

**Motherson Sumi Systems Limited**



C-14 A&B, Sector-1, Noida - 201301  
Distt. Gautam Budh Nagar, (U.P.) India  
Tel: +91-120-6752100, 6752278  
Fax: +91-120-2521866, 2521966  
Website: www.motherson.com  
CIN - ~~L34300DL1986PLC026431~~

CIN- L34300MH1986PLC284510

Date: September 2, 2016

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G-Block  
Bandra-Kurla Complex  
Bandra (E)  
MUMBAI – 400051, India

BSE Limited  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building  
P.J. Towers, Dalal Street  
Fort  
MUMBAI – 400001, India

**Scrip Code : MOTHERSUMI**

**Scrip Code : 517334**

**Ref. : Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Sub. : Details of Voting Results**

Dear Sirs,

We enclosed herewith details of voting results of the 29th Annual General Meeting of the Company held on August 31, 2016 at St. Andrew's Auditorium, St. Dominic Road, Bandra West, Mumbai – 400050 as per your prescribed format pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with a copy of Consolidated Scrutinizers' Report dated September 1, 2016.

This is for your kind information and record please.

Thanking you,

Yours faithfully,  
For Motherson Sumi Systems Limited

  
(G.N. GAUBA)  
CFO & Company Secretary

Encl. : As above

**Registered Office:**  
Unit 705, C Wing  
ONE BKC, G Block,  
Bandra Kurla Complex  
Bandra East, Mumbai-400051

Regd. Office : 2nd Floor, F-7, Block B-1, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi - 110044. Telefax : +91-11-46555940.

a member of SAMVARDHANA MOTHERSON GROUP

**MOTHERSON SUMI SYSTEMS LIMITED**  
**Format for Voting Results**

Date of the AGM/EGM	:	31/08/2016
Total number of shareholders on record date	:	106672
No. of shareholders present in the meeting either in person or through proxy		
Promoters and Promoter Group	:	9
Public	:	69
No. of Shareholders attended the meeting through Video Conferencing		
Promoters and Promoter Group	:	Not Applicable
Public	:	Not Applicable

Agenda- wise disclosure (to be disclosed separately for each agenda item)



**Resolution 1 : Adoption of Financial Statements for the year ended 31st March, 2016**

Resolution required: (Ordinary/ Special) : Ordinary										
Whether promoter / promoter group are interested in the agenda/resolution? : No										
Category	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled			
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
Promoter and Promoter Group	Mode of Voting									
	E-Voting	824600682	95.0094	824600682	0	100.0000	0.0000			
	Poll	43313771	4.9906	43313771	0	100.0000	0.0000			
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000			
<b>Total</b>	<b>867914453</b>	<b>867914453</b>	<b>100.0000</b>	<b>867914453</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>			
Public- Institutions	E-Voting	235867975	74.4204	235867975	0	100.0000	0.0000			
	Poll	316940012	0.0000	0	0	0.0000	0.0000			
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>	<b>316940012</b>	<b>235867975</b>	<b>74.4204</b>	<b>235867975</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Public-Non Institutions (Others)	E-Voting	2030657	1.4712	2030657	0	100.0000	0.0000			
	Poll	138024575	0.7715	1064892	0	100.0000	0.0000			
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>	<b>138024575</b>	<b>3095549</b>	<b>2.2428</b>	<b>3095549</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
<b>Total</b>	<b>1322879040</b>	<b>1106877977</b>	<b>83.6719</b>	<b>1106877977</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>			



**Resolution 2 : Approval of interim dividend as final dividend for the year ended March 31, 2016**

Resolution required: (Ordinary/ Special) : **Ordinary**

Whether promoter / promoter group are interested in the agenda/resolution? : **No**

Category	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Mode of Voting	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	824600682	95.0094	824600682	0	100.00000	0.00000
	Poll	43313771	4.9906	43313771	0	100.00000	0.00000
	Postal Ballot (if applicable)	0	0.0000	0	0	0.00000	0.00000
	<b>Total</b>	<b>867914453</b>	<b>867914453</b>	<b>100.0000</b>	<b>867914453</b>	<b>0</b>	<b>100.00000</b>
Public- Institutions	E-Voting	235867975	74.4204	235867975	0	100.00000	0.00000
	Poll	0	0.0000	0	0	0.00000	0.00000
	Postal Ballot (if applicable)	0	0.0000	0	0	0.00000	0.00000
	<b>Total</b>	<b>316940012</b>	<b>235867975</b>	<b>74.4204</b>	<b>235867975</b>	<b>0</b>	<b>100.00000</b>
Public-Non Institutions (Others)	E-Voting	2030657	1.4712	2029085	1572	99.92259	0.0774
	Poll	1064892	0.7715	1064892	0	100.00000	0.00000
	Postal Ballot (if applicable)	0	0.0000	0	0	0.00000	0.00000
	<b>Total</b>	<b>138024575</b>	<b>3095549</b>	<b>2.24275</b>	<b>3093977</b>	<b>1572</b>	<b>99.9492</b>
<b>Total</b>	<b>1322879040</b>	<b>1106877977</b>	<b>83.6719</b>	<b>1106876405</b>	<b>1572</b>	<b>99.9999</b>	<b>0.0001</b>



