



Motherson 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 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 Extra Ordinary General Meeting of Motherson Sumi Systems Limited held on April 29, 2021

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 Extra Ordinary General Meeting (“EGM”) of Motherson Sumi Systems Limited held on April 29, 2021 (Thursday) at 1015 hours through video conferencing and other audio visual means:

1. Voting Results of EGM in the format prescribed under Regulation 44 of SEBI Regulations; and
2. Combined Scrutinizer’s Report on remote e-voting and voting conducted at EGM 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 Motherson 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@motherson.com
CIN No.: L34300MH1986PLC284510

MOTHERSON SUMI SYSTEMS LIMITED
Format for Voting Results

Date of the EGM	:	29/04/2021
Total number of shareholders on record date (cut off date i.e. April 22, 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	:	82

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

Resolution 1 : Approval of Related Party Transactions to be undertaken by Motherson Sumi Wiring India Limited with the Company, Sumitomo Wiring Systems Limited (“SWS”) and other related parties as specified in the Explanatory Statement

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 polled
		(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	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1949286546	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	960028459	783457091	81.60	778915215	4541876	99.42	0.57
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	960028459	783457091	81.60	778915215	4541876	99.42	0.57
Public-Non Institutions (Others)	E-Voting	248619232	36830419	14.81	36818666	11753	99.96	0.03
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	248619232	36830419	14.81	36818666	11753	99.96	0.03
Total		3157934237	820287510	25.97	815733881	4553629	99.44	0.55

Note: Pursuant to Regulation 23(7) of SEBI (LODR) Regulations ,2015, the promoter and promoter group have not voted for the Resolution.



CONSOLIDATED SCRUTINIZER'S REPORT

To
The Chairman
of the Extra-Ordinary General Meeting
Motherson Sumi Systems Limited.
Regd. Office: Unit 705, C Block One BKC,
G Block, Bandra Kurla Complex, Bandra East,
Mumbai-400051

Sub. : Consolidated Scrutinizer's Report on remote e – voting conducted prior to the Extra-Ordinary General meeting (EGM) of Motherson Sumi Systems Limited on Thursday, April 29, 2021 at 10.15 A.M. (IST) through Video Conferencing ('VC') / Other Audio Visual means ('OAVM') and e-voting during the EGM 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, as amended by the Companies (Management and Administration) Amendment Rules 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations 2015 (SEBI Listing Regulations)

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 Board of Directors of Motherson Sumi Systems 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 through e-voting process in a fair and transparent manner and ascertaining the requisite majority carried out as per the provision of Companies Act, 2013 on the below mentioned resolution, through VC/OAVM.I was also appointed as the Scrutinizer to scrutinize the e-voting process during the EGM.

The EGM Notice dated 25th March 2021 as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions passed at the EGM of the Company through electronic mode to those members whose email addresses are registered with the Company/Depositories. The emails were sent in compliance with the MCA Circular No. 20/2020 dated May 5, 2020 read with circulars 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 (collectively referred as '**MCA Circulars**') and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.

I submit our report as under:

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 EGM on the Resolution contained in the notice to the said EGM of the Members of the Company.



SCRUTINIZER'S RESPONSIBILITY

1. My responsibility as scrutinizer for the voting process through electronic means (i.e. by Remote e-voting and Poll through e-voting at the EGM) is limited to make a Consolidated Scrutinizer's Report of the votes cast in "**Favour**" or "**Against**" the resolutions stated in the said EGM 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 Poll through e-voting at the EGM).
2. The remote e-voting period remained open from **April 26,2021 at 09:00 Hours (IST) and ends on April 28, 2021 at 17:00 Hours (IST)**
3. 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 EGM of the Company).
4. Thereafter, the details, containing, *inter-alia*, list of equity shareholders, who voted "**For**" or "**Against**", were downloaded from e-voting website of **M/s National Securities Depository Limited (NSDL)**.
5. The resolution placed before the shareholders and the consolidated result 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:

Approval of Related Party Transactions to be undertaken by Motherson Sumi Wiring India Limited with the Company, Sumitomo Wiring Systems Limited ("SWS") and other related parties as specified in the Explanatory Statement – Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("**Act**") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act, and the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and other applicable provisions of the Listing Regulations, if any, approval of the members of the Company, being the holding company of Motherson Sumi Wiring India Limited ("**MSWIL**"), be and is hereby accorded to the Board of Directors of MSWIL to enter into contract(s)/agreements(s)/arrangement(s)/ transaction(s) in relation to the following, with respect to the Domestic Wiring Harness business ("**DWH Business**") being demerged from the Company to MSWIL, pursuant to the composite Scheme of Amalgamation and Arrangement being undertaken amongst Motherson Sumi Systems Limited ("**the Company**" or "**MSSL**"), Samvardhana Motherson International Limited, MSWIL and their respective shareholders and creditors ("**Scheme**"):

