



## Mother'son 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.motherson.com

April 29, 2021

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  
**Scrip Code: MOTHERSUMI**

BSE Limited  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building  
P.J. Towers, Dalal Street  
Fort  
MUMBAI – 400001, India  
**Scrip Code:517334**

**Subject: Proceedings of meeting of equity shareholders of Mother'son 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 the Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the summary of the proceedings of the meeting of equity shareholders of Mother'son Sumi Systems Limited convened pursuant to the order dated February 16, 2021 of the Hon'ble National Company Law Tribunal, Mumbai Bench –IV held on April 29, 2021 (Thursday) at 1215 Hours (IST) through video conferencing and other audio visual means.

The above is for your information and kind records.

Thanking you,

Yours truly,  
For Mother'son Sumi Systems Limited

Alok Goel  
Company Secretary

Enclosure: As above

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



**Summary of proceedings of the meeting of the Equity Shareholders of Motherson Sumi Systems Limited ("Company") convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench- IV on April 29, 2021.**

---

The meeting of the Equity Shareholders of the Company convened pursuant to the order dated February 16, 2021 ("**Order**") of the Hon'ble National Company Law Tribunal, Mumbai Bench ("**Hon'ble NCLT**") was held on Thursday, April 29, 2021 at 12:15 hours (IST) through video conferencing ("**VC**")/ other audio visual means ("**OAVM**").

Mr. Alok Goel, Company Secretary, welcomed all the Equity Shareholders present in the meeting and made necessary statutory disclosures. He informed that the Company, while conducting the meeting adhered to the Ministry of Corporate Affairs ("MCA") Circulars, Securities and Exchange Board of India ("SEBI") Circulars. It was informed to the Equity Shareholders that, relevant documents mentioned in the Notice had already been made available for inspection in electronic mode on the website of the Company. Since there was no physical attendance of Equity Shareholders and in compliance with the circulars issued by the MCA and SEBI, the requirement of appointing proxies was not applicable.

The Company Secretary informed that the Hon'ble NCLT had appointed Mr. Sushil Chandra Tripathi, Retd. (IAS) and failing him Mr. Gautam Mukherjee, an Independent Director as the Chairperson, to preside the meeting. Mr. Tripathi was not able to join the meeting and therefore in his absence, Mr. Gautam Mukherjee would preside as the Chairperson of the meeting. Further, Mr. D.P. Gupta, Practicing Company Secretary, had been appointed as Scrutinizer to scrutinize remote e-voting process and voting at the meeting, in a fair and transparent manner.

Mr. Gautam Mukherjee, Independent Director of the Company, the Chairperson appointed by the Hon'ble NCLT, presided over the meeting. The Chairperson welcomed all the Equity Shareholders. Mr. Mukherjee requested to observe "a moment of silence" for those who have lost their lives battling COVID-19 during ongoing Global pandemic. The participants and members observed silence for a moment.

With the requisite quorum being present, the Chairperson called the meeting to order and introduced all the Directors and members of the management team. The Company's Statutory Auditors and Secretarial Auditors were also present at the meeting through VC. The Chairperson informed the Equity Shareholders that, pursuant to the Order of the Hon'ble NCLT, Mr. D.P. Gupta, Practicing Company Secretary, had been appointed as Scrutinizer to scrutinize remote e-voting process and voting at the meeting, in a fair and transparent manner.

Mr. Gautam Mukherjee informed the Equity Shareholders that the meeting was convened pursuant to the Order of the Hon'ble NCLT in the matter of the composite scheme of amalgamation and arrangement amongst the Company, Samvardhana Motherson International Limited ("**SAMIL**") and Motherson Sumi Wiring India Limited ("**MSWIL**") and their respective shareholders and creditors ("**Scheme**").

The Notice of the meeting along with the documents accompanying the same including the Scheme and Explanatory Statement were sent to all shareholders by email whose email id was registered with the Company and/or depository participant on March 26, 2021. With the consent of the Equity Shareholders, the Notice convening the meeting was taken as read.

The Chairperson provided a brief summary of the Scheme. He informed that the Scheme envisages, *inter alia*, (a) demerger of the Domestic Wiring Harness Undertaking (*as defined in the Scheme*) of the Company and vesting of same in MSWIL; and (b) amalgamation of SAMIL into and with the Company, by absorption, consequent to the completion of the demerger.

The Chairperson briefed the members regarding the following benefits of the Scheme:

- (a) creation of separate and distinct entities housing the Domestic Wiring Harness Undertaking (*as defined under the Scheme*) and the Remaining Business (*as defined under the Scheme*) with well-defined strategic priorities;
- (b) dedicated and specialised management focus on the specific needs of the respective businesses;
- (c) expanding the business of the Company from a diversified auto component product portfolio and foray into non-auto component business, thereby creating greater value for the shareholders / stakeholders of the Company and will help and aid maintain supplier of choice status among original equipment manufacturers;
- (d) availability of increased resources, expertise and assets in resultant Company , which can be utilized for strengthening the customer base and servicing existing as well as prospective customers;
- (e) cost reduction, retaining talent, optimization of support functions, efficiencies and productivity gains by pooling the resources of the Company and SAMIL, thereby significantly contributing to future growth and maximizing shareholders value and being favourably positioned for mega trends in the auto component sector;
- (f) benefit to all stakeholders of the scheme entities, leading to growth and value creation in the long run and maximising the value and return to the shareholders, unlocking intrinsic value of the assets, achieving cost efficiencies and operational efficiencies;
- (g) consolidation of 100% of the shareholding in Samvardhana Motherson Automotive Systems Group BV (**SMRPBV**) in the Company along with consolidation of all joint ventures and subsidiaries of SMRPBV under the Company;
- (h) consolidation of the group's shareholdings in various entities and simplification of the group structure resulting in higher stakeholder accountability; and
- (i) to ensure standalone focus on the Domestic Wiring Harness Business of the Company.

The Chairperson then invited the members to express their views and ask questions, who had done prior registrations, to speak and ask questions, if any. After the members spoke, clarifications were provided by the Chairman and, upon the request of the Chairperson, by Mr. Pankaj Mital, Whole-time Director & COO and by Mr. G.N. Gauba, Chief Financial Officer to the queries raised by the members.

The following resolution set out in the Notice convening the meeting was put up to the members for voting:

Item No. 1: Approval of scheme of amalgamation and arrangement amongst Motherson Sumi Systems Limited, Samvardhana Motherson International Limited and Motherson Sumi Wiring India Limited and their respective shareholders and creditors as per the notice read with the explanatory statement.

The Chairperson requested that the Equity Shareholders who have not voted through remote e-voting, to cast their votes on the website of NSDL. The facility of e-voting at NSDL website was available for 15 (fifteen) minutes after conclusion of the meeting.

The members were informed that the consolidated voting results along with the scrutinizers report would be disseminated through the stock exchanges, placed on the website of the Company, NSDL (the voting agency), BSE Limited and National Stock Exchange of India Limited within 48 hours from the conclusion of the meeting. The Chairperson authorized the Company Secretary to carry out the voting process and declare the voting results of the consolidated voting.

The Company Secretary submitted a vote of thanks to the Chairperson of the Meeting for conducting the proceedings on behalf of the members of the Company. Thereupon, the Chairperson formally concluded the proceedings of the meeting.

The meeting concluded at 1247 Hours (IST).

For Motherson Sumi Systems Limited

Alok Goel  
Company Secretary