

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

