

Date of the AGM/EGM : **25.08.2014**
Total number of shareholders on record date : **41,010**
No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group : **9**
Public : **486**

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, 2014**

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	578466303	578466303	100.00	578466303	Nil	100.00	0.00
Public – Institutional holders	201933115	108041296	53.50	107755262	286034	99.74	0.26
Public-Others	101519942	3810790	3.75	3810774	16	100.00	0.00
Total	881919360	690318389	78.27	690032339	286050	99.96	0.04



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	578466303	578466303	100.00	578466303	Nil	100	0.00
Public – Institutional holders	201933115	108064796	53.52	108064796	Nil	100	0.00
Public-Others	101519942	3810790	3.75	3810774	16	100	0.00
Total	881919360	690341889	78.28	690341873	16	100	0.00

Detail of the Agenda -3 : **Re-appointment of Mr. Pankaj Mital, 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	578466303	578466303	100.00	578466303	Nil	100.00	0.00
Public – Institutional holders	201933115	108064796	53.52	107344721	720075	99.33	0.67
Public-Others	101519942	3810790	3.75	3810772	18	100	0.00
Total	881919360	690341889	78.28	689621796	720093	99.90	0.10



Detail of the Agenda -4 : **Re-appointment of M/s Price Waterhouse, Chartered Accountants 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	578466303	578466303	100.00	578466303	Nil	100.00	0.00
Public – Institutional holders	201933115	99405374	49.23	98098320	1307054	98.69	1.31
Public-Others	101519942	3810790	3.75	3810774	16	100	0.00
Total	881919360	681682467	77.30	680375397	1307070	99.81	0.19

Detail of the Agenda -5 : **Appointment of Ms. Noriyo Nakamura as a Director of the Company to fill up the casual vacancy caused by resignation of Mr. Hideaki Ueshima**

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	578466303	578466303	100.00	578466303	Nil	100.00	0.00
Public – Institutional holders	201933115	108064796	53.52	107344721	720075	99.33	0.67
Public-Others	101519942	3810490	3.75	3810474	16	100.00	0.00
Total	881919360	690341589	78.28	689621498	720091	99.90	0.10



Detail of the Agenda -6 : **Appointment of Ms. Geeta Mathur as an Independent Director of the Company for five consecutive years for a term upto 32nd Annual General Meeting to be held in the year 2019**

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	578466303	578466303	100.00	578466303	Nil	100.00	0.00
Public – Institutional holders	201933115	108064796	53.52	108064796	Nil	100.00	0.00
Public-Others	101519942	3810490	3.75	3810474	16	100.00	0.00
Total	881919360	690341589	78.28	690341573	16	100.00	0.00

Detail of the Agenda -7 : **Appointment of Maj. Gen. Amarjit Singh (Retd.) as an Independent Director of the Company for five consecutive years for a term upto 32nd Annual General Meeting to be held in the year 2019**

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	578466303	578466303	100.00	578466303	Nil	100.00	0.00
Public – Institutional holders	201933115	108064796	53.52	100793350	7271446	93.27	6.73
Public-Others	101519942	3810490	3.75	3810474	16	100.00	0.00
Total	881919360	690341589	78.28	683070127	7271462	98.95	1.05



Detail of the Agenda -8 : **Appointment of Mr. Sushil Chandra Tripathi, IAS (Retd.) as an Independent Director of the Company for five consecutive years for a term upto 32nd Annual General Meeting to be held in the year 2019**

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	578466303	578466303	100.00	578466303	Nil	100.00	0.00
Public – Institutional holders	201933115	108064796	53.52	108064796	Nil	100.00	0.00
Public-Others	101519942	3810490	3.75	3810474	16	100.00	0.00
Total	881919360	690341589	78.28	690341573	16	100.00	0.00

Detail of the Agenda -9 : **Appointment of Mr. Arjun Puri as an Independent Director of the Company for five consecutive years for a term upto 32nd Annual General Meeting to be held in the year 2019**

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	578466303	578466303	100.00	578466303	Nil	100.00	0.00
Public – Institutional holders	201933115	108064796	53.52	108064796	Nil	100.00	0.00
Public-Others	101519942	3810490	3.75	3810474	16	100.00	0.00
Total	881919360	690341589	78.28	690341573	16	100.00	0.00



Detail of the Agenda -10 : **Appointment of Mr. Gautam Mukherjee as an Independent Director of the Company for five consecutive years for a term upto 32nd Annual General Meeting to be held in the year 2019**

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	578466303	578466303	100.00	578466303	Nil	100.00	0.00
Public – Institutional holders	201933115	108064796	53.52	108064796	Nil	100.00	0.00
Public-Others	101519942	3810490	3.75	3810474	16	100.00	0.00
Total	881919360	690341589	78.28	690341573	16	100.00	0.00

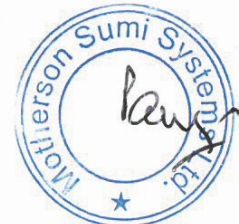
Detail of the Agenda -11 : **Re-appointment of Mr. Pankaj Mital as Whole-time Director of the Company for a period of three years w.e.f. 1st April, 2014**

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	578466303	578466303	100.00	578466303	Nil	100.00	0.00
Public – Institutional holders	201933115	108064796	53.52	108064796	Nil	100.00	0.00
Public-Others	101519942	3810490	3.75	3810474	16	100.00	0.00
Total	881919360	690341589	78.28	690341573	16	100.00	0.00



SCRUTINIZER'S REPORT

(Pursuant to section 108 of the Companies Act, 2013 and rule 20 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 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

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 of the Companies Act, 2013 read with Rule 20 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 18th August, 2014 (9:00 a.m.) to 20th August, 2014 (6:00 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e. 18th July, 2014 were entitled to vote on the proposed resolutions (item no.1 to 11 as set out in the Notice of 27th Annual General Meeting (AGM) of Motherson Sumi Systems Limited)



3. The votes were unblocked on 20th August, 2014 after 6.00 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 received (Electronic & Physical) were 280 for 690341889 votes.
6. The results of the voting is as under:

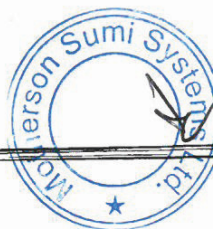
A) Resolution 1:- Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31st 2014.

