

SCRUTINIZER'S REPORT

(Pursuant to section 110 of the Companies Act, 2013 and rule 22 of Companies (Management and Administration) Rules 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules 2015 to the extent applicable.)

To,

The Board of Directors
Motherson Sumi Systems Limited.
2nd Floor, F-7, Block B-1,
Mohan Co-operative Industrial Estate,
Mathura Road,
New Delhi - 110044

Dear Sirs,

Sub. : Scrutinizer's Report on Postal Ballot and e – voting conducted in pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") and Rule 22 of Companies (Management and Administration) Rules 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by of the Companies (Management and Administration) Amendment Rules, 2015 to the extend applicable.

I, D.P Gupta, practicing Company Secretary, was appointed as a Scrutinizer of MOTHERSON SUMI SYSTEMS LIMITED ("the Company") pursuant to section 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable, for the purpose of Scrutinizing the e-voting and Postal Ballot in a fair and transparent manner and ascertaining the requisite majority on e-voting and Postal Ballot 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 Friday 25th February, 2016 (9:00 A.M) to Saturday 25th March 2016 (5:30 P.M.)
2. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. Friday 12th February 2016 were entitled to vote



electronically on the proposed resolution as set out in the Notice of Postal Ballot dated 9th February 2016 of MOTHERSON SUMI SYSTEMS LIMITED.

3. The votes were unblocked on 25th March 2015 after 5.30 P.M. in the presence of two witnesses, Mr. Priyadatta Joshi (D-29, Pandav Nagar, Ganesh Nagar Complex, Delhi- 110092) and Ms. Divya Goel (3308, South Patel Nagar Ground Floor, New Delhi) who are not in the employment of the Company. They have signed below in Confirmation of the votes being unblocked in their presence.

Signatures Priyadatta Joshi
Name Priyadatta Joshi

Signatures Divya Goel
Name Divya Goel

4. The physical postal ballots were received up to 17.30 hours on 25th March 2016 through self-addressed business reply envelopes.
5. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of <https://evoting.karvy.com>.
6. The results of the Postal Ballot and e-voting are as under:

Resolution: - Shifting of registered office of the company from the Union Territory of Delhi to the State of Maharashtra

(i) **Voted in favour of the resolution:**

| Number of Members voted through E- Voting | Number of votes cast (shares)- E -voting | Number of Members voted – Postal Ballot | Number of votes cast (shares)- Postal Ballot | Total number of votes cast through E-Voting and Postal Ballot | % of total number of valid Votes cast |
|---|--|---|--|---|---------------------------------------|
| 675 | 1056382164 | 189 | 45106998 | 1101489162 | 99.9976 |

Note: - Less Voted 20 shares (Postal Ballot)

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

| Number of Members voted through E- Voting | Number of votes cast (shares)- E- voting | Number of Members voted – Postal Ballot | Number of votes cast (shares)- Postal Ballot | Total number of votes cast through E-Voting and Postal Ballot | % of total number of valid Votes cast |
|---|--|---|--|---|---------------------------------------|
| 18 | 13746 | 19 | 13346 | 27092 | 0.0025 |



(iii) **Invalid Votes:**

| Number of Members voted through E -Voting | Number of votes (shares) E -voting | Number of Members voted – postal Ballot | Number of votes (shares)- Postal Ballot | Total number of votes through E-Voting and Postal Ballot. |
|---|------------------------------------|---|---|---|
| 6 | 137882 | 16 | 35700 | 173582 |

7. The details containing the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution along with the postal ballot and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking You,

Yours faithfully




For SGS Associates

D P Gupta

M.N. FCS 2411, CP No. 1509

Place: Noida

Dated: 28th March, 2016

