

September 29, 2020

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

BSE Limited  
1<sup>st</sup> 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 33<sup>rd</sup> Annual General Meeting of the Company held on September 28, 2020**

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 33<sup>rd</sup> Annual General Meeting (“**AGM**”) of Motherson Sumi Systems Limited held on September 28, 2020 (Monday) via 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 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

**MOTHERSON SUMI SYSTEMS LIMITED**  
**Format for Voting Results**

Date of the AGM/EGM	:	<b>28-09-2020</b>
Total number of shareholders on record date	:	<b>375490</b>
No. of shareholders present in the meeting either in person or through proxy		
Promoters and Promoter Group	:	<b>Not applicable</b>
Public	:	<b>Not applicable</b>
No. of Shareholders attended the meeting through Video Conferencing		
Promoters and Promoter Group	:	<b>4</b>
Public	:	<b>116</b>

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



**Resolution 1 : Adoption of Financial Statements for the year ended 31st March, 2020**

Resolution required: (Ordinary/ Special)		: Ordinary						
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	1949286546	1949286546	100.0000	1949286546	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1949286546</b>	<b>1949286546</b>	<b>100.0000</b>	<b>1949286546</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	934834978	728289786	77.9057	728289786	0	100.0000	0.0000
	Poll		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>934834978</b>	<b>728289786</b>	<b>77.9057</b>	<b>728289786</b>	<b>0</b>	<b>100.0000</b>
Public-Non Institutions (Others)	E-Voting	273812713	1240185	0.4529	1236707	3478	99.7196	0.2804
	Poll		333831	0.1219	333831	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>273812713</b>	<b>1574016</b>	<b>0.5749</b>	<b>1570538</b>	<b>3478</b>	<b>99.7790</b>
<b>Total</b>		<b>3157934237</b>	<b>2679150348</b>	<b>84.8387</b>	<b>2679146870</b>	<b>3478</b>	<b>99.9999</b>	<b>0.0001</b>



**Resolution 2 : Re-appointment of Mr. Laksh Vaaman Sehgal, who retires by rotation and being eligible offers himself for re-appointment**

Resolution required: (Ordinary/ Special)		: Ordinary						
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	1949286546	1949286546	100.0000	1949286546	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1949286546</b>	<b>1949286546</b>	<b>100.0000</b>	<b>1949286546</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	934834978	722695186	77.3072	574080961	148614225	79.4361	20.5638
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>934834978</b>	<b>722695186</b>	<b>77.3072</b>	<b>574080961</b>	<b>148614225</b>	<b>79.4361</b>
Public-Non Institutions (Others)	E-Voting	273812713	1240348	0.4530	1233488	6860	99.4469	0.5530
	Poll		333831	0.1219	333831	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>273812713</b>	<b>1574179</b>	<b>0.5749</b>	<b>1567319</b>	<b>6860</b>	<b>99.5642</b>
<b>Total</b>		<b>3157934237</b>	<b>2673555911</b>	<b>84.6615</b>	<b>2524934826</b>	<b>148621085</b>	<b>94.4411</b>	<b>5.5589</b>



**Resolution 3 : Re-appointment of Mr. Shunichiro Nishimura, who retires by rotation and being eligible offers himself for re-appointment**

Resolution required: (Ordinary/ Special)		: Ordinary						
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	1949286546	1949286546	100.0000	1949286546	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>1949286546</b>	<b>1949286546</b>	<b>100.0000</b>	<b>1949286546</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	934834978	722695186	77.3072	574080961	148614225	79.4361	20.5639
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>934834978</b>	<b>722695186</b>	<b>77.3072</b>	<b>574080961</b>	<b>148614225</b>	<b>79.4361</b>	<b>20.5639</b>
Public-Non Institutions (Others)	E-Voting	273812713	1240241	0.4530	1192169	48072	96.1239	3.8760
	Poll		331581	0.1211	331581	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>273812713</b>	<b>1571822</b>	<b>0.5741</b>	<b>1523750</b>	<b>48072</b>	<b>96.9416</b>	<b>3.0584</b>
<b>Total</b>		<b>3157934237</b>	<b>2673553554</b>	<b>84.6615</b>	<b>2524891257</b>	<b>148662297</b>	<b>94.4395</b>	<b>5.5605</b>



