

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.N. 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), We submit our report as under:

1. The e-voting period remained open from **17th April 2017 (9:30 a.m.) to 16th May 2017 (5:30 p.m.)**.



2. The shareholders holding shares as on the "cut off" date i.e. **31st March 2017** were entitled to vote on the proposed resolution as set out in the Notice of Postal Ballot Dated 18th March 2017 of Motherson Sumi Systems Limited
3. The votes were unblocked on 16th May 2017 after 5.30 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, PaschimVihar 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 Bansal

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 758 for 1193229441 votes.
6. The results of the voting is as under:

A) Resolution 1:- Special resolution for creation of charge on the assets of the Company

(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	707	1144785267	95.94
Postal Ballot	9	43646304	3.66
Total	716	1188431571	99.60



(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	42	4797870	0.40
Postal Ballot	0	0	0
Total	42	4797870	0.40

(iii) **Invalid Votes:**

	Total number of members whose votes were declared invalid	Total numbers of votes cast by them
E-voting	7	245609
Postal Ballot	0	0
Total	7	245609

Less Voted - 3936653 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: 17th May 2017