

August 28, 2023

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

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

Scrip Code: MOTHERSON**Scrip Code: 517334**

Subject : Details of Voting Results of 36th Annual General Meeting of Samvardhana MotherSON International Limited (formerly MotherSON Sumi Systems Limited) held on August 28, 2023

Dear Sir(s) / Madam(s),

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Regulations**”), please find enclosed following in relation to 36th Annual General Meeting (“**AGM**”) of Samvardhana MotherSON International Limited (formerly MotherSON Sumi Systems Limited) held on August 28, 2023 (Monday) at 1500 Hours (IST) through video conferencing and other audio visual means:

1. Voting Results of AGM in the format prescribed under Regulation 44 of SEBI Regulations; and
2. Combined Scrutinizer’s Report on remote e-voting and voting conducted at AGM pursuant to Rule 20(4) of the Companies (Management and Administration) Rules, 2014 and SEBI Regulations.

The above is for your information and kind records.

Thanking you,

Yours truly,
For Samvardhana MotherSON International Limited
(formerly MotherSON Sumi Systems Limited)

Alok Goel
Company Secretary

Enclosures: As above

General information about company

Scrip code	517334
NSE Symbol	MOTHERSON
MSEI Symbol	NOTLISTED
ISIN	INE775A01035
Name of the company	SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED (FORMERLY MOTHERSON SUMI SYSTEMS LIMITED)
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	28-08-2023
Start time of the meeting	03:00 PM
End time of the meeting	03:54 PM

Scrutinizer Details

Name of the Scrutinizer	DAMODAR PRASAD GUPTA
Firms Name	SGS ASSOCIATES LLP
Qualification	CS
Membership Number	2411
Date of Board Meeting in which appointed	18-07-2023
Date of Issuance of Report to the company	28-08-2023

Voting results	
Record date	21-08-2023
Total number of shareholders on record date	1003369
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	13
b) Public	110
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt Audited Financial Statements and Audited Consolidated Financial Statements for the financial year ended March 31, 2023.				
Category	Mode of voting	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	E-Voting	4376318273	4339820461	99.166	4339820461	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4376318273	4339820461	99.166	4339820461	0	100
Public-Institutions	E-Voting	1804729407	1420728669	78.7225	1418842898	1885771	99.8673	0.1327
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1804729407	1420728669	78.7225	1418842898	1885771	99.8673
Public- Non Institutions	E-Voting	595373686	11639305	1.955	11625196	14109	99.8788	0.1212
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		595373686	11639305	1.955	11625196	14109	99.8788
Total		6776421366	5772188435	85.1805	5770288555	1899880	99.9671	0.0329
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare final dividend of Re. 0.65 (Sixty Five Paise only) on equity shares for the financial year ended March 31, 2023.				
Category	Mode of voting	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	E-Voting	4376318273	4339820461	99.166	4339820461	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4376318273	4339820461	99.166	4339820461	0	100	0
Public-Institutions	E-Voting	1804729407	1534450727	85.0239	1532261651	2189076	99.8573	0.1427
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1804729407	1534450727	85.0239	1532261651	2189076	99.8573	0.1427
Public- Non Institutions	E-Voting	595373686	11639545	1.955	11595328	44217	99.6201	0.3799
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	595373686	11639545	1.955	11595328	44217	99.6201	0.3799
Total		6776421366	5885910733	86.8587	5883677440	2233293	99.9621	0.0379
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Pankaj Mital, DIN 00194931, who retires by rotation and being eligible offers himself for re-appointment.				
Category	Mode of voting	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	E-Voting	4376318273	4339820461	99.166	4339820461	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4376318273	4339820461	99.166	4339820461	0	100	0
Public-Institutions	E-Voting	1804729407	1534042365	85.0012	1445047597	88994768	94.1987	5.8013
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1804729407	1534042365	85.0012	1445047597	88994768	94.1987	5.8013
Public- Non Institutions	E-Voting	595373686	11458073	1.9245	11401119	56954	99.5029	0.4971
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	595373686	11458073	1.9245	11401119	56954	99.5029	0.4971
Total		6776421366	5885320899	86.85	5796269177	89051722	98.4869	1.5131
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and ratify remuneration to be paid to Cost Auditor of the Company for Financial Year 2023-24.				
Category	Mode of voting	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	E-Voting	4376318273	4339820461	99.166	4339820461	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4339820461	99.166	4339820461	0	100	0
Public-Institutions	E-Voting	1804729407	1534042368	85.0012	1534042368	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1534042368	85.0012	1534042368	0	100	0
Public- Non Institutions	E-Voting	595373686	11637874	1.9547	11618416	19458	99.8328	0.1672
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		11637874	1.9547	11618416	19458	99.8328	0.1672
Total		6776421366	5885500703	86.8526	5885481245	19458	99.9997	0.0003
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To consider and approve the Related Party Transactions of the Company with Motherson Sumi Wiring India Limited.				
Category	Mode of voting	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	E-Voting	4376318273	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4376318273	0	0	0	0	0	0
Public-Institutions	E-Voting	1804729407	1522551842	84.3645	1522551842	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1804729407	1522551842	84.3645	1522551842	0	100	0
Public- Non Institutions	E-Voting	595373686	10419311	1.75	10375412	43899	99.5787	0.4213
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	595373686	10419311	1.75	10375412	43899	99.5787	0.4213
Total		6776421366	1532971153	22.6221	1532927254	43899	99.9971	0.0029
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To consider and approve the Related Party Transactions of the Company with SEI Thai Electric Conductor Co., Ltd.				
Category	Mode of voting	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	E-Voting	4376318273	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4376318273	0	0	0	0	0	0
Public-Institutions	E-Voting	1804729407	1522551842	84.3645	1522551842	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1804729407	1522551842	84.3645	1522551842	0	100	0
Public- Non Institutions	E-Voting	595373686	10419276	1.75	10371289	47987	99.5394	0.4606
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	595373686	10419276	1.75	10371289	47987	99.5394	0.4606
Total		6776421366	1532971118	22.6221	1532923131	47987	99.9969	0.0031
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

