



SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED

(Formerly Mother's Sumi Systems Limited)

(CIN-L34300MH1986PLC284510)

Regd. Office: Unit 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex
Bandra East, Mumbai – 400051

Corporate Office: 11th Floor, Plot No. 1, Sector-127, Noida-Greater Noida Expressway, Noida-201301

Phone: +91 120 6679500; Fax: +91 120 2521866.

E-mail: investorrelations@mother's.com; Website: www.mother's.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Member(s),

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), read with Rule 20 (as applicable) and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable laws and regulations, if any, including any statutory modification or re-enactment(s) thereof for the time being in force that the resolution appended below is proposed as a special business to be passed by the members of Samvardhana Mother's International Limited (formerly Mother's Sumi Systems Limited) (**the “Company”**) by postal ballot by way of remote voting by electronic means (“**E-voting**”/ “**Remote e-voting**”). The explanatory statement pertaining to the proposed resolution setting out the material facts concerning the resolution and reasons thereof, is annexed hereto with this Postal Ballot Notice for your consideration.

For the purpose of postal ballot / e-voting process, the Company has availed services of KFin Technologies Limited (formerly KFin Technologies Private Limited) (“**KFintech**”), the Registrar and Share Transfer Agent of the Company.

Further, the Board of Directors in compliance with Rule 22(5) of the Rules, has appointed Mr. D.P. Gupta, Practicing Company Secretary of M/s. SGS Associates LLP (FCS-2411; C.P. No.-1509), as the Scrutinizer (“**Scrutinizer**”) for conducting the postal ballot / e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company (the “**Chairman**”) or to any other person authorized by the Chairman after completion of scrutiny of the e-voting for declaration of results. The result of the postal ballot shall be declared on or before January 22, 2024 and communicated to the stock exchanges in accordance with the Listing Regulations and shall also be displayed on the Company’s website, viz., www.mother's.com and the website of e-voting agency, viz., evoting.kfintech.com.

SPECIAL BUSINESS

1. Alteration of Object Clause of the Memorandum of Association of the Company

To consider and if thought fit, to pass following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 4 and 13 of the Companies Act, 2013 (“**the Act**”) read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Act read with other applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force and subject to approval of the Registrar of Companies, the consent of the Members be and is hereby accorded for alteration of Clause III

(A) of the Memorandum of Association of the Company relating to its Objects by adding following new sub-clauses nos. 12, 13, 14 and 15 after existing sub-clause 11 in Clause III (A):

12. To carry on the business of manufacturing, fabrication, assembling, designing, dealing, buying, selling, reselling, trading, importing, exporting, hiring, subcontracting, improving, distributing, altering, developing, modifying, finishing, exchanging, assembly, rendering services and marketing for all kinds of plastic air intake manifolds, head and tail lamps and other lighting products and pedal boxes etc. for automotive applications, automobiles and vehicle parts and accessories, components thereof including rear vision mirrors and systems and to sale of components, materials, for use in or with electronic device products, other electronic products and services related thereto.
13. To manufacture, produce, develop, fabricate, assemble, buy, sell, distribute, import, export, alter, repair, remodel, hire, exchange, repair, service and otherwise deal in medical equipment, medical devices, medical accessories and medical technologies (including IT enabled technologies) of every kind and description, component and parts thereof, spare parts, developing software's, accessories, tools, implements, materials and products thereof and to carry out medical and clinical research, engage in the research and development of all medical sciences and therapies and to undertake, promote or engage in all kinds of medical and related research, to promote, assist, engage as services provider, consultant, advisor, contractor or facilitator for manufacturing medical equipment, medical device and other related products and components.
14. To carry on the business of manufacturing, contract manufacturing, job work, developing, trading, distributor, franchiser, stockist, storing, consultancy, services, buying, selling, reselling, importing, exporting, transporting, promoting, marketing or supplying, dealing in any manner whatsoever in all types of goods and service of all grades, specifications, descriptions, applications, modalities assembly, process technologies for diversified industries and to provide logistics, delivery solutions transportation services, auxiliary logistics services, logistics consultancy and facilities to all kinds of businesses, corporates etc. in India or elsewhere in the world.
15. To manufacture, generate, accumulate, transmit, distribute, purchase and supply electric power or any other energy from conventional/non-conventional energy by bio-mass gas, air, diesel oil, through renewable energy sources, wind-mill or solar plant either directly or through establishment of joint venture or subsidiary company for captive consumption and to sale surplus power to third party.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (the "Board" which term shall be deemed to include its Committees also) be and is hereby authorized to do all such acts, deeds, matters and things, deal with such matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies, without requiring the Board to secure any further consent or approval of the Members of the Company and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same."

