

CONSOLIDATED SCRUTINIZER'S REPORT

To.

The Chairman

Motherson Sumi Systems Limited.
Unit 705, C Block One BKC,
G Block, Bandra Kurla Complex, Bandra East,
Mumbai-400051
Maharashtra.

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 ("the Rules") and poll through electronic voting system (INSTA Poll) under Section 109 of the Act read with Rule 21 of the Rules on the resolutions captioned in the notice calling the 32nd Annual General Meeting of Motherson Sumi Systems Limited held on Wednesday, the 14th day of August 2019 at Ravindra Natya Mandir, P.L. Deshpande Maharashtra Academy (near Sayani Road), Prabhadevi, Mumbai – 400025 commenced at 11.30 A.M. and concluded at 12.15 P.M.

Dear Sir,

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, 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 the Companies Act, 2013 on the resolution(s) mentioned in the notice calling the 32nd Annual General Meeting of the Company.

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 32nd Annual General Meeting ("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 said AGM, based on the reports generated from the Remote E-Voting System provided by Karvy Fintech Private Limited (Karvy), the RTA and an authorized agency engaged by the Company, to provide Remote E-Voting facilities and Voting through INSTA Poll conducted at the said 32nd AGM.

SCRUTINIZER'S RESPONSIBILITY

2. My responsibility as scrutinizer for the voting process through electronic means (i.e. by Remote e-voting and INSTA Poll at the AGM) is limited to make a Consolidated Scrutinizer's Report of the votes cast in "Favour" or "Against" the resolutions stated in the said AGM notice, based on the reports generated from the e-voting system provided by Karvy, the agency 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 11th August 2019 (9:00 a.m.) to 13th August, 2019 (5:00 p.m.).
 4. The shareholders holding shares as on the "CUT OFF DATE" i.e. 7th August, 2019 were entitled to vote on the proposed resolutions (Item nos. 1 to 9 as set out in the notice of said AGM of the Company).
 5. Thereafter, the details, containing, *inter-alia*, list of equity shareholders, who voted "For" or "Against", were downloaded from e-voting website of M/s Karvy Fintech Private Limited.
 6. The total number of Ballots received (Electronic & INSTA Poll) were 830 for 265,83,56,910 votes.
 7. The results of the voting are 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 2019 – 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	753	255,13,05,204	96.5606
Insta poll at AGM	57	9,08,73,610	3.4394
Total	810	264,21,78,814	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	11	1,314	0
Insta poll at AGM	0	0	-
Total	11	1,314	0

(iii) **Invalid Votes:**

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

(iv) Votes abstained: 10 members representing 1,04,82,470 shares

(v) Less Voted: 56,94,312 shares

B) Resolution 2:- To Declare Dividend on the Equity Shares of the Company for the financial year ended 31st March 2019 – 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	754	255,64,83,847	96.5673
Insta poll at AGM	57	9,08,73,610	3.4326
Total	811	264,73,57,457	99.9999

(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	13	3,333	0.0001
Insta poll at AGM	0	0	-
Total	13	3,333	0.0001



(iii) **Invalid Votes:**

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

- (iv) Votes abstained: 7 members representing 53,01,805 shares
(v) Less Voted: 56,94,315 Equity Shares

C) **Resolution 3:- To appoint a Director in place of Mr. Pankaj Mittal (DIN-00194931), 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 voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	729	252,81,70,761	96.0808
Insta poll at AGM	57	9,08,73,610	3.4535
Total	786	261,90,44,371	99.5343

(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	27	1,22,54,027	0.4657
Insta poll at AGM	0	0	-
Total	27	1,22,54,027	0.4657

(iii) **Invalid Votes:**

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

- (iv) Votes abstained : 21 members representing 2,13,64,200 Shares
(v) Less Voted: 56,94,312 Shares



D) Resolution 4:-Re-appointment of Mr. Sushil Chandra Tripathi, IAS (Retd) [DIN No. - 00941922] as an Independent Director of the Company – 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	715	251,14,42,895	96.0302
Insta poll at AGM	57	9,08,73,610	3.4747
Total	772	260,23,16,505	99.5049

(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	33	129,47,011	0.4951
Insta poll at AGM	0	0	-
Total	33	129,47,011	0.4951

(iii) Invalid Votes:

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

(iv) Votes abstained: 29 number of members representing 3,73,99,082 Shares

(v) Less Voted: 56,94,312 Shares

E) Resolution 5:-Re-appointment of Mr. Arjun Puri, DIN No. - 00211590] as an Independent Director of the Company – 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	652	241,04,82,876	92.1881
Insta poll at AGM	57	9,08,73,610	3.4754
Total	709	250,13,56,486	95.6635

(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	93	11,33,88,339	4.3365
Insta poll at AGM	0	0	0
Total	93	11,33,88,339	4.3365

(iii) **Invalid Votes:**

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

- (iv) Votes abstained: 31 members representing 3,79,17,773 Shares
(v) Less Voted: 56,94,312 Shares

F) Resolution 6: Re-appointment of Mr. Gautam Mukherjee [DIN No. - 02590120] as an Independent Director of the Company – Special 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	713	251,18,72,483	96.0466
Insta poll at AGM	57	9,08,73,610	3.4748
Total	770	260,27,46,093	99.5214



(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	33	1,25,17,408	0.4786
Insta poll at AGM	0	0	-
Total	33	1,25,17,408	0.4786

(iii) **Invalid Votes:**

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

- (iv) Votes abstained: 30 members representing 3,73,99,097 Shares
(v) Less Voted: 56,94,312 Shares

G) Resolution 7:- Re-appointment of Ms. Geeta Mathur [DIN No. - 02139552] as an Independent Director of the Company – Special 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	664	2478431834	94.7680
Insta poll at AGM	57	90873610	3.4747
Total	721	2569305444	98.2427

(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	84	45958107	1.7573
Insta poll at AGM	0	0	-
Total	84	45958107	1.7573



(iii) **Invalid Votes:**

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

- (iv) Votes abstained: 29 members representing 3,73,99,047 Shares
(v) Less Voted: 5694312 Shares

H) Resolution 8:-To ratify the remuneration of M/s. M.R. Vyas and Associates as the Cost Auditors for Financial Year 2019-20. – 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	741	255,26,99,716	96.5623
Insta poll at AGM	57	9,08,73,610	3.4376
Total	798	264,35,73,326	99.9999

(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	3,732	0.0001
Insta poll at AGM	0	0	-
Total	22	3,732	0.0001

(iii) **Invalid Votes:**

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



- (iv) Votes abstained: 12 members representing 90,85,540 Shares
(v) Less Voted: 5694312 Shares

1) Resolution 9:-To appoint Mr. Takeshi Fujimi [DIN No.-08501292] as Director of the Company, liable to retire by rotation. – 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	719	251,07,90,563	96.01
Insta poll at AGM	57	9,08,73,610	3.47
Total	776	260,16,64,173	99.48

(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	27	1,35,99,363	0.52
Insta poll at AGM	0	0	-
Total	27	1,35,99,363	0.52

(iii) **Invalid Votes:**

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

- (iv) Votes abstained: 29 members representing 3,73,99,062 Shares
(v) Less Voted: 56,94,312 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: 14th August 2019