CONSOLIDATED SCRUTINIZER'S REPORT

To
The Chairman
Samvardhana Motherson International Limited
(Formerly Motherson Sumi Systems Limited)
CIN L34300MH1986PLC284510
Regd. Office: Unit 705, C Wing, One BKC,
G Block, Bandra Kurla Complex, Bandra East,
Mumbai-400051

Sub. : Consolidated Scrutinizer's Report on Remote E- voting conducted prior to the 36thAnnual General meeting (AGM) of Samvardhana Motherson International Limited held on Monday, August 28, 2023 at 1500 Hours (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, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

I, D.P Gupta, Company Secretary in Practice, Designated Partner of SGS ASSOCIATES LLP, 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 Samvardhana Motherson International 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 e-voting at the AGM in a fair and transparent manner and ascertaining requisite majority on items carried out at the aforesaid AGM in accordance with the provision of the Companies Act, 2013, through VC/OAVM.

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



The AGM Notice dated 18th July 2023 as confirmed by the Company, was sent to the shareholders through electronic mode to those members whose email addresses were registered with the Company/Depositories. The emails were sent in compliance with the General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2022 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022 and General Circular 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”) and SEBI Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/ 2023/001 dated January 5, 2023.

I, submit my 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 36th AGM of the Members of the Company.


SCRUTINIZER’S RESPONSIBILITY

2. My responsibility as Scrutinizer for the voting process through electronic means (i.e. by remote e-voting and 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 National Securities Depository Limited (**NSDL**), the agency engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting and through e-voting at the AGM).
3. The remote e-voting period remained open from Friday, the 25th August 2023 at 0900 Hours (IST) to Sunday, 27th August 2023 up to 1700 Hours (IST).
4. The shareholders holding shares as on the “**CUT OFF DATE**” i.e., Monday 21st August 2023 were entitled to vote on the proposed resolutions (Item Nos.1 to 6) as set out in the Notice of the AGM of the Company.



5. After completion of e-voting at the AGM, the e-votes cast by shareholders were unblocked in the presence of two witnesses i.e., Mr. Shubhankar Sharma and Ms. Muskan Jain who were not in the employment of the Company who have signed below:


Shubhankar Sharma


Muskan Jain

6. Thereafter, the details, containing, *inter-alia*, list of equity shareholders, who voted in “Favour” or “Against”, were downloaded from e-voting website of NSDL.

7. The results of the voting are as under:

A) Resolution 1: - Adoption of Standalone and Consolidated Audited Financial Statements of the Company together with Reports of Board of Directors & Auditors thereon, for the Financial Year ended on March 31, 2023 – 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	2,226	576,79,97,134	99.9274
E-voting at AGM	23	22,91,421	0.0397
Total	2,249	577,02,88,555	99.9671

(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	19	18,99,880	0.0329
E-voting at AGM	0	0	0
Total	19	18,99,880	0.0329



(iii) **Invalid Votes:**

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

B) Resolution 2: -Declaration of final dividend of INR 0.65 per equity share for the financial year ended 31st March 2023: - 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	2,221	588,13,86,019	99.9232
E-voting at AGM	23	22,91,421	0.0389
Total	2,244	588,36,77,440	99.9621

(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	35	22,33,293	0.0379
E-voting at AGM	0	0	0
Total	35	22,33,293	0.0379

(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– 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	2,115	579,39,77,756	98.4479
E-voting at AGM	23	22,91,421	0.0390
Total	2,138	579,62,69,177	98.4869

(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	123	8,90,51,722	1.5131
E-voting at AGM	0	0	0
Total	123	8,90,51,722	1.5131

(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 fix the remuneration of the Cost Auditor of company amounting Rs. 4,10,000 plus applicable taxes thereon and reimbursement of out of pocket expenses on actuals incurred in connection with aforesaid audit for the financial year 2023-24.-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	2,188	588,31,89,824	99.9608
E-voting at AGM	23	22,91,421	0.0389
Total	2,211	588,54,81,245	99.9997

(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	42	19,458	0.0003
E-voting at AGM	0	0	0
Total	42	19,458	0.0003

(iii) Invalid Votes:

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



E) Resolution 5: - Approval of the Related Party Transactions to be undertaken by the Company with Motherson Sumi Wiring India Limited – 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	2,193	153,06,35,833	99.8477
E-voting at AGM	23	22,91,421	0.1494
Total	2,216	153,29,27,254	99.9971

(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	43,899	0.0029
E-voting at AGM	0	0	0
Total	27	43,899	0.0029

(iii) **Invalid Votes:**

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



F) Resolution 6: - Approval of the Related Party Transactions to be undertaken by the Company with SEI Thai Electric Conductor Co. Limited – 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	2,189	153,06,31,710	99.8474
E-voting at AGM	23	22,91,421	0.1495
Total	2,212	153,29,23,131	99.9969

(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	47,987	0.0031
E-voting at AGM	0	0	0
Total	29	47,987	0.0031

(iii) Invalid Votes:

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

8. The registers, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the AGM of the Company and the same are handed over to the Company Secretary of the Company for safe keeping.



9. Use of this Report

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 NSDL (E-voting Agency).

Thanking You,

Yours faithfully,

For SGS Associates LLP

Firm Regn. L2021DE011600




CS D P Gupta

(Scrutinizer)

FCS 2411 CP 1509

ICSI UDIN No. F002411E000881181

Place: Noida

Date: 28th August 2023