



Motherhood Sumi Systems Limited

Head Office: 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.motherhood.com

April 30, 2021

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: MOTHERSUMI

Scrip Code:517334

Subject : Details of Voting Results of the Equity Shareholders of Motherhood Sumi Systems Limited held on April 29, 2021 pursuant to the order of the Hon'ble National Company Law Tribunal

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 disclosures in relation to meeting of equity shareholders of Motherhood Sumi Systems Limited pursuant to the order of the Hon'ble National Company Law Tribunal, Mumbai Bench (“Meeting”) held on April 29, 2021 (Thursday) at 1215 hours through video conferencing and other audio visual means:

1. Voting Results of Meeting of equity shareholders in the format prescribed under Regulation 44 of SEBI Regulations; and
2. Combined Scrutinizer’s Report on remote e-voting and voting conducted at Meeting of equity shareholders through Insta-Poll 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 Motherhood Sumi Systems Limited

Alok Goel
Company Secretary

Enclosures: As above

Regd Office:
Unit – 705, C Wing, ONE BKC
G Block Bandra Kurla Complex
Bandra East Mumbai – 400051
Maharashtra (India)
Email: investorrelations@motherhood.com
CIN No.: L34300MH1986PLC284510

MOTHERSON SUMI SYSTEMS LIMITED
Format for Voting Results

Date of the meeting of shareholders	:	29/04/2021
Total number of shareholders on record date (cut off date i.e. 22/04/2021)	:	477203
No. of shareholders present in the meeting either in person or through proxy		
Promoters and Promoter Group	:	Not Applicable
Public	:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing		
Promoters and Promoter Group	:	9
Public	:	68

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

Resolution 1 : Approval of scheme of amalgamation and arrangement amongst the Motherson Sumi Systems Limited, the Samvardhana Motherson International Limited and Motherson Sumi Wiring India Limited and their respective shareholders and creditors.

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

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

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	1949286546	1949286546	100.00	1949286546	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1949286546	1949286546	100.00	1949286546	0	100.00	0
Public- Institutions	E-Voting	960028459	771773364	80.39	767231488	4541876	99.41	0.59
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	960028459	771773364	80.39	767231488	4541876	99.41	0.59
Public-Non Institutions (Others)	E-Voting	248619232	36794780	14.79	36790522	4258	99.98	0.01
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	248619232	36794780	14.79	36790522	4258	99.98	0.01
Total		3157934237	2757854690	87.33	2753308556	4546134	99.83	0.16

Resolution 1 : Approval of scheme of amalgamation and arrangement amongst the Motherson Sumi Systems Limited, the Samvardhana Motherson International Limited and Motherson Sumi Wiring India Limited and their respective shareholders and creditors.

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

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

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
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1949286546	0	0.00	0	0	0.00	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		0	0.00	0	0	0.00	0
Public- Institutions	E-Voting	960028459	771773364	80.39	767231488	4541876	99.41	0.59
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		771773364	80.39	767231488	4541876	99.41	0.59
Public-Non Institutions (Others)	E-Voting	248619232	36794780	14.80	36790522	4258	99.99	0.01
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		36794780	14.80	36790522	4258	99.99	0.01
Total	3157934237	808568144	25.60	804022010	4546134	99.44	0.56	

Note: The above is summary of votes casted by the public shareholders of Motherson Sumi Systems Limited in pursuance of Paragraph 9(a) of Part I of Annexure I of SEBI circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017.



SGS ASSOCIATES

Company Secretaries, First Floor, 14, Rani Jhansi Road, New Delhi – 110055

CONSOLIDATED SCRUTINIZER'S REPORT

To
**The Chairman of the NCLT convened Meeting
of Equity Shareholders**

Motherson Sumi Systems Limited
(CIN:L34300MH1986PLC284510)
Regd. Office: Unit 705, C Block One BKC,
G Block, BandraKurla Complex, Bandra East,
Mumbai-400051

Sub. : Consolidated Scrutinizer's report on the results of voting by shareholders of Motherson Sumi Systems Limited of remote e- voting process and e-voting during the meeting of Equity shareholders of the Company pursuant to the order of the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble Tribunal" "NCLT") of Motherson Sumi Systems Limited held on April 29, 2021 at 12.15 hours IST, through video conferencing/other audio visual means, pursuant to Sections 230-232 of the Companies Act, 2013 (" Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (" Arrangement Rules"), and Sections 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 ("Management Rules") as amended.