**Resolution 3 : Appointment of Director in place of Ms. Noriyo Nakamura, who retires by rotation and being eligible offers herself for re-appointment**

Resolution required: (Ordinary/ Special) : Ordinary														
Whether promoter / promoter group are interested in the agenda/resolution? : No														
Category	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Mode of Voting													
	E-Voting	867914453	824600682	95.0094	824600682	0	100.0000	0	0.0000		100.0000	0	100.0000	0.0000
	Poll	867914453	43313771	4.9906	43313771	0	100.0000	0	0.0000		100.0000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0	0.0000		0	0	0.0000	0.0000
<b>Total</b>	<b>867914453</b>	<b>867914453</b>	<b>100.000</b>	<b>867914453</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>		<b>100.0000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		235867975	74.4204	235021211	846764	99.6410		0		0	0.0000		0.3589
	Poll	316940012	0	0.0000	0	0	0.0000		0		0	0.0000		0.00000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000		0		0	0.0000		0.00000
	<b>Total</b>	<b>316940012</b>	<b>235867975</b>	<b>74.4204</b>	<b>235021211</b>	<b>846764</b>	<b>99.6410</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>		<b>99.641</b>	<b>0</b>	<b>0.359</b>
Public-Non Institutions (Others)	E-Voting		2030657	1.47123	2030652	5	99.99975		0		0	0.0000		0.0002
	Poll	138024575	1064892	0.77152	1064892	0	100.0000		0		0	0.0000		0.00000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000		0		0	0.0000		0.00000
	<b>Total</b>	<b>138024575</b>	<b>3095549</b>	<b>2.24275</b>	<b>3095544</b>	<b>5</b>	<b>99.9998</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>		<b>99.9998</b>	<b>0</b>	<b>0.0002</b>
<b>Total</b>	<b>1322879040</b>	<b>1106877977</b>	<b>83.6719</b>	<b>1106031208</b>	<b>846769</b>	<b>99.9235</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>		<b>99.9235</b>	<b>0</b>	<b>0.0765</b>	

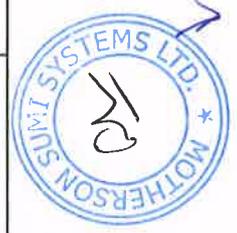


**Resolution 4 : Ratification of appointment of M/s. Price Waterhouse Chartered Accountants LLP as Statutory Auditors of the Company**

Resolution required: (Ordinary/ Special) : Ordinary

Whether promoter / promoter group are interested in the agenda/resolution? : No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting		824600682	95.0094	824600682	0	100.000	0.0000
	Poll	867914453	43313771	4.9906	43313771	0	100.000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>867914453</b>	<b>867914453</b>	<b>74.0932</b>	<b>100.000</b>	<b>867914453</b>	<b>0</b>	<b>100.000</b>
Public- Institutions	E-Voting		234830975	74.0932	229505840	5325135	97.7324	2.2676
	Poll	316940012	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>316940012</b>	<b>234830975</b>	<b>74.0932</b>	<b>229505840</b>	<b>5325135</b>	<b>97.7324</b>	<b>2.2676</b>
Public-Non Institutions (Others)	E-Voting		2030657	1.47123	2030617	40	99.9980	0.0019
	Poll	138024575	1064892	0.77152	1064892	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>138024575</b>	<b>3095549</b>	<b>2.24275</b>	<b>3095509</b>	<b>40</b>	<b>99.9987</b>	<b>0.0013</b>
<b>Total</b>		<b>1322879040</b>	<b>1105840977</b>	<b>83.5935</b>	<b>1100515802</b>	<b>5325175</b>	<b>99.5185</b>	<b>0.4815</b>



