



# Samvardhana MotherSON International Limited

(formerly MotherSON Sumi Systems Limited)

Head Office: C-14 A & B, Sector I, Noida – 201301 Distt. Gautam Budh Nagar, U.P. India

Tel: +91-120-6752100, 6752278, Fax: +91-120-2521866, 2521966, Website: [www.motherSON.com](http://www.motherSON.com)

January 22, 2024

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

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 : 517334**

**Symbol : MOTHERSON**

**Subject: Result of Postal Ballot Notice dated December 15, 2023, for addition to main object clause(s) of the Memorandum of Association of the Company**

Dear Sir/ Madam,

In accordance with the Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed voting results and Scrutinizer's Report for the special resolution as set out in the notice of Postal Ballot dated December 15, 2023.

The aforesaid resolution has been passed by members through Postal Ballot with requisite majority.

The above is for your information and records.

Thanking you,

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

Alok Goel  
Company Secretary

Encl: A/a.

Regd Office:  
Unit – 705, C Wing, ONE BKC, G Block  
Bandra Kurla Complex, Bandra East  
Mumbai – 400051, Maharashtra (India)  
Tel: 022-61354800, Fax: 022-61354801  
CIN No.: L34300MH1986PLC284510  
Email: [investorrelations@motherSON.com](mailto:investorrelations@motherSON.com)

**Samvardhana Motherson International Limited**  
**(formerly Motherson Sumi Systems Limited)**  
**Format for Voting Results**

Date of the AGM / EGM	:	Not Applicable (Postal Ballot)
Total number of shareholders on record date (cut off date i.e. December 15, 2023)	:	1057426
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	:	Not Applicable
Public	:	Not Applicable

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

Resolution 1 : Approval for addition to main object clause(s) of the Memorandum of Association of the Company								
Resolution required: (Ordinary/ Special)						Special		
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	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	4388847539	4388847539	100.00	4388847539	0	100	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	<b>Total</b>	<b>4388847539</b>	<b>4388847539</b>	<b>100.00</b>	<b>4388847539</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	1776778349	1533056199	86.2829	1533056199	0	100.00	0.00
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	<b>Total</b>	<b>1776778349</b>	<b>1533056199</b>	<b>86.2829</b>	<b>1533056199</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Non Institutions (Others)	E-Voting	610795478	9516144	1.5580	9487107	29037	99.6948	0.3051
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	<b>Total</b>	<b>610795478</b>	<b>9516144</b>	<b>1.5580</b>	<b>9487107</b>	<b>29037</b>	<b>99.6949</b>	<b>0.3051</b>
<b>Total</b>	<b>6776421366</b>	<b>5931419882</b>	<b>87.5303</b>	<b>5931390845</b>	<b>29037</b>	<b>99.9995</b>	<b>0.0005</b>	



## **SCRUTINIZER'S REPORT**

(Pursuant to sections 108 and 110 of the Companies Act, 2013 read with Rule 20 (as applicable) and Rule 22 of the Companies (Management and Administration) Rules, 2014)

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

Dear Sir,

**Sub. : Scrutinizer's Report on e – voting of Postal Ballot conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 (as applicable) and Rule 22 of the Companies ( Management and Administration) Rules, 2014**

1. I, D. P. Gupta, Managing Partner of SGS ASSOCIATES LLP, Company Secretaries (M.N. FCS 2411, C.P. No. 1509) have been appointed as a Scrutinizer of Samvardhana Motherson International Limited (formerly Motherson Sumi Systems Limited ("the Company") pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, for the purpose of Scrutinizing the e-voting in a fair and transparent manner and ascertaining the requisite majority on Postal Ballot through electronic means carried out as per provisions of Companies Act, 2013 read with General Circular No(s). 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 22/2020 dated 15.06.2020, 33/2020 dated 28.09.2020, 39/2020 dated 31.12.2020, 10/2021 dated 23.06.2021, 20/2021 dated 08.12.2021, 03/2022 dated 05.05.2022, 11/2022 dated 28.12.2022 and 09/2023 dated 25.09.2023 issued by the Ministry of Corporate Affairs (MCA):
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to Postal ballot process through electronic mode on the Resolutions contained in the notice dated 15<sup>th</sup> December 2023. My responsibility as Scrutinizer for



the Postal Ballot process is restricted to make a Scrutinizer's Report of the votes cast in "**Favour**" or "**Against**" the Resolutions stated in notice based on the reports generated from the E-Voting System provided by M/S KFin Technologies Limited (formerly KFIN Technologies Private Limited), (hereinafter referred as 'KFintech') the Registrar and Share Transfer Agent and an authorized agency engaged by the Company, to provide E-Voting facilities.

### **SCRUTINIZER'S RESPONSIBILITY**

3. My responsibility as scrutinizer for the Postal ballot process through electronic means is limited to make a Scrutinizer's Report of the votes cast in "**Favour**" or "**Against**" the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by "KFintech", the agency engaged by the Company to provide e-voting facilities for voting through electronic means.
4. The e-voting period remained open from **22<sup>nd</sup> December 2023 (09:00 Hours) to 20<sup>th</sup> January 2024 (17:00 Hours) IST.**
5. The shareholders holding shares as on the "**cut off**" date i.e. **15<sup>th</sup> December 2023** were entitled to vote on the proposed resolution as set out in the Notice of Postal Ballot Dated 15<sup>th</sup> December 2023 of the Company
6. The votes were unblocked on 20<sup>th</sup> January 2024 after 17.00 Hours IST by me in presence of Mr. Suresh Chandra Nainwal and Mr. Arun Kumar who were not in employment of the Company:

**Suresh Chandra Nainwal**  
**FCS 11554**

**Arun Kumar**  
**FCS 11553**

7. 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. KFintech.**
8. The total numbers of valid Electronic Ballots received were 2830 for 5,95,36,58,973 votes.



9. The results of the voting is as under:

**A) Resolution 1: Alteration of Object Clause of the Memorandum of Association of the Company – Special Resolution**

(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
Postal Ballot through E-voting only	2691	5,93,13,90,845	99.9995
Total	2691	5,93,13,90,845	99.9995

(ii) **Voted against the resolution:**

	Number of Members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Postal Ballot through E-voting only	86	2,90,37	0.0005
Total	86	2,90,37	0.0005

(iii) **Invalid Votes:**

	Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Postal Ballot through E-voting only	0	0
Total	0	0

Less Voted – 2,22,28,648 shares.



**SGS ASSOCIATES LLP**

LLP IN – ABA-3370 | GSTIN – 07AEPFS8815J |

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

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Votes Abstained – 61 Ballots 10443 shares.

10. 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 and the same are handed over to the Company Secretary for safe keeping.

11. Restrictions on use

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 KFinTech (the RTA). This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior permission.

**Thanking You,  
Yours faithfully,  
For SGS Associates LLP  
FRN L2021DE011600**

**CS D P Gupta  
FCS 2411  
CP No. 1509**

**ICSI PR Code 5321/2023**

**ICSI UDIN: F002411E003275428**

Place: New Delhi

Dated: 22<sup>nd</sup> January 2024