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

:

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

.

	No. of shares	No. of votes	% of Votes	No. of Votes	No. of Votes		% of Votes
	held	polled	Polled on	- in favour	- against	% of Votes	against on
			outstanding			in favour on	votes polled
Promoter/Public			shares			votes polled	
	(1)	(2)	(3) =	(4)	(5)	(6)=	(7)=
			[(2)/(1)]*100			[(4)/(2)]*100	[(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



:

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

.

Total	881919360	690341889	78.28	690341873	16	100	0.00
Public-Others	101519942	3810790	3.75	3810774	16	100	0.00
Public – Institutional holders	201933115	108064796	53.52	108064796	Nil	100	0.00
Promoter and Promoter Group	578466303	578466303	100.00	578466303	Nil	100	0.00
Promoter/Public	held (1)	polled (2)	Polled on outstanding shares (3) = [(2)/(1)]*100	- in favour	(5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	against on votes polled (7)= [(5)/(2)]*100
	No. of shares	No. of votes	% of Votes	No. of Votes	No. of Votes		% of Votes

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

: (9

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

In case of Poll/Postal ballot/E-voting

Total	881919360	690341889	78.28	689621796	720093	99.90	0.10
					1639		
Public-Others	101519942	3810790	3.75	3810772	18	100	0.00
Public – Institutional holders	201933115	108064796	53.52	107344721	720075	99.33	0.67
Promoter and Promoter Group	578466303	578466303	100.00	578466303	Nil	100.00	0.00
D			[(2)/(1)]*100		(5)	[(4)/(2)]*100	[(5)/(2)]*100
	(1)	(2)	(3) =	(4)		(6)=	(7)=
Promoter/Public			outstanding shares		against	favour on votes polled	votes polled
	held	polled	Polled on	- in favour	Votes -	Application of the control of the co	against on
		No. of votes	% of Votes	Marian Santa	No. of		% of Votes



:

Re-appointment of M/s Price Waterhouse, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration

or the

Resolution required

:

(Ordinary/Special)

Mode of voting

:

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

In case of Poll/Postal ballot/E-voting

:

Total	881919360	681682467	77.30	680375397	1307070	99.81	0.19
Public-Others	101519942	3810790	3.75	3810774	16	100	0.00
Public – Institutional holders	201933115	99405374	49.23	98098320	1307054	98.69	1.31
Promoter and Promoter Group	578466303	578466303	100.00	578466303	Nil	100.00	0.00
Promoter/Public	(1)	(2)	outstanding shares (3) = [(2)/(1)]*100	(4)	(5)	in favour on votes polled (6)=	votes polled (7)= [(5)/(2)]*100
	No. of shares	No. of votes polled	% of Votes	No. of Votes	No. of Votes - against	% of Votes	% of Votes against on

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

.

	No. of	No. of votes	% of Votes	No. of Votes	No. of		% of Votes
	shares held	polled	Polled on	- in favour	Votes -	% of Votes in	against on
			outstanding		against	favour on	votes polled
Promoter/Public			shares			votes polled	
	(1)	(2)	(3) =	(4)	Sec. 100	(6)=	(7)=
			[(2)/(1)]*100		(5)	[(4)/(2)]*100	[(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



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

:

	No. of shares	No. of votes	% of Votes	No. of Votes	No. of Votes		% of Votes
	held	polled	Polled on	- in favour	- against	% of Votes	against on
			outstanding			in favour on	votes polled
Promoter/Public			shares			votes polled	
	(1)	(2)	(3) =	(4)	(5)	(6)=	(7)=
and the second s			[(2)/(1)]*100			[(4)/(2)]*100	[(5)/(2)]*100
Promoter and Promoter Group	578466303	578466303	100.00	578466303	Nil	100.00	0.00
Public – Institutional holders							
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

Total	881919360	690341589	78.28	683070127	7271462	98.95	1.05
Public-Others	101519942	3810490	3.75	3810474	16	100.00	0.00
Public – Institutional holders	201933115	108064796	53.52	100793350	7271446	93.27	6.73
Promoter and Promoter Group	578466303	578466303	100.00	578466303	Nil	100.00	0.00
Promoter/Public	(1)	(2)	outstanding shares (3) = [(2)/(1)]*100	(4)	(5)	in favour on votes polled (6)=	votes polled (7)= [(5)/(2)]*100
	No. of shares held	No. of votes	% of Votes Polled on	No. of Votes	No. of Votes - against	and according	% of Votes against on



:

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

.

Total	881919360	690341589	78.28	690341573	16	100.00	0.00
Public-Others	101519942	3810490	3.75	3810474	16	100.00	0.00
Public – Institutional holders	201933115	108064796	53.52	108064796	Nil	100.00	0.00
Promoter and Promoter Group	578466303	578466303	100.00	578466303	Nil	100.00	0.00
Promoter/Public	(1)	(2)	outstanding shares (3) = [(2)/(1)]*100	(4)	(5)	in favour on votes polled (6)= [(4)/(2)]*100	votes polled (7)= [(5)/(2)]*100
	No. of shares held	No. of votes polled	% of Votes Polled on	No. of Votes - in favour	No. of Votes - against		% of Votes against on

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

Total	881919360	690341589	78.28	690341573	16	100.00	0.00
Public-Others	101519942	3810490	3.75	3810474	16	100.00	0.00
Public – Institutional holders	201933115	108064796	53.52	108064796	Nil	100.00	0.00
Promoter and Promoter Group	578466303	578466303	100.00	578466303	Nil	100.00	0.00
Promoter/Public	(1)	(2)	outstanding shares (3) = [(2)/(1)]*100	(4)	(5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	against on votes polled (7)= [(5)/(2)]*100
=	No. of shares	No. of votes	% of Votes Polled on	No. of Votes	No. of Votes		% of Votes



:

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

.

