

CONSOLIDATED SCRUTINIZER'S REPORT

To
The Chairman
33rd Annual General Meeting
Motherson Sumi Systems Limited.
Regd. Office: Unit 705, C Block One BKC,
G Block, Bandra Kurla Complex, Bandra East,
Mumbai-400051

Sub. : Consolidated Scrutinizer's Report on remote e – voting conducted prior to the 33rd Annual General meeting (AGM) of Motherson Sumi Systems Limited on Monday, September 28, 2020 at 2.00 P.M. (IST) through Video Conferencing ('VC') / Other Audio Visual means ('OAVM') and e-voting during the AGM 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, as amended by the Companies (Management and Administration) Amendment Rules 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations 2015 (SEBI Listing Regulations)

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 by the Board of Directors of Motherson Sumi Systems Limited ("the Company") pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, for the purpose of Scrutinizing the remote e-voting and through e-voting process in a fair and transparent manner and ascertaining the requisite majority on carried out as per the provision of Companies Act, 2013 on the below mentioned resolution(s), through VC/OAVM.

I am also appointed as the Scrutinizer to scrutinize the e-voting process during the AGM.

The AGM Notice dated 2nd June, 2020 as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those members whose email addresses are registered with the Company/Depositories. The emails were sent in compliance with the MCA Circular No. 20/2020 dated May 5, 2020 read with circulars 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 (collectively referred as 'MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.



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 and Rules relating to Remote E-Voting and e-voting at the AGM on the Resolutions contained in the notice to the 33rd Annual General Meeting ("AGM") of the Members of the Company. My responsibility as Scrutinizer for the Remote E-Voting process and for e-voting 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 KFin Technologies Private Limited (Erstwhile : Karvy Fintech Private Limited), the RTA and an authorized agency engaged by the Company, to provide Remote E-Voting facilities and E-Voting conducted at the said AGM.

SCRUTINIZER'S RESPONSIBILITY

2. My responsibility as scrutinizer for the voting process through electronic means (i.e. by Remote e-voting and Poll through e-voting 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 KFin Technologies Private Limited the agency engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting and Poll through e-voting at the AGM).
3. The remote e-voting period remained open from 25th September 2020 (9:00 a.m.) to 27th September 2020 (5:00 p.m.).
4. The shareholders holding shares as on the "CUT OFF DATE" i.e. 21st September 2020 were entitled to vote on the proposed resolutions (Item Nos.1 to 5 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 KFin Technologies Private Limited**.

The total number of Ballots received (Remote- e voting & e-voting at the AGM) were 912 for 268,94,86,012 votes.



6. The results of the voting are as under:

A) Resolution 1:- Adoption of Audited Financial Statements of the Company together with Reports of Board of Directors & Auditors thereon , Audited Consolidated Financial Statements of the Company & Reports of Auditors thereon for the Financial Year Ended on March 31, 2020 – 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
Remote -E-voting	839	267,88,13,039	99.9875
Insta Poll (E-voting) at AGM	52	3,33,831	0.0124
Total	891	267,91,46,870	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
Remote E-voting	13	3,478	0.0001
Insta Poll(E-voting) at AGM	0	0	0
Total	13	3,478	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: 10 members representing 35,64,023 shares

(v) Less Voted: 67,71,641 shares



B) Resolution 2:-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– 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
Remote -E- voting	738	252,46,00,995	94.4286
Insta Poll (E-voting) at AGM	52	3,33,831	0.0125
Total	790	252,49,34,826	94.4411

(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
Remote E- voting	113	14,86,21,085	5.5589
Insta Poll(E-voting) at AGM	0	0	0
Total	113	14,86,21,085	5.5589

(iii) Invalid Votes:

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

(iv) Votes abstained : 11 members representing 91,58,460 Shares.

(v) Less Voted: 67,71,641 Shares.



C) Resolution 3:-Re-appointment of Mr. Shunichiro Nishimura (DIN No. – 08138608) as a Director of the Company: 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
Remote -E-voting	733	252,45,59,676	94.4271
Insta Poll (E-voting) at AGM	51	3,31,581	0.0124
Total	784	252,48,91,257	94.4395

(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
Remote E-voting	117	14,86,62,297	5.5605
Insta Poll(E-voting) at AGM	0	0	0
Total	117	14,86,62,297	5.5605

(iii) Invalid Votes:

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

(iv) Votes abstained: 16 number of members representing 91,60,817 Shares

(v) Less Voted: 67,71,641 Shares



D) Resolution 4:-Re-appointment of Mr. Naveen Ganzu, (DIN No. –00094595) as an Independent Director of the Company for second term of 5 years – 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
Remote -E-voting	815	264,83,37,960	99.0691
Insta Poll (E-voting) at AGM	51	3,31,581	0.0124
Total	866	264,86,69,541	99.0815

(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
Remote E-voting	29	2,45,53,835	0.9185
Insta Poll(E-voting) at AGM	0	0	0
Total	29	2,45,53,835	0.9185

(iii) Invalid Votes:

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

(iv) Votes abstained: 20 members representing 94,90,986 Shares

(v) Less Voted: 67,71,650 Shares



E) Resolution 5:-To ratify the remuneration of M/s. M.R. Vyas and Associates, Practicing Cost and Management Accountants as the Cost Auditors of the Company for Financial Year2020-21. – 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
Remote -E-voting	826	268,22,39,598	99.9874
Insta Poll (E-voting) at AGM	50	3,31,486	0.0124
Total	876	268,25,71,084	99.9998

(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
Remote E-voting	27	5,868	0.0002
Insta Poll (E-voting) at AGM	1	95	-
Total	28	5,963	0.0002

(iii) Invalid Votes:

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

- (iv) Votes abstained: 13 members representing 1,37,324 Shares
(v) Less Voted: 67,71,641 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.



8. Restriction on use

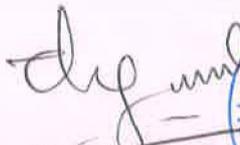
The report has been issued at the request of the Company for (i) submission to the Stock Exchanges, (ii) to be placed on the website of the Company and (iii) website of **M/s KFin Technologies Private Limited** (the RTA). This report is not to be used for any other purpose or to be distributed to any 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**

Firm Regn. S2002DE058200




CS D P Gupta
(Scrutinizer)

FCS 2411 CP 1509

Proprietor

ICSI UDIN No. F002411B000798131

Place: Noida

Dated: 28th September 2020