

CONSOLIDATED SCRUTINIZER'S REPORT

To.

The Chairman
30th 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 30th Annual General Meeting of the Company held on Monday, the 21st day of August 2017 at Swatantryaveer Sarvarkar Rashtriya Smarak Auditorium, 252, Veer Saravarkar Marg, Shivaji Park, Dadar (W) Mumbai – 400028 at 10.30 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 e-voting period remained open from 18th August, 2017 (9:00 a.m.) to 20th August, 2017 (5:30 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e. 14th August, 2017 were entitled to vote on the proposed resolutions (item no.1 to 6 as set out in the Notice of 30th Annual General Meeting (AGM) of Motherson Sumi Systems Limited)
3. 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**.
4. The total number of Ballots received (Electronic & Physical) were 793 for 1787582704 votes.
5. 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 2017.

(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	719	981964917	55.15
Polling at AGM	64	798587614	44.85
Total	783	1780552531	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	1	8	-
Polling at AGM	2	2	-
Total	3	10	-

(iii) Invalid Votes:

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

Votes abstained: 8 1784301

Less Voted: 5245862

B) Resolution 2:- To Declare Dividend on the Equity Shares of the Company for the financial year ended 31st March 2017

(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	723	982099787	55.15
Polling at AGM	64	798587614	44.85



Total	787	1780687401	100
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(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	222	-
Polling at AGM	2	2	-
Total	3	224	-

(iii) **Invalid Votes:**

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

Votes abstained: 3 1649176

Less Voted: 5245903

C) Resolution 3:-To appoint a Director in place of Mr. Pankaj Mital (DIN-00194931), 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	712	978862779	54.97
Polling at AGM	64	798587614	44.85
Total	776	1777450393	99.82

(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	10	3237156	.18
Polling at AGM	2	2	0
Total	12	3237158	.18



(iii) **Invalid Votes:**

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

Votes abstained: 5 1649270

Less Voted: 5245883

D) Resolution 4:- To appoint 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	698	974096226	54.70
Polling at AGM	64	798587614	44.85
Total	762	1772683840	99.55

(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	22	8003624	.45
Polling at AGM	2	2	-
Total	24	8003626	.45

(iii) **Invalid Votes:**

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

Votes abstained: 7 1649376

Less Voted: 5245862



E) Resolution 5:- To approve re-appoint and terms of remuneration payable Mr. Pankaj Mittal (DIN-00194931) whole time Director of the Company designated at chief operating officer of the Company with effect from April 1, 2017 to September 30, 2021.

(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	711	976442259	54.97
Polling at AGM	64	798587614	44.95
Total	775	1775029873	99.92

(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	1434996	.08
Polling at AGM	2	2	-
Total	7	1434998	.08

(iii) Invalid Votes:

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

Votes abstained: 11 5871950

Less Voted: 5245883



F) Resolution 5:- To ratification of appointment of Cost Accountants pursuant to section 148(3) of the Companies Act, 2013 –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	705	976386782	54.83
Polling at AGM	15	5713068	44.85
Total	769	1774974396	99.68

(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	5713068	.32
Polling at AGM	2	2	-
Total	17	5713070	.32

(iii) **Invalid Votes:**

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

Votes abstained: 7 1649376

Less Voted: 5245862

6. 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
D P Gupta
FCS 2411 CP 1509
Proprietor



Place: Mumbai
Dated: 22-Aug-17