

Date of the AGM/EGM- : **28.07.2015**
Total number of shareholders on record date : **64,284**
No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group : 9
Public : 227

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group : Not Applicable
Public : Not Applicable

(Agenda-wise)

Detail of the Agenda -1 : **Adoption of Balance Sheet, Statement of Profit & Loss, Report of the Board of Directors and Auditors for the financial year ended 31st March, 2015**

Resolution required : **(Ordinary/~~Special~~)**

Mode of voting : **(~~Show of hands~~/Poll/Postal ballot/E-voting)**

In case of Poll/Postal ballot/E-voting :

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	578476303	578476303	100.00	578476303	Nil	100.00	0.00
Public – Institutional holders	210960446	131642286	62.40	130938916	703370	99.47	0.53
Public-Others	92482611	5072598	5.48	5064880	7718	99.85	0.15
Total	881919360	715191187	81.10	714480099	711088	99.90	0.10



Detail of the Agenda -2 : **Declaration of Dividend on Equity Shares**

Resolution required : **(Ordinary/Special)**

Mode of voting : **(Show of hands/Poll/Postal ballot/E-voting)**

In case of Poll/Postal ballot/E-voting :

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	578476303	578476303	100.00	578476303	Nil	100.00	0.00
Public – Institutional holders	210960446	133521602	63.29	133521602	Nil	100	0.00
Public-Others	92482611	5072613	5.48	5064897	7716	99.85	0.15
Total	881919360	717070518	81.31	717062802	7716	100	0.00

Detail of the Agenda -3 : **Re-appointment of Mr. Toshimi Shirakawa, who retires by rotation and being eligible offers himself for re-appointment**

Resolution required : **(Ordinary/Special)**

Mode of voting : **(Show of hands/Poll/Postal ballot/E-voting)**

In case of Poll/Postal ballot/E-voting :

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	578476303	578476303	100.00	578476303	Nil	100.00	0.00
Public – Institutional holders	210960446	131756602	62.46	76325565	55431037	57.93	42.07
Public-Others	92482611	4128707	4.46	4120856	7851	99.80	0.19
Total	881919360	714361612	81.00	658922724	55438888	92.24	7.76



Detail of the Agenda -4 : **Re-appointment of Mr. Laksh Vaaman Sehgal, who retires by rotation and being eligible offers himself for re-appointment**

Resolution required : (Ordinary/Special)

Mode of voting : (Show of hands/Poll/Postal ballot/E-voting)

In case of Poll/Postal ballot/E-voting :

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	578476303	578476303	100.00	578476303	Nil	100.00	0.00
Public – Institutional holders	210960446	131756602	62.46	78311402	53445200	59.44	40.56
Public-Others	92482611	5072533	5.47	5064412	8121	99.83	0.16
Total	881919360	715305438	81.11	661852117	53453321	92.53	7.47

Detail of the Agenda -5 : **Ratification of appointment of M/s Price Waterhouse, Chartered Accountants LLP as Statutory Auditors of the Company and fixing their remuneration**

Resolution required : (Ordinary/Special)

Mode of voting : (Show of hands/Poll/Postal ballot/E-voting)

In case of Poll/Postal ballot/E-voting :

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	578476303	578476303	100.00	578476303	Nil	100.00	0.00
Public – Institutional holders	210960446	126714641	60.07	122058380	4656261	96.33	3.67
Public-Others	92482611	5072163	5.48	5064444	7719	99.85	0.15
Total	881919360	710263107	80.54	705599127	4663980	99.34	0.66



Detail of the Agenda -6 : **Approval of remuneration of the Cost Auditor**
Resolution required : **(Ordinary/Special)**
Mode of voting : **(Show of hands/Poll/Postal ballot/E-voting)**
In case of Poll/Postal ballot/E-voting :

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	578476303	578476303	100.00	578476303	Nil	100.00	0.00
Public – Institutional holders	210960446	133521602	63.29	132651089	870513	99.35	0.65
Public-Others	92482611	5071463	5.48	5063695	7768	99.85	0.15
Total	881919360	717069368	81.31	716191087	878281	99.88	0.12



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) Rules, 2014)

To.

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

Dear Sir,

Sub. :Scrutinizer's Report on e – voting and 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) Rules, 2014

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) Rules, 2014, for the purpose of Scrutinizing the e-voting and 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 24th July, 2015 (9:00 a.m.) to 27th July,2015 (5:00 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e. 21th July, 2015 were entitled to vote on the proposed resolutions (item no.1 to 6 as set out in



the Notice of 28th Annual General Meeting (AGM) of Motherson Sumi Systems Limited)

3. The votes were unblocked on 27th July, 2015 after 5.00 p.m. in the presence of two witnesses, Ms. Sakshi Mathur (Pocket - L, 234 B, Dilshad Garden, Delhi - 110095) 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 *Sakshi Mathur* Signatures *Surbhi Bansal*
Name *Sakshi Mathur* 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 Ballots (Physical and E-voting) received were 563 for 718196154 votes.
6. The results of the e-voting and poll 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 2015.

(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	517	684368196	
Poll	36	30111903	
Total	553	714480099	99.9006%

(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	711088	
Poll	0	0	0
Total	3	711088	0.0994%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
08	1879331

Less Voted : 1125636 Shares



B) Resolution 2:- To Declare Dividend on the Equity Shares of the Company for the year 2014-2015

(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	686950899	
Poll	36	30111903	
Total	562	717062802	99.9989%

(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	7716	
Poll	0	0	
Total	1	7716	0.0011%

(iii) Invalid Votes:

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

Less Voted : 1125636 Shares



C) Resolution 3:-To appoint a Director in place of Mr. Toshimi Shirakawa (DIN-00310164), 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	305	628810821	
Poll	36	30111903	
Total	341	658922724	92.2394%

(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	217	55438888	
Poll	0	0	
Total	217	55438888	7.7606%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
07	2708906

Less Voted : 1125636 Shares



D) Resolution 4:- To appoint a Director in place of Mr. Laksh Vaaman Sehgal (DIN-00048584), 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	322	631740214	
Poll	36	30111903	
Total	358	661852117	92.5272%

(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	201	53453321	
Poll	0	0	
Total	201	53453321	7.4728%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
06	1765080

Less Voted : 1125636 Shares



E) Resolution 5:- To ratify the appointment of 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	494	675487224	
Poll	36	30111903	
Total	530	705599127	99.3433%

(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	18	4663980	
Poll	0	0	
Total	18	4663980	0.6567%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
16	6807011

Less Voted : 1126036 Shares



F) Resolution 6:- To appoint Cost 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	519	686079184	
Poll	0	30111903	
Total	555	716191087	99.8775%

(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	878281	
Poll	0		
Total	5	878281	0.1225%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
04	350

Less Voted : 1126436 Shares

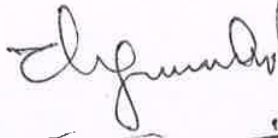




7. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

For SGS Associates

D P Gupta

Proprietor

Place: New Delhi

Dated: 28th July, 2015