**Resolution 5 : Appointment of Mr. Naveen Ganzu as an Independent Director for a period of 5 years**

Resolution required: (Ordinary/ Special) : Ordinary

Whether promoter / promoter group are interested in the agenda/resolution? : No

Category	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Mode of Voting	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	824600682	95.0094	824600682	0	100.0000	0.00000
	Poll	43313771	4.9906	43313771	0	100.0000	0.00000
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.00000
	<b>Total</b>	<b>867914453</b>	<b>867914453</b>	<b>100.0000</b>	<b>867914453</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	235867975	74.4204	233605135	2262840	99.0406	0.9593
	Poll	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>316940012</b>	<b>235867975</b>	<b>74.4204</b>	<b>233605135</b>	<b>2262840</b>	<b>99.0406</b>
Public-Non Institutions (Others)	E-Voting	2030207	1.4709	2030137	70	99.9966	0.0034
	Poll	1064892	0.7715	1064892	0	100.0000	0.0000
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>138024575</b>	<b>3095099</b>	<b>2.2424</b>	<b>3095029</b>	<b>70</b>	<b>99.9977</b>
<b>Total</b>	<b>1322879040</b>	<b>1106877527</b>	<b>83.6719</b>	<b>1104614617</b>	<b>2262910</b>	<b>99.7956</b>	<b>0.2044</b>



**Resolution 6 : Revision of the salary of Mr. Pankaj Mital, Whole-time Director of the Company**

Resolution required: (Ordinary/ Special)

: Ordinary

Whether promoter / promoter group are interested in the agenda/resolution?

: No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour	No. of Votes against	% 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	E-Voting		824600682	95.0094	824600682	0	100.0000	0.0000
	Poll	867914453	43313771	4.9906	43313771	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>867914453</b>	<b>867914453</b>	<b>100.0000</b>	<b>867914453</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting		235867975	74.4204	235867975	0	100.0000	0.0000
	Poll	316940012	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>316940012</b>	<b>235867975</b>	<b>74.4204</b>	<b>235867975</b>	<b>0</b>	<b>100.0000</b>
Public-Non Institutions (Others)	E-Voting		2030207	1.4709	2030078	129	99.9936	0.0063
	Poll	138024575	1064892	0.7715	1064892	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>138024575</b>	<b>3095099</b>	<b>2.2424</b>	<b>3094970</b>	<b>129</b>	<b>99.9958</b>
<b>Total</b>		<b>1322879040</b>	<b>1106877527</b>	<b>83.6719</b>	<b>1106877398</b>	<b>129</b>	<b>100.0000</b>	<b>0.0000</b>



**Resolution 7 : Payment of Commission to the Non-executive Directors**

Resolution required: (Ordinary/ Special) : Ordinary

Whether promoter / promoter group are interested in the agenda/resolution? : No

Category	Mode of Voting	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	E-Voting		824600682	95.0094	824600682	0	100.0000	0.0000
	Poll	867914453	43313771	4.9906	43313771	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>867914453</b>	<b>100.0000</b>	<b>867914453</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		235867975	74.4204	212524841	23343134	90.1033	9.8966
	Poll	316940012	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>316940012</b>	<b>74.4204</b>	<b>212524841</b>	<b>23343134</b>	<b>90.1033</b>	<b>9.8967</b>
Public-Non Institutions (Others)	E-Voting		2030207	1.4709	2029440	767	99.9622	0.0377
	Poll	138024575	1064892	0.7715	1064892	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>138024575</b>	<b>2.2424</b>	<b>3094332</b>	<b>767</b>	<b>99.9752</b>	<b>0.0248</b>
<b>Total</b>		<b>1322879040</b>	<b>1106877527</b>	<b>83.6719</b>	<b>1083533626</b>	<b>23343901</b>	<b>97.8910</b>	<b>2.1090</b>



**Resolution 8 : Approve the remuneration for Cost Auditor for the Financial Year 2016-17**

Resolution required: (Ordinary/ Special) : Ordinary

Whether promoter / promoter group are interested in the agenda/resolution? : No

Category	Mode of Voting	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	E-Voting		824600682	95.0094	824600682	0	100.0000	0.0000
	Poll	867914453	43313771	4.9906	43313771	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>867914453</b>	<b>100.0000</b>	<b>867914453</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		235867975	74.4204	235867975	0	100.0000	0.0000
	Poll	316940012	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>316940012</b>	<b>74.4204</b>	<b>235867975</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions (Others)	E-Voting		2030657	1.4712	2030617	40	99.9980	0.0019
	Poll	138024575	1064892	0.7715	1064892	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>138024575</b>	<b>2.24275</b>	<b>3095549</b>	<b>40</b>	<b>99.9987</b>	<b>0.0013</b>
<b>Total</b>		<b>1322879040</b>	<b>1106877977</b>	<b>83.6719</b>	<b>1106877937</b>	<b>40</b>	<b>100.0000</b>	<b>0.0000</b>