Dear Sir,

I, D.P Gupta, Company Secretary in Practice, Proprietor of SGS ASSOCIATES, 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 by the Hon'ble Tribunal, by its order dated February 16, 2021 (hereinafter collectively referred to as "**Order**"), as Scrutinizer for the purpose of scrutinizing the remote e-voting process (prior to the meeting) and e-voting (during the meeting), in a fair and transparent manner, of the meeting of the Equity Shareholders meeting of Motherson Sumi Systems Limited convened by the said Order and held on Thursday, April 29, 2021 at 12.15 hours IST ("**Meeting**") through video conferencing (VC) / other audio visual means (OAVM), pursuant to the provisions of the 230 to 232 of Act read with Arrangement Rules and Sections 108 and of the Act read with Rule 20 of the Management Rules as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), on the below mentioned resolution seeking approval of the equity shareholders to the Scheme of Amalgamation and Arrangement between Motherson Sumi Systems Limited ("Transferor Company" or "Amalgamated Company"), Samvardhana Motherson International Limited ("Amalgamating Company") and Motherson Sumi Wiring India Limited ("Resulting Company") and their respective shareholders ("**Scheme**"), under sections 230 to 232 of the Act.

I, now submit our report as under:

1. The Company had provided its members the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting by remote e-voting

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and through electronic means (by using the electronic voting system provided by National Securities Depository Limited ("NSDL")) by (i) remote e-voting prior to the Meeting; (ii) e-voting during the Meeting.

2. The voting period for the e-voting process remained open from **April 26, 2021 at 09:00 Hours (IST) and ends on April 28, 2021 at 17:00 Hours (IST)**.
3. The Company had also provided remote e-voting facility to the Equity Shareholders present at the Meeting through VC/OAVM and who had not cast their votes on resolution earlier by availing the remote e-voting facility prior to the Meeting. The remote e-voting module during the Meeting was disabled by NSDL for voting for 15 minutes on the conclusion of the Meeting.
4. The shareholders holding shares as on the "CUT OFF DATE" i.e. 22nd April 2021 were entitled to vote on the proposed resolution (Item No.1 as set out in the notice of said NCLT convened meeting of the Company).
5. As confirmed by the Company, the notice dated March 26, 2021 along with the Scheme and explanatory statement under Sections 230(3), 232(1), 232(2) read with section 102 and other applicable provisions of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Notice and other annexures ("Notices") was sent to the equity shareholders in respect of the resolution passed at the Meeting through electronic mode to those members whose email addresses were registered with the Company / Depositories, in compliance with the MCA Circulars and SEBI Circulars dated May 12, 2020 and January 15, 2021.
6. After the closure of the voting at the Meeting of the Equity Shareholders, the report on the remote e-voting done during the Meeting and the votes cast under remote e-voting facility prior to the Meeting and under e-voting at the Meeting were unblocked and counted.
7. I have scrutinized and reviewed the remote e-voting prior to and at the Meeting and votes tendered therein based on the data downloaded from the NSDL e-voting system. The downloaded data was reconciled with the records maintained by the RTA and the authorisations with the Company/ RTA.
8. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules framed there under and the SEBI Listing Regulations as applicable relating to voting through remote e-voting, and e-voting during the Meeting on the resolution mentioned in the Notice.
9. My responsibility as the Scrutinizer is restricted to scrutinize the remote e-voting process prior to the Meeting and e-voting during the meeting in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report on the following:
 - a) Votes cast "in favour" or "against" the Resolution and "invalid" votes casted by the Equity Shareholders based on the reports generated from the remote e-voting system provided by NSDL; and



- b) Votes cast "in favour" or "against" the Resolution and "invalid" votes casted by the Public Equity Shareholders, based on the reports generated from the remote e-voting system provided by NSDL.
10. The resolution placed before the shareholders and the consolidated result of the e-voting on the same through remote e-voting prior to the meeting and e-voting during the meeting seeking approval of the Equity Shareholders of the Company is given below.

