

SCRUTINIZER'S REPORT

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman
Samvardhana Motherson International Limited
Reg. Office:- 2nd Floor, F-7, Block B-1, Mohan
Cooperative Industrial Estate, Mathura Road,
Delhi -110044

Subject:- Scrutinizer's Report on e-voting and poll conducted pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

I, Abhishek Sethiya, proprietor of ABHISHEK SETHIYA & ASSOCIATES, having my office at E-205 (LGF), Greater Kailash-II, New Delhi-110048 have been appointed as Scrutinizer by the Board of Directors of the Company to scrutinize the Remote E-voting (defined hereinafter) process and voting through ballot paper at the Annual General Meeting (AGM) of the Equity Shareholders of Samvardhana Motherson International Limited held on September 30, 2016, in respect of the items/resolutions contained in the notice of AGM dated June 10, 2016 ("AGM Notice").

I hereby submit my report as under:

1. In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) rules, 2014, the Company has engaged Central Depository Services Limited ("CDSL") to provide the facility of casting the votes by the members using an electronic system from a place other than venue of AGM ("Remote E-voting").
2. The Company has published on September 12, 2016 an advertisement about the dispatch of AGM Notice, Book Closure and E-voting in the Business Standard (English & Hindi Edition).



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3. The members of the Company as on the cut-off date i.e. September 23, 2016 were entitled to avail the facility of remote E-voting as well as voting at the AGM on the items/ resolutions as set out in the AGM Notice.
4. In terms of the AGM Notice, Remote E-voting commenced from September 27, 2016, 10:00 A.M. and ended at 05:00 P.M. on September 29, 2016. At the end of the Remote E-voting period, Remote E Voting facility was blocked by CDSL forthwith.
5. The Company has also provided voting through ballot paper to the members present at the AGM (either in person or through proxy) who had not casted their vote through Remote E-voting.
6. The Scrutinizer has locked and sealed the 1 (one) empty ballot box kept for voting at AGM through ballot paper, in the presence of members and proxies.
7. Immediately after the conclusion of voting at AGM through ballot paper, the ballot having votes cast at AGM through ballot paper were opened in the presence of two witnesses- Mr. Kundan Kumar Roy R/o A-69, First Floor, Chander Vihar, Patparganj, Delhi-110092 and Mr. Deependra Singh Majawat R/o B-5, Comfort Homes P.G., Saiyad-UI-Ajaib, Delhi-110030 and the votes cast at the AGM through ballot paper were counted. The witnesses have signed below in confirmation of the ballot boxes being opened in their presence.

Kundan Roy
Witness 1: Kundan Kumar Roy

Deependra
Witness 2: Deependra Singh

8. Thereafter vote cast through Remote E-voting were unblocked in the presence of two witnesses- Mr. Kundan Kumar Roy R/o A-69, First Floor, Chander Vihar, Patparganj, Delhi-110092 and Mr. Deependra Singh Majawat R/o B-5, Comfort Homes P.G., Saiyad-UI-Ajaib, Delhi-110030, not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Kundan Roy
Witness 1: Kundan Kumar Roy

Deependra
Witness 2: Deependra Singh

9. The Total Number of Ballots (Physical & E-voting) received were 71 for 425398188 votes.
10. The results of Remote E-voting and voting at AGM through ballot paper are as under:



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ORDINARY BUSINESS

**Item No.1: To receive, consider and adopt the audited financial statements including consolidated financial statements of the Company for the financial year ended on March 31st, 2016 and the reports of Board Directors' and Auditors' thereon;
(ORDINARY RESOLUTION)**

Mode of Voting	Voted in favour of Resolution			Votes Against the Resolution			Invalid Votes	
	No. of Members Voted	No. of votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast	Number of Members whose votes were declared invalid	Number of votes cast by them
Remote E-voting	37	212623259	100	0	0	0	0	0
Voting at AGM ballot paper	34	212774929	100	0	0	0	0	0
Total	71	425398188	100	0	0	0	0	0