(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	220	426723982	
Polling at AGM	57	263308357	
Total	277	690032339	99.96%

(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	2	286050	0.04%
Polling at AGM	0	0	0

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	23500

B) Resolution 2:- To Declare Dividend on the Equity Shares of the Company for the year 2013-2014

(i) **Voted in favour of the resolution:**

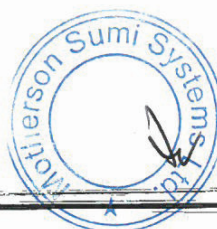
	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	222	427033516	
Polling at AGM	57	263308357	
Total	279	690341873	100%

(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	16	0.00
Polling at AGM	0	0	0

(iii) **Invalid Votes:**

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



C) Resolution 3:-To appoint a Director in place of Mr. Pankaj Mital (DIN-00194931), 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	218	426313439	
Polling at AGM	57	263308357	
Total	275	689621796	99.90%

(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	720093	0.10%
Polling at AGM	0	0	0

(iii) **Invalid Votes:**

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



D) Resolution 4:- To appoint 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	198	417067040	
Polling at AGM	57	263308357	
Total	255	680375397	98.80%

(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	1307070	0.20%
Polling at AGM	0	0	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
14	8659422



E) Resolution 5:- To appoint Ms. Noriyo Nakamura (DIN-06809512) as a director of the company, who was appointed as a Director of the Company w.e.f. 31.01.2014 in the casual vacancy caused by the resignation of Mr. Hideaki Ueshima and who retires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director.

(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	218	426313141	
Polling at AGM	57	263308357	
Total	275	689621498	99.90%

(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	4	720091	0.10%
Polling at AGM	0	0	0

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	300



F) Resolution 6:-To appoint Ms. Geeta Mathur (DIN – 02139552), who was appointed as an additional director of the company w.e.f. 31st January, 2014 in terms of section 161 of the companies Act 2013 and Article 85(2) of the Articles of Association of the company and who holds office upto the date of this general meeting and in respect of whom the company has received a notice in writing from a member pursuant to section 160 of the Companies Act 2013, as an independent director who holds office for five consecutive years , for a term up to the 32nd Annual General Meeting of the Company to be held in the year 2019.”

(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	221	427033216	
Polling at AGM	57	263308357	
Total	278	690341573	100%

(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	16	0.00%
Polling at AGM	0	0	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	300



G) Resolution 7:-To appoint Maj. Gen. Amarjit Singh (Retd.)(DIN-00211758), as an Independent Director of the Company to hold the office for five consecutive years for a term up to the 32nd Annual General Meeting of the Company to be held in the year 2019.

(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	194	419761770	
Polling at AGM	57	263308357	
Total	251	683070127	98.95%

(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	28	7271462	1.05%
Polling at AGM	0	0	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	300



H) Resolution 8:-To appoint Mr. S.C. Tripathi, IAS (Retd.)(DIN- 00941922), as an Independent Director of the Company to hold the office for five consecutive years for a term up to the 32nd Annual General Meeting of the Company to be held in the year 2019.

(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	221	427033216	
Polling at AGM	57	263308357	
Total	278	690341573	100%

(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	16	0.00%
Polling at AGM	0	0	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	300



I) Resolution 9:-To appoint Mr. Arjun Puri (DIN-00211590), as an Independent Director of the Company to hold the office for five consecutive years for a term up to the 32nd Annual General Meeting of the Company to be held in the year 2019.

(i) Voted in favour of the resolution:

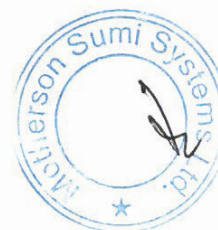
	Number of Members of voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	221	427033216	
Polling at AGM	57	263308357	
Total	278	690341573	100%

(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	16	0.00%
Polling at AGM	0	0	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	300



J) Resolution 10:-To appoint Mr. Gautam Mukherjee (DIN – 02590120), as an Independent Director of the Company to hold the office for five consecutive years for a term up to the 32nd Annual General Meeting of the Company to be held in the year 2019.

(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	221	427033216	
Polling at AGM	57	263308357	
Total	278	690341573	100%

(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	16	0.00%
Polling at AGM	0	0	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	300



K) Resolution 11:- Reappointment of Mr. Pankaj Mital (DIN-00194931) as a Whole-time Director designated as Chief Operating Officer of the Company for a period three years w.e.f. April 1, 2014 on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this meeting, subject to the same not exceeding the limits specified under schedule V of the Companies Act, 2013.

(i) Voted in favour of the resolution:

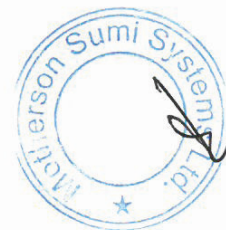
	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	221	427033216	
Polling at AGM	57	263308357	
Total	278	690341573	100%

(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	16	0.00%
Polling at AGM	0	0	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	300



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: 25-Aug-14