	No. of shares	No. of votes	% of Votes	No. of Votes	No. of Votes		% of Votes
	held	polled	Polled on	- in favour	- against	% of Votes	against on
Promoter/Public			outstanding			in favour on	votes polled
Tomoter/Fublic	(4)	1-1	shares	1		votes polled	
	(1)	(2)	(3) =	(4)	(5)	(6)=	(7)=
Drometer and D			[(2)/(1)]*100			[(4)/(2)]*100	[(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 Wholetime 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

Total	881919360	690341589	78.28	690341573	16	100.00	0.00
Public-Others	101519942	3810490	3.75	3810474	16	100.00	0.00
Public – Institutional holders	201933115	108064796	53.52	108064796	Nil	100.00	0.00
Promoter and Promoter Group	578466303	578466303	100.00	578466303	Nil	100.00	0.00
Promoter/Public	held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	(5)	% of Votes	% of Votes against on votes polled (7)= [(5)/(2)]*100





FIRST FLOOR, 14, RANI JHANSI ROAD, NEW DELHI-110 055 TEL.: 41524497, 42404326

E-mail: sgsdel@gmail.com

Website: www.dpgupta-companysecretary.com

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") pursuantto 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 18^{th} August, 2014 (9:00 a.m.) to 20^{th} August, 2014 (6:00 p.m.).
- 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 27thAnnual 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 Surblu Signatures Surblu Bansal

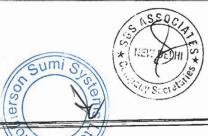
Name Vakshi Mouther Name Surblu Bansal

- 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	Number of votes	% of	total
	Members voted	cast in favour of	number	of
	through electronic	resolution	valid	votes
	voting system		cast	
E-voting	220	426723982		
Polling at AGM	57	263308357		
Total	277	690032339	99.96%	

Voted against the resolution: (ii)

Number of	Number of votes	% of total number
Members	cast against the	of valid votes cast
voted through	resolution	
electronic		
voting system		



E-voting		2	28605	0	0.04%
Polling AGM	at	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	Number o	of	% of	total
	Members voted	votes cast i	n	number	of
	through electronic	favour o	of	valid	votes
	voting system	resolution		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	cast against the	% of total number of valid votes cast
E-voting		1	16	0.00
Polling AGM	at	0	0	0

Total number of members whose	Total numbers of votes	
votes were declared invalid	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 reappointment

(i) Voted in favour of the resolution:

		Number of votes cast in favour of resolution	
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

	number ers whose veclared inva	otes	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 votes cast in favour of resolution	
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	
E-voting	11	1307070	0.20%
Polling at AGM	0	0	0

Total number of members whos votes were declared invalid	se 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

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

(ii) Voted against the resolution:

		Number of votes cast against the resolution	
E-voting	1	16	0.00%
Polling at AGM	0	0	0

Total	number	of	members	Total numbers of votes
whose invalid		were	declared	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 votes cast in favour of resolution	
E-voting	194	419761770	
Polling at AGM	57	263308357	
Total	251	683070127	98.95%

(ii) Voted against the resolution:

		Number of votes cast against the resolution	
E-voting	28	7271462	1.05%
Polling at AGM	0	0	0

Total	number	of	members	Total	numbers	of
whose	votes	were	declared	votes	cast by them	
invalid	200					
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 votes cast in favour of resolution	
E-voting	221	427033216	
Polling at AGM	57	263308357	
Total	278	690341573	100%

(ii) Voted against the resolution:

	Number of	Members	Number	of	%	of	total
	voted	through	votes	cast	nun	nber	of
	electronic	voting	against	the	vali	d	votes
	system	_	resolution	1	cas	t_	
E-voting	1		16		0.0	0%	
Polling at AGM	0		0		0		

	votes			numbers cast by them	of
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 voted through electronic voting system	Number of votes cast in favour of resolution	
E-voting	221	427033216	
Polling at AGM	57	263308357	
Total	278	690341573	100%

(ii) Voted against the resolution:

		Number of votes cast against the resolution	
E-voting	1	16	0.00%
Polling at AGM	0	0	0

Total number of members who	
votes were declared invalid	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 Members through electronic system	voted	Number cast in resolution	favo	tes of	8335992	nber valid es
E-voting	221		42703323	16			
Polling at AGM	57		26330835	57			
Total	278		69034157	73		100	%

(ii) Voted against the resolution:

		Number of votes cast against the resolution	
E-voting	1	16	0.00%
Polling at AGM	0	0	0

Total number of members whose	Total numbers of
votes were declared invalid	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 votes cast favour resolution	of in of	number	total of votes
E-voting	221	427033216			
Polling at AGM	57	263308357			5
Total	278	690341573		100%	

(ii) Voted against the resolution:

		Number of votes cast against the resolution	
E-voting	1	16	0.00%
Polling at AGM	0	0	0

Total number of members whose	
votes were declared invalid	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

