

April 29, 2021

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: MOTHERSUMI**

BSE Limited  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building  
P.J. Towers, Dalal Street  
Fort  
MUMBAI – 400001, India  
**Scrip Code:517334**

**Subject: Proceedings of Extra Ordinary General Meeting of MotherSON Sumi Systems Limited held on April 29, 2021.**

Dear Sir(s) / Madam(s),

Pursuant to the Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the summary of the proceedings of Extra Ordinary General Meeting of MotherSON Sumi Systems Limited held on April 29, 2021 (Thursday) at 1015 Hours (IST) through video conferencing and other audio visual means.

The above is for your information and kind records.

Thanking you,

Yours truly,  
For MotherSON Sumi Systems Limited

Alok Goel  
Company Secretary

Enclosure: As above



**Summary of the proceedings of Extra Ordinary General Meeting of Motherson Sumi Systems Limited (“Company”) held on April 29, 2021.**

The Extra Ordinary General Meeting (“EGM”) of the members of the Company was held on Thursday, April 29, 2021 at 1015 Hours (IST) through video conferencing and other audio visual means.

Mr. Alok Goel, Company Secretary welcomed all the Equity Shareholders present in the meeting and made necessary statutory disclosures. The Company Secretary announced that the requisite quorum was present at the meeting. He informed that the Company while conducting the meeting adhered to the Ministry of Corporate Affairs (“MCA”) Circulars and Securities and Exchange Board of India (“SEBI”) Circulars. The relevant documents mentioned in the Notice were available for inspection on the website of the Company. Since there was no physical attendance of members and in compliance with the circulars issued by the MCA and SEBI, the requirement of appointing proxies was not applicable.

The Company Secretary further informed the shareholder that Mr. D.P. Gupta, Practicing Company Secretaries had been appointed as Scrutinizer to scrutinize remote e-voting process and voting at the meeting.

Mr. Vivek Chaand Sehgal, Chairman of the Board welcomed all the shareholders. He further informed the shareholders that as stated in the Explanatory Statement to the EGM Notice, the promoters are deemed to be interested in the Resolution and thus requested the Directors to appoint a Chairperson to this shareholders’ meeting and conduct proceedings of this meeting as per the Articles of Association of the Company.

Mr. Arjun Puri, Independent Director of the Company proposed Mr. Gautam Mukherjee, Independent Director to act as Chairperson of this meeting. Thereafter, Ms. Geeta Mathur, Independent Director, seconded proposal for appointment of Mr. Gautam Mukherjee to act as Chairperson of this meeting. The Company Secretary requested Mr. Gautam Mukherjee, an Independent Director to commence proceedings of the Extra Ordinary General Meeting of the Equity Shareholders of the Company.

Mr. Gautam Mukherjee, Chairperson of the meeting welcomed all the shareholders. Mr. Mukherjee requested to observe “a moment of silence” for those who have lost their lives battling COVID-19 during ongoing Global pandemic. The participants and members observed silence for a moment.

The requisite quorum being present, the Chairperson called the meeting to order and introduced the Directors and members of the management team participating through VC. The Company's Statutory Auditors and Secretarial Auditors were also present at the meeting through VC. Mr. Gautam Mukherjee informed that Mr. S.C. Tripathi, Retd. (IAS) could not attend the meeting as he was unwell.

The Notice of the meeting along with the Explanatory Statement under Section 102 of the Act read with rules framed thereunder, was sent to all shareholders by email whose email id was registered with the Company and/or depository participant as on March 27, 2021. With the consent of the members, the Notice convening the meeting was taken as read.

The Chairperson informed the Equity Shareholders that the composite scheme of amalgamation and arrangement being undertaken by the Company, Samvardhana Motherson International Limited (“SAMIL”) and Motherson Sumi Wiring India Limited (“MSWIL”) and its respective shareholders and creditors (“Scheme”), *inter alia* envisages (a) demerger of the Domestic Wiring Harness Undertaking (as defined in the Scheme) of the

Company and vesting of same in MSWIL; and (b) amalgamation of SAMIL into and with the Company, by absorption, consequent to the completion of the demerger.

As provided in Clause 4 of Section I of the Scheme, as on date, the DWH Business (*as defined in the Scheme*) is being carried on as a part of the business of the Company and will continue

to be carried on as such till the Scheme becomes effective. The Chairperson informed the Equity Shareholders that the DWH Business, as on date, has various inter-dependencies with *inter-alia* remaining business of the Company which includes sourcing of various goods or materials, including wires, various tools, jigs, fixtures, rubber parts, connectors and certain other components which are used to manufacture / assemble wiring harnesses along with procurement of certain capital items as required for the DWH Business.

The Chairperson informed the Equity Shareholders that the Company (either directly or through its subsidiaries or joint ventures) has, over the years, developed an in-house value chain of these products through various backward integration initiatives which give it a distinct cost advantage. Similarly, the Company leverages DWH Business' world-class technology and vast experience in cost-efficient manufacturing and procures wiring harness and other parts and/or components thereof which is used as child parts in the manufacture of other components. Further, the Company (either directly or through its subsidiaries or joint ventures) has a central team for some of the key functions in the areas of design and development services, finance, procurement engineering services, human resource, travel management, infrastructure support etc., the services of which are availed by each of the businesses of the Company including DWH Business. To ensure that, post the demerger, the benefit of the in-house value chain continues to be available to all the businesses, certain related party transactions are proposed between the MSWIL, being the demerged company and the post reorganisation Company. Further, various subsisting agreements and arrangements between the Company and Sumitomo Wiring Systems Limited, Japan ("**SWS**"), will stand transferred to the post reorganisation Company. Also, the transactions being undertaken between the Company and Mother'son Lease Solution Limited ("**MLS**") in relation to car leasing services, which will stand transferred to the post reorganisation Company, pursuant to the Scheme.

The Chairperson then invited the members to express their views and ask questions, who had done prior registrations, to speak and ask questions, if any. After the members spoke, clarifications were provided by the Chairman, Mr. Pankaj Mital, Whole-time Director & COO and Mr. G.N. Gauba, Chief Financial Officer to the queries raised by the members.

Thereafter, the following resolution set out in the Notice convening the meeting was put up to the members for voting:

Item No. 1: Approval of Related Party Transactions to be undertaken by Mother'son Sumi Wiring India Limited with the Company, Sumitomo Wiring Systems Limited ("**SWS**") and other related parties as specified in the Explanatory Statement.

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

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 48 hours from the conclusion of the meeting.

The Chairperson authorized the Company Secretary to carry out the voting process and declare the voting results of the consolidated voting.

The Company Secretary submitted a vote of thanks to the Chairperson of the Meeting for conducting the proceedings on behalf of the members of the Company. Thereupon, the Chairperson formally concluded the proceedings of the meeting.

The meeting concluded at 1050 Hours (IST).

For Motherson Sumi Systems Limited

Alok Goel  
Company Secretary