**Resolution 9 : Issuance of equity shares on preferential basis to Sumitomo Wiring Systems Limited**

Resolution required: (Ordinary/ Special) : **Special**

Whether promoter / promoter group are interested in the agenda/resolution? : **Yes**

Category	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Mode of Voting						
	E-Voting	824600682	95.0094	824600682	0	100.0000	0.0000
	Poll	867914453	4.9906	43313771	0	100.0000	0.0000
	Postal Ballot (if applicable)		0.0000	0	0	0.0000	0.0000
<b>Total</b>	<b>867914453</b>	<b>867914453</b>	<b>100.0000</b>	<b>867914453</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	235867975	74.4204	235867975	0	100.0000	0.0000
	Poll	316940012	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>316940012</b>	<b>235867975</b>	<b>74.4204</b>	<b>235867975</b>	<b>0</b>	<b>100.0000</b>
Public-Non Institutions (Others)	E-Voting	2030657	1.47123	2030242	415	99.9796	0.0204
	Poll	138024575	0.77152	1064892	0	100.0000	0.0000
	Postal Ballot (if applicable)		0.00000	0	0	0.0000	0.0000
	<b>Total</b>	<b>138024575</b>	<b>3095549</b>	<b>2.24275</b>	<b>3095134</b>	<b>415</b>	<b>99.9866</b>
<b>Total</b>	<b>1322879040</b>	<b>1106877977</b>	<b>83.6719</b>	<b>1106877562</b>	<b>415</b>	<b>100.0000</b>	<b>0.0000</b>



**Resolution 10 : Issuance of Foreign Currency Convertible Bonds (FCCBs) to Sumitomo Wiring Systems Limited**

Resolution required: (Ordinary/ Special) : **Special**

Whether promoter / promoter group are interested in the agenda/resolution? : **Yes**

Category	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Mode of Voting						
	E-Voting	824600682	95.0094	824600682	0	100.0000	0.0000
	Poll	43313771	4.9906	43313771	0	100.0000	0.0000
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000
<b>Total</b>	<b>867914453</b>	<b>867914453</b>	<b>100.0000</b>	<b>867914453</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	235867975	74.4204	235867975	0	100.0000	0.0000
	Poll	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>316940012</b>	<b>235867975</b>	<b>74.4204</b>	<b>235867975</b>	<b>0</b>	<b>100.0000</b>
Public-Non Institutions (Others)	E-Voting	2030657	1.4712	2030287	370	99.9818	0.0182
	Poll	1064892	0.7715	1064892	0	100.0000	0.0000
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>138024575</b>	<b>3095549</b>	<b>2.24275</b>	<b>3095179</b>	<b>370</b>	<b>99.988</b>
<b>Total</b>	<b>1322879040</b>	<b>1106877977</b>	<b>83.6719</b>	<b>1106877607</b>	<b>370</b>	<b>100.000</b>	<b>0.0000</b>



**Resolution 11 : Issuance of equity shares through Qualified Institutional Placement ("QIP")**

Resolution required: (Ordinary/ Special) : **Special**

Whether promoter / promoter group are interested in the agenda/resolution? : **No**

Category	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Mode of Voting						
	E-Voting	824600682	95.0094	824600682	0	100.0000	0.0000
	Poll	43313771	4.9906	43313771	0	100.0000	0.0000
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000
<b>Total</b>	<b>867914453</b>	<b>867914453</b>	<b>100.0000</b>	<b>867914453</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	235867975	74.4204	235867975	1280000	99.4573	0.5426
	Poll	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>316940012</b>	<b>235867975</b>	<b>74.4204</b>	<b>235867975</b>	<b>1280000</b>	<b>99.4573</b>
Public-Non Institutions (Others)	E-Voting	2030657	1.4712	2030580	77	99.9962	0.0037
	Poll	1064892	0.7715	1064892	0	100.0000	0.0000
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>138024575</b>	<b>3095549</b>	<b>2.24275</b>	<b>3095472</b>	<b>77</b>	<b>99.9975</b>
<b>Total</b>	<b>1322879040</b>	<b>1106877977</b>	<b>83.67190</b>	<b>1105597900</b>	<b>1280077</b>	<b>99.8844</b>	<b>0.1156</b>