By order of Board

Place: Noida, Uttar Pradesh
Date: December 15, 2023

Alok Goel
Company Secretary
Membership No. – FCS 4383

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

Notes:

1. The Special Business as mentioned above requires the consent of the members through Postal Ballot by way of e-voting.
2. **Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 are given hereunder.**
3. The Company has appointed Mr. D.P. Gupta, Company Secretary in practice of SGS Associates LLP (FCS-2411; C.P. No.-1509) as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
4. The Postal Ballot Notice is being sent to /published/displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on December 15, 2023 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the Ministry of Corporate Affairs, Government of India’s of General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022 and General Circular No. 09/2023 dated September 25, 2023.
5. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the ‘**Listing Regulations**’) as amended from time to time, the Company is pleased to offer remote e-voting facility to all the members of the Company. The Company has appointed KFin Technologies Limited (KFin Technologies Private Limited) (“**KFintech**”) for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the “**E-voting**”/ “**Remote e-voting**”).
6. The procedure and instructions for E-voting are as follows:
 - (a) Date and time of commencement of voting through electronic means: December 22, 2023 from 0900 Hours (IST).
 - (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: January 20, 2024 upto 1700 Hours (IST).
 - (c) Details of Website: <https://evoting.kfintech.com>.
 - (d) Details of persons to be contacted for issues relating to e-voting: Mr. Suresh Babu D, Manager, Corporate Registry, KFin Technologies Limited (formerly KFin Technologies Private Limited), Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telengana, India - 500032. Tel. No.: +91 40 6716 2222; Toll Free No: 1800-309-4001; Fax No. : +91 40 2300 1153; E-mail: evoting@kfintech.com.
 - (e) Details of Scrutinizer: Mr. D.P. Gupta, Company Secretary in practice of SGS Associates LLP (FCS2411; C.P. No.1509).
7. Manner of Registering / Updating Email Addresses:

Members holding shares in dematerialised mode, are requested to register their email addresses and mobile numbers with their relevant depositories through their depository participants. Members holding shares in physical mode are requested to furnish email addresses and mobile numbers with the Company's Registrars and Share Transfer Agent, *namely*, KFin Technologies Limited, Selenium Tower B, Plot NO. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Toll Free Tel: 1- 800-309-4001, Email: inward.ris@kfintech.com Website: <https://ris.kfintech.com/> .

8. The instructions for e-voting are as under:

Step 1 : Access to Depositories e-Voting system in case of individual members holding shares in demat mode.

Step 2 : Access to KFintech e-Voting system in case of members holding shares in physical and non-individual members in demat mode.

Step 1 : Access to Depositories e-Voting system in case of individual members holding shares in demat mode.

Login Method for Individual Shareholders holding Shares of the Company in Demat mode through National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”):

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <p>I. URL: https://eservices.nsdl.com</p> <p>II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name of the e-Voting service provider and you will be re-directed to e-Voting service provider website, select the Company name Soft Sol India Limited from the Drop down button for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link :https://eservices.nsdl.com</p> <p>II. Select “Register Online for IDeAS”</p> <p>III. Proceed with completing the required fields.</p> <p>3. User not registered for IDeAS e-Services</p> <p>I. To register click on link: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>II. Proceed with completing the required fields.</p> <p>4. By visiting the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>3. By visiting the e-Voting website of CDSL</p> <p>I. URL: www.cdslindia.com</p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP i.e. KFINTECH where the e- Voting is in progress.</p>

<p>demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>	
---	--

<p>Individual Member login through their demat accounts / Website of Depository Participant</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.
---	---

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue – NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

Step 2 : Access to KFintech e-Voting system in case of members holding shares in physical and non-individual members in demat mode.

- a. In case a Member receives an email from Kfintech (for Members whose email Ids are registered with the Company/Depository Participant(s):
 - i) Launch internet browser by typing the URL: <https://evoting.kfintech.com> in the address bar and click on “Enter”. The Home screen will be displayed then click on shareholders icon in the homepage.
 - ii) Enter the login credentials (i.e.User ID and password mentioned over leaf). Your Folio No. DP ID – Client ID will be your User ID. However, if you are already registered with Kfintech for E-voting, you can use your existing User ID and password for casting your vote.
 - iii) After entering these details appropriately, click on “LOGIN”.