**Resolution 4 : To re-appoint Mr. Naveen Ganzu as an Independent Director**

Resolution required: (Ordinary/ Special)		: Special						
Whether promoter / promoter group are interested in the agenda/resolution?		: No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1949286546	1949286546	100.0000	1949286546	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1949286546</b>	<b>1949286546</b>	<b>100.0000</b>	<b>1949286546</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	934834978	722365179	77.2719	697858001	24507178	96.6074	3.3926
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>934834978</b>	<b>722365179</b>	<b>77.2719</b>	<b>697858001</b>	<b>24507178</b>	<b>96.6074</b>
Public-Non Institutions (Others)	E-Voting	273812713	1240070	0.4529	1193413	46657	96.2376	3.7624
	Poll		331581	0.1211	331581	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>273812713</b>	<b>1571651</b>	<b>0.5740</b>	<b>1524994</b>	<b>46657</b>	<b>97.0313</b>
<b>Total</b>		<b>3157934237</b>	<b>2673223376</b>	<b>84.6510</b>	<b>2648669541</b>	<b>24553835</b>	<b>99.0815</b>	<b>0.9185</b>



**Resolution 5 : Ratification of the remuneration of the Cost Auditor for the Financial Year 2020-21**

Resolution required: (Ordinary/ Special)		: Ordinary						
Whether promoter / promoter group are interested in the agenda/resolution?		: No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1949286546	1949286546	100.0000	1949286546	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1949286546</b>	<b>1949286546</b>	<b>100.0000</b>	<b>1949286546</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	934834978	731718795	78.2725	731718795	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>934834978</b>	<b>731718795</b>	<b>78.2725</b>	<b>731718795</b>	<b>0</b>	<b>100.0000</b>
Public-Non Institutions (Others)	E-Voting	273812713	1240125	0.4529	1234257	5868	99.5268	0.4732
	Poll		331581	0.1211	331486	95	99.9713	0.0287
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>273812713</b>	<b>1571706</b>	<b>0.5740</b>	<b>1565743</b>	<b>5963</b>	<b>99.6206</b>
<b>Total</b>		<b>3157934237</b>	<b>2682577047</b>	<b>84.9472</b>	<b>2682571084</b>	<b>5963</b>	<b>99.9998</b>	<b>0.0002</b>

For Motherson Sumi Systems Limited



Alok Goel  
Company Secretary

## CONSOLIDATED SCRUTINIZER'S REPORT

To  
**The Chairman**  
**33<sup>rd</sup> Annual 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 33<sup>rd</sup> Annual General meeting (AGM) of Motherson Sumi Systems Limited on Monday, September 28, 2020 at 2.00 P.M. (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, 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 on carried out as per the provision of Companies Act, 2013 on the below mentioned resolution(s), through VC/OAVM.

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

The AGM Notice dated 2<sup>nd</sup> June, 2020 as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM 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:

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 33<sup>rd</sup> Annual General Meeting ("AGM") of the Members of the Company. My responsibility as Scrutinizer for the Remote E-Voting process and for e-voting at the AGM is restricted to make a Scrutinizer's Report of the votes cast in "**Favour**" or "**Against**" the Resolutions stated in notice of said AGM, based on the reports generated from the Remote E-Voting System provided by KFin Technologies Private Limited (Erstwhile : Karvy Fintech Private Limited), the RTA and an authorized agency engaged by the Company, to provide Remote E-Voting facilities and E-Voting conducted at the said AGM.

### **SCRUTINIZER'S RESPONSIBILITY**

2. My responsibility as scrutinizer for the voting process through electronic means (i.e. by Remote e-voting and Poll 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 KFin Technologies Private Limited 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 AGM).
3. The remote e-voting period remained open from 25<sup>th</sup> September 2020 (9:00 a.m.) to 27<sup>th</sup> September 2020 (5:00 p.m.).
4. The shareholders holding shares as on the "CUT OFF DATE" i.e. 21<sup>st</sup> September 2020 were entitled to vote on the proposed resolutions (Item Nos.1 to 5 as set out in the notice of said AGM of the Company).
5. Thereafter, the details, containing, *inter-alia*, list of equity shareholders, who voted "**For**" or "**Against**", were downloaded from e-voting website of **M/s KFin Technologies Private Limited**.

The total number of Ballots received (Remote- e voting & e-voting at the AGM) were 912 for 268,94,86,012 votes.



