

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)
Amendment Rules, 2015**

To

The Chairman
29th Annual General Meeting
Motherson Sumi Systems Limited
Unit 705, C Wing,
One BKC, G Block,
Bandra Kurla complex,
Bandra East Mumbai,
Mumbai-40051

Dear Sir,


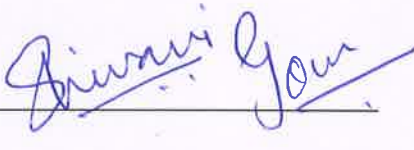
**Sub. :Scrutinizer's Report on remote e - voting and Insta Insta Poll
conducted pursuant to the provisions of Section 108 and section 109 of the
Companies Act, 2013 ("the Act") read with Rule 20 and rule 21 of the
Companies (Management and Administration) Amendment Rules, 2015**

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) Amendment Rules, 2015, 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 Insta 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 28th August, 2016 (9:00 a.m) to 30th August, 2016 (5:00 p.m.).



2. The shareholders holding shares as on the "cut off" date i.e. 24-08-2016 were entitled to vote on the proposed resolutions (Item no.1 to 12 as set out in the Notice of 29th Annual General Meeting (AGM) of Motherson Sumi Systems Limited)
3. The votes were unblocked on 30th August, 2016 after 5:00 p.m. in the presence of two witnesses, Ms. Divya Goel (14, First Floor, Rani Jhansi Road-110055) and Shivani Gour (14, First Floor, Rani Jhansi Road-110055) 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 Divya Goel Name Shivani Gour.

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 (remote E-voting and Insta Poll) received were 588 for 1109937283 votes.
6. The results of the remote e-voting and insta Poll are as under:

Resolutions:-

1. Adoption of Financial Statements for the year ended March 31, 2016.

(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	527	1062499314	95.9906
Insta Poll	58	44378663	4.0094
Total	585	1106877977	100.0000



(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	0	0	0
Insta Poll	0	0	0
Total	0	0	0

(iii) **Invalid Votes:**

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

Less Voted : 3031732 shares

Abstained 27574 shares

2. Approval of interim dividend as final dividend for the year ended March 31, 2016.

(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	524	1062497742	95.9905
Insta Poll	58	44378663	4.0094
Total	582	1106876405	99.9999



(i) **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	1572	0.0001
Insta Poll	0	0	0
Total	3	1572	0.0001

(ii) **Invalid Votes:**

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

Less Voted : 3031732 shares

Abstained 27574 shares

3. Re-appointment of Ms. Noriyo Nakamura as Director, who retires by rotation, being eligible, seek reappointment

(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	524	1061652545	95.9141
Poll	58	44378663	4.0094
Total	582	1106031208	99.9235



(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	846769	0.0765
Insta Poll	0	0	0
Total	3	846769	0.0765

(iii) **Invalid Votes:**

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

Less Voted: 3031732 shares

Abstained 27574 shares

4. Ratification of appointment of Auditor and fixing 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	515	1056137139	95.5053
Insta Poll	58	44378663	4.0132
Total	573	1100515802	99.5185

(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
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E-voting	9	5325175	0.4815
Insta Poll	0	0	0
Total	9	532175	0.4815

(iii) **Invalid Votes:**

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

Less Voted: 3031732 shares

Abstained 1064574 shares

5. Appointment of Mr. Naveen Ganzu as an Independent Director for a period of 5 years

(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	520	1060235954	95.7862
Insta Poll	58	44378663	4.0094
Total	578	1104614617	99.7956

(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	6	2262910	0.2044
Insta Poll	0	0	0
Total	6	2262910	0.2044

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
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0	0
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Less Voted : 3031732 shares Abstained 28024 shares

6. Revision of the salary of Mr. Pankaj Mital, Whole-time Director of the Company.

(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	520	1062498735	95.9906
Insta Poll	58	44378663	4.0094
Total	578	1106877398	100.0000

(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	6	129	0
Insta Poll	0	0	0
Total	6	129	0

(iii) Invalid Votes:

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

Less Voted : 3031732 shares Abstained 28024 shares



7. Payment of Commission to the Non-executive Directors.

(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	511	1039154963	93.8816
Insta Poll	58	44378663	4.0094
Total	569	1083533626	97.8910

(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	15	23343901	2.1090
Insta Poll	0	0	0
Total	15	23343901	2.1090

(iii) Invalid Votes:

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

Less Voted : 3031732 shares

Abstained 28024 shares



8. Approve the remuneration for Cost Auditor for the Financial Year 2016-17.

(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	1062499274	95.9906
Insta Poll	58	44378663	4.0094
Total	584	1106877937	100.0000

(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	40	0
Insta Poll	0	0	0
Total	1	40	0

(iii) Invalid Votes:

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

Less Voted : 3031732 shares

Abstained 27574 shares



9. Issuance of equity shares on preferential basis.

(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	1062498899	95.9906
Insta Poll	58	44378663	4.0094
Total	577	1106877562	100.0000

(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	8	415	0
Insta Poll	0	0	0
Total	8	415	0

(iii) Invalid Votes:

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

Less Voted : 3031732 shares

Abstained 27574 shares



10. Issuance of Foreign Currency Convertible Bond (FCCB)

(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	523	1062498944	95.9906
Insta Poll	58	44378663	4.0094
Total	581	1106877607	100.0000

(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	4	370	0
Insta Poll	0	0	0
Total	4	370	0

(iii) **Invalid Votes:**

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

Less Voted : 3031732 shares

Abstained 27574 shares



11. Issuance of equity shares through Qualified Institutional Placement ("QIP")

(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	522	1061219237	95.875
Insta Poll	58	44378663	4.0094
Total	580	1105597900	99.8844

(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	1280077	0.1156
Insta Poll	0	0	0
Total	5	1280077	0.1156

(iii) Invalid Votes:

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

Less Voted : 3031732 shares

Abstained 27574 shares



12. Enhancement of the limit of holding of Foreign Institutional Investor / Foreign Portfolio investor holders.

(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	525	1062499247	95.9906
Insta Poll	58	44378663	4.0094
Total	583	1106877910	100.0000

(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	67	0
Insta Poll	0	0	0
Total	2	67	0

(iii) Invalid Votes:

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

Less Voted : 3031732 shares

Abstained 27574 shares



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, ECS

Proprietor



Place: New Delhi

Dated: 1st September, 2016