- (a) purchase of components by MSWIL, such as wires, rubber parts, tools, jig, fixtures, connectors, and other components, required to manufacture/ assemble



wiring harness and certain capital items, as required for the DWH Business, from MSSL and its subsidiaries and joint ventures (including subsidiaries and joint ventures of Samvardhana Motherson International Limited (“**SAMIL**”) which will become subsidiaries and joint ventures of MSSL pursuant to the Scheme. The entity so formed after the effectiveness of SAMIL’s amalgamating, by absorption, into MSSL shall be referred to as “**Post Reorganization MSSL**”) and SWS and its respective subsidiaries and joint venture.

- (b) supply of wiring harness and other parts and/or components thereof by MSWIL to Post Reorganization MSSL, SWS and their respective subsidiaries and joint ventures.
- (c) taking on lease, sub-lease, license or sub-license from MSSL, properties on which the manufacturing units and other office premises in relation to the DWH Business are situated.
- (d) availing various functional support services by MSWIL from Post Reorganization MSSL, its subsidiaries and joint ventures such as design and development services, engineering services, finance, procurement, logistics, human resource, information technology support, travel management, infrastructure support etc.
- (e) availing services by MSWIL from SWS, for technical assistance and know-how in relation to the manufacture and sale of domestic wiring harness and its components.
- (f) availing various management services by MSWIL from Post Reorganization MSSL, including management support and advice, local relationships and ground level assistance; and
- (g) availing car leasing services by MSWIL from Motherson Lease Solution Limited (“**MLSL**”), for use by its employees and for other corporate purposes.

up to such extent and on such terms and conditions as specified in the Explanatory Statement annexed to this Notice, subject to such transactions being undertaken on an arm’s length basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to approve, in the capacity of a shareholder of MSWIL, holding 100% of the beneficial shareholding in MSWIL, the aforementioned related party transactions to be undertaken by MSWIL, at a duly convened shareholders meeting of MSWIL, in compliance with the provisions of Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act and provisions of any other applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised, in the capacity of a shareholder of MSWIL, holding 100% of the beneficial shareholding in MSWIL, to authorise the Board of Directors, the Audit Committee of the Board or any other relevant committee of the Board of MSWIL, as may be constituted from time to time, to execute, deliver and perform such agreements, contracts, deeds and other documents on an ongoing basis and deal with any matters, take necessary steps in the matter as they may in their absolute



discretion deem necessary or expedient and to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction(s) to be undertaken by MSWIL, and make such changes to the terms and conditions as may be considered necessary, expedient or desirable and execute such addendum agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution.”

Voting Results of the Public Shareholders:

A) Resolution 1:- Approval of Related Party Transactions to be undertaken by Motherson Sumi Wiring India Limited with the Company, Sumitomo Wiring Systems Limited (“SWS”) and other related parties as specified in the Explanatory Statement – 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	1188	81,57,28,331	99.44
(E-voting) at EGM	0	0	-
Total	1188	81,57,28,331	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	32	45,53,629	0.56
(E-voting) at EGM	0	0	-
Total	32	45,53,629	0.56

(iii) Invalid Votes:

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

6. Pursuant to Regulation 23(7) of the SEBI Listing Regulations, I have ensured that the votes, if any, cast by entities falling under the definition of “related party” under the SEBI Listing Regulations have not been considered for counting in respect of the above resolution.

7. Based on the forgoing voting the votes cast by the shareholders of Motherson Sumi Systems Limited, in favour of the resolution, are more than the number of votes cast by the shareholders against it.



SGS ASSOCIATES

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

8. 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 of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.
9. 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 the M/s National Securities Depository Limited (NSDL) (Voting Agency). 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

Firm Regn. S2002DE058200

DAMODAR Digitally signed by
DAMODAR
PRASAD PRASAD GUPTA
GUPTA Date: 2021.04.29
20:54:11 +05'30'

CS D P Gupta

(Scrutinizer)

FCS 2411 CP 1509

Proprietor

ICSI UDIN No. **F002411C000212434**

ICSI PR No. 1194/2021

Place: New Delhi

Dated: 29th April 2021