



## **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.N. FCS 2411 and 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 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 read with General Circulars No 14/2020, 17/2020 issued by the Ministry of Corporate Affairs Dated 8<sup>th</sup> April 2020 and 14<sup>th</sup> April 2020 respectively, read with circular Nos. 22/2020 dated 15<sup>th</sup> June 2020 and 33/2020 dated 28<sup>th</sup> September,2020 on the below mentioned resolution(s), I 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 with Rules relating to Postal ballot process through electronic mode on the Resolutions contained in the notice dated 10<sup>th</sup> November. 2020. My responsibility as Scrutinizer for the Postal Ballot process is restricted to make a Scrutinizer’s Report of the votes cast in “**Favour**” or “**Against**” the Resolution stated in the notice based on the reports generated from the E-Voting System provided by KFin Technologies Private Limited (formerly Karvy Fintech Private Limited, (hereinafter referred as ‘**KFintech**’)

### **SCRUTINIZER’S RESPONSIBILITY**

2. My responsibility as scrutinizer for the Postal ballot process through electronic means is limited to make as scrutinizer’s Report of the votes cast in “**Favour**” or “**Against**” the resolution stated in the said notice based on the reports generated from the e-voting



system provided by KFintech, the agency engaged by the Company to provide e-voting facilities for voting through electronic means.

3. The e-voting period remained open from **Tuesday, 22<sup>nd</sup>December 2020 (9:00 a.m.) to Wednesday, 20<sup>th</sup>January 2021 (5:00 p.m.)**.
4. The shareholders holding shares as on the “**cut off**” date i.e.**11<sup>th</sup> December, 2020** were entitled to vote on the proposed resolution as set out in the Notice of Postal Ballot Dated **10<sup>th</sup> November, 2020** of Motherson Sumi Systems Limited.
5. The votes were unblocked by me on **20<sup>th</sup> January 2021 after 5.00 P.M.**
6. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted “For” and “Against”, were downloaded from the e-voting website of KFintech.
7. The total number of valid Ballots received (Electronic) were **1073** for **275, 69, 65,773 votes**.
8. The results of the voting are as under:

**A) Resolution 1: -Special resolution for Creation of charge on the shares of MSSL (GB) Ltd. in respect of loan amounting to Rs. 1000 crores availed by the Company.**

(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	929	273,48,74,978	99.49%
Postal Ballot	0	0	0
<b>Total</b>	<b>929</b>	<b>273,48,74,978</b>	<b>99.49%</b>

(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	128	1,41,47,368	0.51%
Postal Ballot	0	0	0
<b>Total</b>	<b>128</b>	<b>1,41,47,368</b>	<b>0.51%</b>



(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
<b>Total</b>	<b>0</b>	<b>0</b>

Less Voted – 7525241 shares.

Votes Abstained –30 Ballots 4,18,186 Shares.

9. 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.

10. Restrictions on use

The report has been issued at the request of the Company of for (i) submission to the Stock Exchanges, (ii) to be placed on the websites of the Company and (iii) website of KFintech. 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**  
(Firm Regn. No. S2002DE058200)

**CS D P Gupta**  
**Proprietor**  
**FCS 2411**  
**CP No. 1509**  
ICSI UDIN No. F002411B002131494

Place: New Delhi

Dated: 21<sup>st</sup> January 2021