- iv) You will now reach password change Menu wherein you are required to mandatory change your password. The new password shall comprise minimum characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@#s.etc). The system will prompt you to change your password and update your contact details like mobile number, email ID. etc. on first login. You may also enter a secret question and answer of your choice to retrieve password and that you take utmost care to keep your password confidential.
 - v) You need to login again with the new credentials.
 - vi) On successful login, the system will prompt you to select the E-Voting Event Number for “Samvardhana Motherson International Limited”.
 - vii) On voting page enter number of shares (which represents the number of votes) as on Cut-off Date under each of heading of resolution and cast your vote by choosing “FOR/ AGAINST “option or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but total number in, “FOR” and “AGAINST”, taken together should not exceed your total shareholding. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head. Option “FOR” implies assent to the resolution and “AGAINST” implies dissent to the resolution.
 - viii) Members holding multiple folios/demat accounts shall choose voting process separately for each of folios/ demat accounts.
 - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x) You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xi) A confirmation box will be displayed Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii) Corporate/ Institutional Members (i.e other than Individuals, HUF,NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: support@dpgupta.com or evoting@kfintech.com. They may also upload same in the E-voting module in their login. The scanned image of above-mentioned documents should be in the naming format “Corporate Name_EVENTNO”.
- b. Members whose email IDs are not registered with the Company/ Depository Participants(s), and consequently Notice of Postal Ballot and e-Voting instructions cannot be serviced, are requested to register/update the same by submitting the requisite Form ISR 1 (available on the link <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> and https://www.motherson.com/storage/download-forms/Form_ISR-1.pdf) along with supporting documents to KFintech to facilitate e-voting by respective shareholder.
9. In case of any query pertaining to E-voting, please visit Help & FAQ's section available at KFintech website <https://evoting.kfintech.com>.
10. Once vote on a resolution is cast by a member, member shall not be allowed to change it subsequently.
11. The Scrutinizer shall within a period not exceeding forty eight (48) hours from last date of receipt of conclusion of e-voting period make a Scrutinizer’s Report of votes cast in favour or against, if any, forthwith to the Chairman or to any other person authorized by the Chairman of the Company.

12. The date of declaration of the results of the Postal Ballot shall be the date on which the resolution(s) would be deemed to have been passed by the Members, if approved by requisite majority.
13. The result of the Postal Ballot will be announced on or before January 22, 2024 at the Registered / Corporate Office of the Company. The result of the Postal Ballot and Report of Scrutinizer will also be displayed at Company's website www.motherson.com and on KFintech's website <https://evoting.kfintech.com/public/Downloads.aspx> and shall also be communicated to BSE Limited and National Stock Exchange of India Limited.
14. Members are requested to carefully read the instructions mentioned in the notes before exercising their vote.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Company's Vision is to be a globally preferred sustainable solutions provider. To achieve its Vision, the Company is utilizing its manufacturing, management, geographic reach to pursue growth opportunities in various business fields. This aspiration is also reflected in Mother'son Vision 2025, whereby the Company aims to diversify into non-automotive businesses by utilizing the competencies developed over the last many decades in the automotive business. In this regard, the Company through its own and its subsidiaries have expanded into new business verticals such as Aerospace and Advanced Systems, Health & Medical, Electronics etc. The Company continues to assess opportunities and take further initiatives for new business verticals, in line with its publicly stated Vision 2025.

The addition in main object clauses of the Memorandum of Association ("MoA") is to enable the Company to achieve its Vision, *inter-alia*, by including business activities, *such as*, vision systems, lighting & electronics, health & medical, contract manufacturing, trading, services & logistics etc., as specifically mentioned in the enabling resolution. Further, few of such business activities are presently undertaken through various subsidiaries by the Company. In order to bring higher tax, financial and administrative efficiencies, the Company may explore such opportunities within the Company. The existing MoA and the proposed amended MoA are available for inspection by the Members on the Company's website.

Section 13 of the Companies Act, 2013 provides that a Company with the approval of the members of the Company by a special resolution, can alter the provisions of its Memorandum of Association. The Board of Directors in its meeting held on November 9, 2023, subject to the approval of the Members of the Company by way of Postal Ballot, approved aforesaid alteration in the Object Clause of the MoA of the Company and further in its meeting held on December 15, 2023 approved the Postal Ballot Notice. The special resolution passed by Postal Ballot shall be submitted with the Registrar of Companies, for registration of the alteration of MoA with respect to the objects of the Company pursuant to the provisions of the Act and/or rules made thereunder.

The Board has recommended approval of the resolution as set out in the accompanying Notice as a special resolution. In view of above facts, approval of the Members is hereby sought through remote e-voting via Postal Ballot for effecting alteration in the existing Object Clause of the MoA of the Company by adding new sub-clause 12, 13, 14 and 15 after existing sub-clause 11 in Clause III (A).

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution for approval of the Members.

By order of Board

Place: Noida, Uttar Pradesh
Date: December 15, 2023

Alok Goel
Company Secretary
Membership No. – FCS 4383

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