



**UDIN F002411B000396783**

**SCRUTINIZER'S REPORT**

(Pursuant to sections 108 and 110 of the Companies Act, 2013 read with Rule 20 (as applicable) and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To.  
The Chairman  
Motherson Sumi Systems Limited.  
Registered Office: Unit-705, C Wing, One BKC, G Block,  
Bandra Kurla Complex, Bandra East,  
Mumbai - 400051

Dear Sir,

**Sub. :Scrutinizer's Report on e – voting of Postal Ballot conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 (as applicable) and Rule 22 of the Companies ( Management and Administration) Rules, 2014 read with the General Circulars No. 14/2020 and 17/2020 issued by the Ministry of Corporate Affairs dated 8<sup>th</sup> April 2020 and 14<sup>th</sup> April 2020 respectively**

I, D.P Gupta, Proprietor of SGS ASSOCIATES, Company Secretaries (M.N. 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 (as applicable) and Rule 22 of the Companies ( Management and administration) Rules, 2014, for the purpose of Scrutinizing the e-voting in respect of Postal Ballot Notice process in a fair and transparent manner and ascertaining the requisite majority on Postal Ballot through electronic means carried out as per the provision of Companies Act, 2013 read with the General Circulars No. 14/2020 and 17/2020 issued by the Ministry of Corporate Affairs dated 8<sup>th</sup> April 2020 and 14<sup>th</sup> April 2020 respectively on the below mentioned resolution(s), I submit my 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 Postal ballot process through electronic mode on the Resolutions contained in the notice dated 14<sup>th</sup> May 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



Resolutions stated in 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') the RTA and an authorized agency engaged by the Company, to provide E-Voting facilities.

### **SCRUTINIZER'S RESPONSIBILITY**

2. My responsibility as scrutinizer for the Postal ballot process through electronic means is limited to make a Scrutinizer's Report of the votes cast in "**Favour**" or "**Against**" the resolutions 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 **29<sup>th</sup> May 2020 (9:00 A.M.) to 27<sup>th</sup> June 2020 (5:00 P.M.)**.
4. The shareholders holding shares as on the "**cut off**" date i.e. **22<sup>nd</sup> May 2020** were entitled to vote on the proposed resolution as set out in the Notice of Postal Ballot Dated 14<sup>th</sup> May 2020 of Motherson Sumi Systems Limited
5. The votes were unblocked on 27<sup>th</sup> June 2020 after 5.00 P.M. by me. In the current scenario of the covid pandemic and the ongoing lockdown no other person was present as witness when the event was unblocked.
6. 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. KFin Technologies Private Limited**.
7. The total numbers of valid Electronic Ballots received were 2163 for 269,13,14,858 votes.



8. The results of the voting is as under:

**A) Resolution 1: Creation of charges on moveable and immovable properties of the Company – Special 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
Postal Ballot through E-voting only	1768	267,16,74,080	99.52
Total	1768	267,16,74,080	99.52

(ii) **Voted against the resolution:**

	Number of Members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Postal Ballot through E-voting only	303	1,29,52,180	0.48
Total	303	1,29,52,180	0.48

(iii) **Invalid Votes:**

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

Less Voted – 65,69,065 shares.

Votes Abstained – 117 Ballots 1,19,533 shares.

**B) Resolution 2:- Amendment in Articles of association of the Company by addition of new Article No. 115A – Special 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
Postal Ballot through E-voting only	1540	235,74,38,602	87.81
Total	1540	235,74,38,602	87.81

**(ii) Voted against the resolution:**

	Number of Members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Postal Ballot through E-voting only	516	32,71,84,181	12.19
Total	516	32,71,84,181	12.19

**(iii) Invalid Votes:**

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

Less Voted – 65,69,387 shares.

Votes Abstained – 129 Ballots 1,22,688 shares.

**C) Resolution 3:-** Amendment in Articles of Association of the Company by substitution of Article No. 102 of the Articles of Association – Special 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
Postal Ballot through E-voting only	1821	268,44,80,387	99.99
Total	1821	268,44,80,387	99.99

**(ii) Voted against the resolution:**

	Number of Members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Postal Ballot through E-voting only	233	1,42,585	0.01
Total	233	1,42,585	0.01

**(iii) Invalid Votes:**

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

Less Voted – 65,69,397 shares.

Votes Abstained – 130 Ballots 1,22,489 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 for (i) submission to the Stock Exchanges, (ii) to be placed on the website of the Company and (iii) website of KFinTech (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**

**CS D P Gupta  
FCS 2411  
CP No. 1509**

Place: New Delhi

Dated: 29<sup>th</sup> June 2020