

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.No. 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), I submit my report as under:

1. The e-voting period remained open from **18th September 2018 (9:00 A.M.) to 17th October 2018 (5:00 P.M.)**.
2. The shareholders holding shares as on the "**cut off**" date i.e. **7th September 2018** were entitled to vote on the proposed resolution as set out in the Notice of Postal Ballot Dated 14th September 2018 of the company.



3. The votes were unblocked on 17th October 2018 after 5.00 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, Paschim Vihar 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

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 1,408 for 1,80,85,88,037 votes.
6. The results of the voting is as under:

A) Resolution 1: Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association-ordinary resolution

(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	1,318	1,73,07,46,676	95.9569
Postal Ballot	33	51,47,603	0.2854
Total	1,351	1,73,58,94,279	96.2423



(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	45	6,77,73,593	3.7577
Postal Ballot	0	0	0
Total	45	6,77,73,593	3.7577

(iii) **Invalid Votes:**

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

Less Voted – 42,27,072 equity shares.

Votes Abstained – 19 Ballots (Electronic and Physical) 6,93,093 equity shares.

B) Resolution 2:- Issue of Bonus Shares to the Shareholders – ordinary resolution

(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	1,362	1,79,85,21,748	99.7146
Postal Ballot	34	51,47,698	0.2854
Total	1,396	1,80,36,69,446	100.0000



(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	10	286	0
Postal Ballot	0	0	0
Total	10	286	0

(iii) Invalid Votes:

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

Less Voted – 42,27,084 equity shares.

Votes abstained – 5 Ballots (Electronic) 6,91,221 equity 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: 18th October 2018