Resolution:

“RESOLVED THAT pursuant to (a) the provisions of Section 230 read with Section 232 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Rules made there under, including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force), (b) enabling provisions of the Memorandum of Association of Motherson Sumi Systems Limited (the “Company”), (c) relevant provisions of the Income-tax Act, 1961, (d) relevant provisions of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time, issued by the Securities and Exchange Board of India, (e) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended from time to time, (f) the observation letter dated December 4, 2020 issued by BSE Limited and the observation letter dated December 7, 2020 issued by National Stock Exchange of India Limited and subject to the approval of the Mumbai Bench of the National Company Law Tribunal (“Hon’ble Tribunal”), and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon’ble Tribunal or any regulatory authority while granting such consents, approvals and permissions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the proposed composite scheme of amalgamation and arrangement amongst the Company, Samvardhana Motherson International Limited and Motherson Sumi Wiring India Limited and their respective shareholders and creditors (“Scheme”), as enclosed to the notice of the Hon’ble Tribunal convened meeting of the equity shareholders of the Company and placed before this meeting and initialled by the Chairperson of the meeting for the purpose of identification read with the explanatory statement attached, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon’ble Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in



giving effect to the Scheme as the Board may deem fit and proper, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper, and delegate all or any of its powers herein conferred to any Director(s) and/ or officer(s) of the Company, to give effect to this resolution, if required, as it may be in its absolute discretion deem it necessary or desirable, without being required to seek any further approval of the Shareholders or otherwise to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by authority under this resolution and the Board be and is hereby further authorized to nominate one or more representatives of the Company to execute such further deeds, documents and writings that may be considered necessary, make necessary filings and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to this resolution.”

(a) Voting Results of the Equity Shareholders (including Public shareholders)

(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 prior to the Meeting	1175	275,33,08,556	99.84
E-voting at the Meeting	0	0	-
Total	1175	275,33,08,556	99.84

(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 prior to the Meeting	26	45,46,134	.0.16
E-voting at the Meeting	0	0	-
Total	26	45,46,134	0.16

(iii) **Invalid Votes:**

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

(iv) Votes abstained: NIL



(v) Less Voted: NIL

(b) Voting Results of the Public Equity Shareholders

(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 prior to the Meeting	1164	80,40,22,010	99.44
E-voting at the Meeting	0	0	-
Total	1164	80,40,22,010	99.44

(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 prior to the Meeting	26	45,46,134	0.56
E-voting at the Meeting	0	0	-
Total	26	45,46,134	0.56

(iii) **Invalid Votes:**

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

(iv) Votes abstained: NIL

(v) Less Voted: NIL

11. Based on the forgoing voting (a) the Scheme is approved by majority in number representing three-fourths in value of the members of Motherson Sumi Systems Limited; and (b) the votes cast by the public shareholders of Motherson Sumi Systems Limited, in favour of the Scheme, are more than the number of votes cast by the public shareholders against it.



SGS ASSOCIATES

Company Secretaries, First Floor, 14, Rani Jhansi Road, New Delhi – 110055

12. All registers, relevant records and other incidental papers related to remote e-voting prior to and during the Meeting were handed over to the Company Secretary of the Company for safe keeping.

Thanking You,

Yours faithfully,

For SGS Associates

Firm Regn. S2002DE058200

DAMODAR PRASAD GUPTA
Digitally signed by
DAMODAR PRASAD
GUPTA
Date: 2021.04.29
20:50:29 +05'30'

CS D P Gupta

(Scrutinizer)

FCS 2411 CP 1509

Proprietor

ICSI UDIN No. **F002411C000212412**

ICSI PR No. 1194/2021

Place: New Delhi

Dated: 29th April 2021