



## Samvardhana MotherSON International Limited

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August 29, 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**

**Scrip Code : MOTHERSON**

**Subject: Proceedings of 37<sup>th</sup> Annual General Meeting (AGM) of the Company held on August 29, 2024**

Dear Sir / Madam,

Pursuant to the Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed proceedings of 37<sup>th</sup> Annual General Meeting (“AGM”) of Samvardhana MotherSON International Limited held on August 29, 2024 (Thursday) at 1530 Hours (IST) through video conferencing and other audio-visual means.

The above is for your information and kind records.

Thanking you,

Yours truly,  
For Samvardhana MotherSON International Limited

Alok Goel  
Company Secretary

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Bandra Kurla Complex, Bandra East  
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**SUMMARY OF PROCEEDINGS OF 37<sup>TH</sup> ANNUAL GENERAL MEETING OF SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED HELD ON THURSDAY, AUGUST 29, 2024.**

37<sup>th</sup> Annual General Meeting (“**AGM**”) of the Members of Samvardhana Motherson International Limited (“**the Company**”) was held on Thursday, August 29, 2024, at 1530 Hours (IST) through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”).

Mr. Alok Goel, Company Secretary welcomed all equity shareholders present in AGM and made necessary statutory disclosures. The Company Secretary announced that requisite quorum was present at AGM. He informed that the Company while conducting the AGM adhered to the Ministry of Corporate Affairs (“**MCA**”) Circulars. The relevant documents mentioned in the Notice were available for inspection at website of the Company. Since there was no physical attendance of members in compliance with the circulars issued by the MCA, the requirement of appointing proxies was not applicable. The Company Secretary informed that Mr. D.P. Gupta, Practicing Company Secretary of M/s. SGS Associates LLP, had been appointed as the Scrutinizer to conduct poll.

Mr. Vivek Chaand Sehgal, Chairman of the Company welcomed all the equity shareholders. The requisite quorum being present, the Chairman called AGM to order and introduced the Directors and members of management team participating through VC/OAVM. The Company's Statutory Auditors and Secretarial Auditors were also present at AGM through VC/OAVM.

With consent of the members, the Notice of AGM and Auditors’ Report for the year ended March 31, 2024, were taken as read. The Chairman informed the members that Statutory Auditors’ Report and Secretarial Auditor’s Report did not contain any qualifications, other reservations, adverse remarks or disclaimers.

The Chairman thereafter delivered his opening remarks on Company’s financial performance, making progress in sustainability, theme of Annual Report and Motherson as a platform for growth. The Chairman then invited the members to express their views and ask questions, who had done prior registrations. After the members spoke, clarifications were provided by Mr. Vivek Chaand Sehgal, Chairman, Mr. Laksh Vaaman Sehgal, Director, Mr. Pankaj Mital, Whole-time Director & Chief Operating Officer and Mr. Kunal Malani, Chief Financial Officer to the queries raised by the members.

Thereafter, following businesses mentioned in the AGM Notice, were announced for consideration by members as under:

<b>Item No.</b>	<b>Item Description</b>	<b>Resolution Type</b>
Resolution No. 1	Adoption of Standalone and Consolidated Financial Statements of the Company for the financial year ended on March 31, 2024.	Ordinary Resolution
Resolution No. 2	Declaration of final dividend of Re. 0.80 (Eighty Paise only) per equity share for the financial year ended March 31, 2024.	Ordinary Resolution
Resolution No. 3	Appointment of 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

Resolution No. 4	Ratification of the remuneration of M.R. Vyas and Associates as the Cost Auditor of company for the financial year 2024-25.	Ordinary Resolution
Resolution No. 5*	Approval for continuation of Mr. Vivek Chaand Sehgal (DIN: 00291126) as the Director of the Company, for a period of five (5) years effective April 1, 2024.	Ordinary Resolution
Resolution No. 6	Approval of the Related Party Transactions to be undertaken by the Company with Motherson Sumi Wiring India Limited.	Ordinary Resolution
Resolution No. 7	Approval of the Related Party Transactions to be undertaken by the Company with SEI Thai Electric Conductor Co. Limited.	Ordinary Resolution
Resolution No. 8	Approval of creation of pledge on shares of material subsidiary pursuant to Regulation 24(6) of SEBI Listing Regulations	Special Resolution
Resolution No. 9	Approval for providing guarantee for facilities to be availed by subsidiary of the Company pursuant to Section 186 and other applicable provisions of the Companies Act, 2013.	Special Resolution
Resolution No. 10	Approval to give any loan, any guarantee or provide any security in connection with a loan, upto an additional amount of Rs. 2,000 Million (Rupees Two Thousand Million) under Section 186 of the Companies Act, 2013 as mentioned in the enabling resolution.	Special Resolution
Resolution No. 11	Approval of raising of funds in one or more tranches by issuance of equity shares and/or other securities.	Special Resolution

*\*As the Chairman was deemed to be interested in this Item, the directors appointed Mr. Naveen Ganzu, an Independent Director to act as Chairman for Resolution No. 5.*

The Chairman requested that members who have not voted through remote e-voting, to cast their votes at the website of NSDL (the E-voting Agency). The facility of e-voting at NSDL website was available for 15 (fifteen) minutes.

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 two (2) working days from the conclusion of AGM. The Chairman authorized the Company Secretary to carry out the voting process and declare the results.

The Company Secretary submitted a vote of thanks to the Chairman of AGM for conducting the proceedings on behalf of the members of the Company.

Thereafter, the Chairman formally concluded the proceedings of AGM.

The e-voting and the AGM concluded at 1635 Hours (IST) after completion of e-voting facility for the members attending the AGM.