**Resolution 12 : Enhancement of the limit of holding of FII/S / FPI holders**

Resolution required: (Ordinary/ Special) : Special														
Whether promoter / promoter group are interested in the agenda/resolution? : No														
Category	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Mode of Voting													
	E-Voting		824600682	95.0094	824600682	0	100.0000							0.0000
	Poll	867914453	43313771	4.9906	43313771	0	100.0000							0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000							0.0000
<b>Total</b>	<b>867914453</b>	<b>867914453</b>	<b>100.0000</b>	<b>867914453</b>	<b>0</b>	<b>100.0000</b>								<b>0.0000</b>
Public- Institutions	E-Voting		235867975	74.4204	235867975	0	100.0000							0.0000
	Poll	316940012	0	0.0000	0	0	0.0000							0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000							0.0000
	<b>Total</b>	<b>316940012</b>	<b>235867975</b>	<b>74.4204</b>	<b>235867975</b>	<b>0</b>	<b>100.0000</b>							
Public-Non Institutions (Others)	E-Voting		2030657	1.4712	2030590	67	99.9967							0.0032
	Poll	138024575	1064892	0.7715	1064892	0	100.0000							0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000							0.0000
	<b>Total</b>	<b>138024575</b>	<b>3095549</b>	<b>2.24275</b>	<b>3095482</b>	<b>67</b>	<b>99.9978</b>							
<b>Total</b>	<b>1322879040</b>	<b>1106877977</b>	<b>83.6719</b>	<b>1106877910</b>	<b>67</b>	<b>100.0000</b>								<b>0.0000</b>



**SCRUTINIZER'S REPORT**

**(Pursuant to sections 108 and 109 of the Companies Act, 2013 and rule 20  
and rule 21 of the Companies (Management and Administration)  
Amendment Rules, 2015**

To

The Chairman  
29<sup>th</sup> Annual General Meeting  
Motherson Sumi Systems Limited  
Unit 705, C Wing,  
One BKC, G Block,  
Bandra Kurla complex,  
Bandra East Mumbai,  
Mumbai-40051

Dear Sir,

**Sub. :Scrutinizer's Report on remote e - voting and Insta Insta Poll conducted pursuant to the provisions of Section 108 and section 109 of the Companies Act, 2013 ("the Act") read with Rule 20 and rule 21 of the Companies ( Management and Administration) Amendment Rules, 2015**

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 and section 109 of the Companies Act, 2013 read with Rule 20 and rule 21 of the Companies ( Management and administration) Amendment Rules, 2015, for the purpose of Scrutinizing the remote e-voting and Insta Poll process in a fair and transparent manner and ascertaining the requisite majority on e-voting and Insta 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 28<sup>th</sup> August, 2016 (9:00 a.m) to 30<sup>th</sup> August, 2016 (5:00 p.m.).



2. The shareholders holding shares as on the "cut off" date i.e. 24-08-2016 were entitled to vote on the proposed resolutions (Item no.1 to 12 as set out in the Notice of 29<sup>th</sup> Annual General Meeting (AGM) of Motherson Sumi Systems Limited)
3. The votes were unblocked on 30<sup>th</sup> August, 2016 after 5:00 p.m. in the presence of two witnesses, Ms. Divya Goel (14, First Floor, Rani Jhansi Road-110055) and Shivani Gour (14, First Floor, Rani Jhansi Road-110055) who are not in the employment of the Company. They have signed below in Confirmation of the votes being unblocked in their presence.

Signatures *Divya Goel* Signatures *Shivani Gour*  
 Name Divya Goel Name Shivani Gour

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 (remote E-voting and Insta Poll) received were 588 for 1109937283 votes.
6. The results of the remote e-voting and insta Poll are as under:

## Resolutions:-

### 1. Adoption of Financial Statements for the year ended March 31, 2016.

(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	527	1062499314	95.9906
Insta Poll	58	44378663	4.0094
Total	585	1106877977	100.0000



(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	0	0	0
Insta Poll	0	0	0
Total	0	0	0

(iii) **Invalid Votes:**

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

**Less Voted : 3031732 shares**

**Abstained 27574 shares**

**2. Approval of interim dividend as final dividend for the year ended March 31, 2016.**

(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	524	1062497742	95.9905
Insta Poll	58	44378663	4.0094
Total	582	1106876405	99.9999



