



**Samvardhana MotherSON International 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

August 12, 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 May 29, 2024.**

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 ordinary resolution as set out in the Postal Ballot Notice dated May 29, 2024 for request of re-classification received from M/s. Sumitomo Wiring Systems Limited and M/s. H.K. Wiring Systems Limited from 'Promoter and Promoter Group' category to 'Public Group' category.

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

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.: L35106MH1986PLC284510  
Email: investorrelations@motherSON.com

**Samvardhana Motherson International 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. July 05, 2024)	:	1171866
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
No. of resolution passed in the meeting	:	1

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

**Resolution 1 : Approval for request of re-classification received from M/s. Sumitomo Wiring Systems Limited and M/s. H.K. Wiring Systems Limited from 'Promoter and Promoter Group' category to 'Public Group' category**

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	4089922539	3418890950	83.5930	3418890950	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>4089922539</b>	<b>3418890950</b>	<b>83.5930</b>	<b>3418890950</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	2097660522	1810947731	86.3318	1810947731	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>2097660522</b>	<b>1810947731</b>	<b>86.3318</b>	<b>1810947731</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions (Others)	E-Voting	588838305	10908917	1.8526	10467550	441367	95.9541	4.0459
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>588838305</b>	<b>10908917</b>	<b>1.8526</b>	<b>10467550</b>	<b>441367</b>	<b>95.9541</b>	<b>4.0459</b>
<b>Total</b>	<b>6776421366</b>	<b>5240747598</b>	<b>77.3380</b>	<b>5240306231</b>	<b>441367</b>	<b>99.9916</b>	<b>0.0084</b>	

Further, pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sumitomo Wiring Systems Limited, Japan and H.K. Wiring Systems Limited, Hong Kong, part of Promoters and Promoters Group have not cast vote for the above resolution.



**SGS ASSOCIATES LLP**

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

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

### **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**

CIN: L35106MH1986PLC284510

Registered Office: Unit 705, C Wing, ONE BKC, G Block,  
Bandra Kurla Complex Bandra East,  
Mumbai – 400051(India)

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**

I, D.P Gupta, Managing Partner of SGS ASSOCIATES LLP, Company Secretaries (M.No.- FCS 2411, C.P. No.- 1509) having its office at 14, First Floor, Rani Jhansi Road, Jhandewalan, New Delhi- 110055, have been appointed as a Scrutinizer of Samvardhana Motherson International Limited ("**the Company**") pursuant to section 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, for the purpose of Scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on Postal Ballot through electronic means carried out as per the provision of the Companies Act, 2013 read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 8, 2021, the General Circular No. 03/2022 dated May 5, 2022, the General Circular No. 11/2022 dated December 28, 2022, and the General Circular No. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs respectively.



I submit my 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 Postal ballot process through electronic mode on the Resolution contained in the notice dated 29<sup>th</sup> May 2024.

### **SCRUTINIZER'S RESPONSIBILITY**

2. My responsibility as scrutinizer for the Postal ballot process to make a Scrutinizer's Report of the votes cast in "**Favour**" or "**Against**" the resolution stated in the said notice, based on the reports generated from the e-voting system provided by KFin Technologies Private Limited (hereinafter referred to as "**KFintech**"), the agency engaged by the Company to provide e-voting facilities.
3. The e-voting period remained open from **13<sup>th</sup> July 2024 (0900 Hours) to 11<sup>th</sup> August 2024 (1700 Hours)**.
4. The shareholders holding shares as on the "**cut off**" date i.e **5<sup>th</sup> July 2024** were entitled to vote on the proposed resolution as set out in the Notice of Postal Ballot Dated 29<sup>th</sup> May 2024 of the Company.
5. The votes were unblocked on 11<sup>th</sup> August 2024 after 1700 Hours by me.
6. Thereafter, the details, containing, *inter-alia*, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of KFintech.
7. The total numbers of Electronic Ballots received were 4943 for 5259412447votes.
8. The results of the voting are as under:  
  
**A) Resolution 1: Approval for request of re-classification received from M/s. Sumitomo Wiring Systems Limited and M/s. H.K. Wiring Systems Limited from 'Promoter and Promoter Group' category to 'Public Group' category, as an Ordinary 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	4635	524,03,06,231	99.9916
Total	4635	524,03,06,231	99.9916

(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	213	4,41,367	00.0084
Total	213	4,41,367	00.0084

(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 – 181,23,698 Shares

Votes Abstained- 116 Ballots for 5,41,151 shares

9. Pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sumitomo Wiring Systems Limited, Japan and H.K. Wiring Systems Limited, Hong Kong, part of Promoters and Promoters Group have not cast vote for the above resolution.



**SGS ASSOCIATES LLP**

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

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

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10. The register, all other papers and relevant records relating to electronic voting shall remain in my 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 K-Fintech. This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, I 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**

**UDIN: F002411F000952613**

**ICSI Peer Review No. 5321/2023**

Place: New Delhi

Dated: 12<sup>th</sup> August, 2024