6. The results of the voting are as under:

**A) Resolution 1:- Adoption of Audited Financial Statements of the Company together with Reports of Board of Directors & Auditors thereon , Audited Consolidated Financial Statements of the Company & Reports of Auditors thereon for the Financial Year Ended on March 31, 2020 – 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	839	267,88,13,039	99.9875
Insta Poll (E-voting) at AGM	52	3,33,831	0.0124
<b>Total</b>	<b>891</b>	<b>267,91,46,870</b>	<b>99.9999</b>

(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	13	3,478	0.0001
Insta Poll(E-voting) at AGM	0	0	0
<b>Total</b>	<b>13</b>	<b>3,478</b>	<b>0.0001</b>

(iii) **Invalid Votes:**

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

(iv) Votes abstained: 10 members representing 35,64,023 shares

(v) Less Voted: 67,71,641 shares



**B) Resolution 2:-To appoint a Director in place of Mr. Laksh Vaaman Sehgal (DIN-00048584), 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	738	252,46,00,995	94.4286
Insta Poll (E-voting) at AGM	52	3,33,831	0.0125
<b>Total</b>	<b>790</b>	<b>252,49,34,826</b>	<b>94.4411</b>

**(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	113	14,86,21,085	5.5589
Insta Poll(E-voting) at AGM	0	0	0
<b>Total</b>	<b>113</b>	<b>14,86,21,085</b>	<b>5.5589</b>

**(iii) Invalid Votes:**

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

(iv) Votes abstained : 11 members representing 91,58,460 Shares.

(v) Less Voted: 67,71,641 Shares.



**C) Resolution 3:-Re-appointment of Mr. Shunichiro Nishimura (DIN No. – 08138608) as a Director of the Company: 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	733	252,45,59,676	94.4271
Insta Poll (E-voting) at AGM	51	3,31,581	0.0124
<b>Total</b>	<b>784</b>	<b>252,48,91,257</b>	<b>94.4395</b>

**(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	117	14,86,62,297	5.5605
Insta Poll(E-voting) at AGM	0	0	0
<b>Total</b>	<b>117</b>	<b>14,86,62,297</b>	<b>5.5605</b>

**(iii) Invalid Votes:**

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

(iv) Votes abstained: 16 number of members representing 91,60,817 Shares

(v) Less Voted: 67,71,641 Shares



**D) Resolution 4:-Re-appointment of Mr. Naveen Ganzu, (DIN No. –00094595) as an Independent Director of the Company for second term of 5 years – Special 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	815	264,83,37,960	99.0691
Insta Poll (E-voting) at AGM	51	3,31,581	0.0124
<b>Total</b>	<b>866</b>	<b>264,86,69,541</b>	<b>99.0815</b>

**(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	2,45,53,835	0.9185
Insta Poll(E-voting) at AGM	0	0	0
<b>Total</b>	<b>29</b>	<b>2,45,53,835</b>	<b>0.9185</b>

**(iii) Invalid Votes:**

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

**(iv) Votes abstained: 20 members representing 94,90,986 Shares**

**(v) Less Voted: 67,71,650 Shares**



**E) Resolution 5:-To ratify the remuneration of M/s. M.R. Vyas and Associates, Practicing Cost and Management Accountants as the Cost Auditors of the Company for Financial Year2020-21. – Ordinary Resolution**

**(i) Voted in favor 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	826	268,22,39,598	99.9874
Insta Poll (E-voting) at AGM	50	3,31,486	0.0124
<b>Total</b>	<b>876</b>	<b>268,25,71,084</b>	<b>99.9998</b>

**(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	5,868	0.0002
Insta Poll (E-voting) at AGM	1	95	-
<b>Total</b>	<b>28</b>	<b>5,963</b>	<b>0.0002</b>

**(iii) Invalid Votes:**

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

- (iv) Votes abstained: 13 members representing 1,37,324 Shares  
 (v) Less Voted: 67,71,641 Shares

7. 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.



8. Restriction 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 **M/s KFin Technologies Private Limited** (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**

Firm Regn. S2002DE058200

  


**CS D P Gupta**  
**(Scrutinizer)**

**FCS 2411 CP 1509**

**Proprietor**

ICSI UDIN No. F002411B000798131

Place: Noida

Dated: 28<sup>th</sup> September 2020