526	686950899	
Poll	36	30111903	
Total	562	717062802	99.9989%

**(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	7716	
Poll	0	0	
Total	1	7716	0.0011%

**(iii) Invalid Votes:**

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

**Less Voted : 1125636 Shares**



**C) Resolution 3:-To appoint a Director in place of Mr. Toshimi Shirakawa (DIN-00310164), 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 voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	305	628810821	
Poll	36	30111903	
<b>Total</b>	<b>341</b>	<b>658922724</b>	<b>92.2394%</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	217	55438888	
Poll	0	0	
<b>Total</b>	<b>217</b>	<b>55438888</b>	<b>7.7606%</b>

**(iii) Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
07	2708906

**Less Voted : 1125636 Shares**



**D) Resolution 4:- 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**

**(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	322	631740214	
Poll	36	30111903	
<b>Total</b>	<b>358</b>	<b>661852117</b>	<b>92.5272%</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	201	53453321	
Poll	0	0	
<b>Total</b>	<b>201</b>	<b>53453321</b>	<b>7.4728%</b>

**(iii) Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
06	1765080

**Less Voted : 1125636 Shares**



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**E) Resolution 5:- To ratify the appointment of 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	494	675487224	
Poll	36	30111903	
<b>Total</b>	<b>530</b>	<b>705599127</b>	<b>99.3433%</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	18	4663980	
Poll	0	0	
<b>Total</b>	<b>18</b>	<b>4663980</b>	<b>0.6567%</b>

**(iii) Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
16	6807011

**Less Voted : 1126036 Shares**





**F) Resolution 6:- To appoint Cost 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	519	686079184	
Poll	0	30111903	
<b>Total</b>	<b>555</b>	<b>716191087</b>	<b>99.8775%</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	878281	
Poll	0		
<b>Total</b>	<b>5</b>	<b>878281</b>	<b>0.1225%</b>

**(iii) Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
04	350

**Less Voted : 1126436 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 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**

**Proprietor**

Place: New Delhi

Dated: 28<sup>th</sup> July, 2015