**Item No.2: Re-appointment of Mr. Ashok Tandon (DIN: 00032733), Director who retires by rotation.
(ORDINARY RESOLUTION)**

Mode of Voting	Voted in favour of Resolution			Votes Against the Resolution			Invalid Votes	
	No. of Members Voted	No. of votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast	Number of Members whose votes were declared invalid	Number of votes cast by them
Remote E-voting	37	212623259	100	0	0	0	0	0
Voting at AGM ballot paper	34	212774929	100	0	0	0	0	0
Total	71	425398188	100	0	0	0	0	0



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Item No. 3: Re-appointment of Ms. Geeta Soni (DIN:00160710) Director who retires by rotation.

(ORDINARY RESOLUTION)

Mode of Voting	Voted in favour of Resolution			Votes Against the Resolution			Invalid Votes	
	No. of Members Voted	No. of votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast	Number of Members whose votes were declared invalid	Number of votes cast by them
Remote E-voting	37	212623259	100	0	0	0	0	0
Voting at AGM ballot paper	34	212774929	100	0	0	0	0	0
Total	71	425398188	100	0	0	0	0	0

Item No. 4: Re-appointment of Mr. Ramesh Dhar (DIN: 00085046) Director who retires by rotation.

(ORNIDARY RESOLUTION)

Mode of Voting	Voted in favour of Resolution			Votes Against the Resolution			Invalid Votes	
	No. of Members Voted	No. of votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast	Number of Members whose votes were declared invalid	Number of votes cast by them
Remote E-voting	37	212623259	100	0	0	0	0	0
Voting at AGM ballot paper	34	212774929	100	0	0	0	0	0
Total	71	425398188	100	0	0	0	0	0



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Item No. 5: Re-appointment of Ms. Nilu Mehra (DIN: 00209524) Director who retires by rotation.

(ORNIDARY RESOLUTION)

Mode of Voting	Voted in favour of Resolution			Votes Against the Resolution			Invalid Votes	
	No. of Members Voted	No. of votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast	Number of Members whose votes were declared invalid	Number of votes cast by them
Remote E-voting	37	212623259	100	0	0	0	0	0
Voting at AGM ballot paper	34	212774929	100	0	0	0	0	0
Total	71	425398188	100	0	0	0	0	0

Item No. 6: Ratification of appointment of M/s Price Waterhouse Chartered Accountants L.L.P (Firm Registration No.-012754N/N500016) as statutory auditor upto 12th AGM.

(ORDINARY RESOLUTION)

Mode of Voting	Voted in favour of Resolution			Votes Against the Resolution			Invalid Votes	
	No. of Members Voted	No. of votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast	Number of Members whose votes were declared invalid	Number of votes cast by them
Remote E-voting	37	212623259	100	0	0	0	0	0
Voting at AGM ballot paper	34	212774929	100	0	0	0	0	0
Total	71	425398188	100	0	0	0	0	0



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SPECIAL BUSINESS

**Item No.7: Approval for issuance of Non-Convertible Debentures for amount upto Rs. 1500 Crores (Rupees Fifteen Hundred Crores only)
(SPECIAL RESOLUTION)**

Mode of Voting	Voted in favour of Resolution			Votes Against the Resolution			Invalid Votes	
	No. of Members Voted	No. of votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast	Number of Members whose votes were declared invalid	Number of votes cast by them
Remote E-voting	37	212623259	100	0	0	0	0	0
Voting at AGM ballot paper	34	212774929	100	0	0	0	0	0
Total	71	425398188	100	0	0	0	0	0

I will return the registers and all other papers relating to Remote E-voting to the Company after the chairman of the meeting considers, approve and signs the minutes of the Annual General Meeting.

Thanking You,
Yours Faithfully,
For Abhishek Sethiya & Associates



Abhishek Sethiya
FCS: 7856 # COP: 14237



Date: 01/10/2016
Place: New Delhi