(i) **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	3	1572	0.0001
Insta Poll	0	0	0
Total	3	1572	0.0001

(ii) **Invalid Votes:**

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

**Less Voted : 3031732 shares**

**Abstained 27574 shares**

**3. Re-appointment of Ms. Noriyo Nakamura as Director, who retires by rotation, being eligible, seek reappointment**

(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	524	1061652545	95.9141
Poll	58	44378663	4.0094
Total	582	1106031208	99.9235



(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	3	846769	0.0765
Insta Poll	0	0	0
Total	3	846769	0.0765

(iii) **Invalid Votes:**

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

**Less Voted: 3031732 shares**

**Abstained 27574 shares**

**4. Ratification of appointment of Auditor and fixing 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	515	1056137139	95.5053
Insta Poll	58	44378663	4.0132
Total	573	1100515802	99.5185

(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
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E-voting	9	5325175	0.4815
Insta Poll	0	0	0
Total	9	532175	0.4815

(iii) **Invalid Votes:**

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

**Less Voted: 3031732 shares**

**Abstained 1064574 shares**

**5. Appointment of Mr. Naveen Ganzu as an Independent Director for a period of 5 years**

(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	520	1060235954	95.7862
Insta Poll	58	44378663	4.0094
Total	578	1104614617	99.7956

(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	6	2262910	0.2044
Insta Poll	0	0	0
Total	6	2262910	0.2044

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
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0	0
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**Less Voted : 3031732 shares                      Abstained 28024 shares**

**6. Revision of the salary of Mr. Pankaj Mital, Whole-time Director of the Company.**

**(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	520	1062498735	95.9906
Insta Poll	58	44378663	4.0094
<b>Total</b>	<b>578</b>	<b>1106877398</b>	<b>100.0000</b>

**(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	6	129	0
Insta Poll	0	0	0
<b>Total</b>	<b>6</b>	<b>129</b>	<b>0</b>

**(iii) Invalid Votes:**

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

**Less Voted : 3031732 shares                      Abstained 28024 shares**



**7. Payment of Commission to the Non-executive Directors.**

**(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	511	1039154963	93.8816
Insta Poll	58	44378663	4.0094
Total	569	1083533626	97.8910

**(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	15	23343901	2.1090
Insta Poll	0	0	0
Total	15	23343901	2.1090

**(iii) Invalid Votes:**

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

**Less Voted : 3031732 shares**

**Abstained 28024 shares**



**8. Approve the remuneration for Cost Auditor for the Financial Year 2016-17.**

**(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	526	1062499274	95.9906
Insta Poll	58	44378663	4.0094
Total	584	1106877937	100.0000

**(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	40	0
Insta Poll	0	0	0
Total	1	40	0

**(iii) Invalid Votes:**

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

**Less Voted : 3031732 shares**

**Abstained 27574 shares**



**9. Issuance of equity shares on preferential basis.**

**(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	519	1062498899	95.9906
Insta Poll	58	44378663	4.0094
Total	577	1106877562	100.0000

**(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	8	415	0
Insta Poll	0	0	0
Total	8	415	0

**(iii) Invalid Votes:**

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

**Less Voted : 3031732 shares**

**Abstained 27574 shares**



## 10. Issuance of Foreign Currency Convertible Bond (FCCB)

(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	523	1062498944	95.9906
Insta Poll	58	44378663	4.0094
Total	581	1106877607	100.0000

(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	370	0
Insta Poll	0	0	0
Total	4	370	0

(iii) **Invalid Votes:**

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

**Less Voted : 3031732 shares**

**Abstained 27574 shares**



**11. Issuance of equity shares through Qualified Institutional Placement ("QIP")**

**(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	522	1061219237	95.875
Insta Poll	58	44378663	4.0094
Total	580	1105597900	99.8844

**(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	1280077	0.1156
Insta Poll	0	0	0
Total	5	1280077	0.1156

**(iii) Invalid Votes:**

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

**Less Voted : 3031732 shares**

**Abstained 27574 shares**



**12. Enhancement of the limit of holding of Foreign Institutional Investor / Foreign Portfolio investor holders.**

(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	525	1062499247	95.9906
Insta Poll	58	44378663	4.0094
Total	583	1106877910	100.0000

(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	67	0
Insta Poll	0	0	0
Total	2	67	0

(iii) **Invalid Votes:**

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

**Less Voted : 3031732 shares**

**Abstained 27574 shares**



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, ECS**

**Proprietor**

Place: New Delhi

Dated: 1<sup>st</sup> September, 2016

