

December 3, 2021

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No.C/1, G-Block
Bandra-Kurla Complex
Bandra (E)
MUMBAI – 400051, India

BSE Limited
1st Floor, New Trading Ring
Rotunda Building
P.J. Towers, Dalal Street
Fort
MUMBAI – 400001, India

Scrip Code : MOTHERSUMI

Scrip Code : 517334

Subject: Result of Postal Ballot

Dear Sir/ Madam,

Further to our letter dated November 2, 2021 and in accordance with the Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting result and Scrutinizer's Report for the special resolution as set out in the notice of postal ballot dated October 8, 2021. 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 Motherson Sumi Systems Limited



Alok Goel
Company Secretary



Encl: A/a.

MOTHERSON SUMI SYSTEMS LIMITED
Format for Voting Results

Date of the AGM/EGM	:	Postal Ballot
Total number of shareholders on record date	:	697604 (as on cut-off date)
No. of shareholders present in the meeting either in person or through proxy		Not Applicable
Promoters and Promoter Group	:	
Public	:	
No. of Shareholders attended the meeting through Video Conferencing		Not Applicable
Promoters and Promoter Group	:	
Public	:	

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



Resolution 1 : To make investment and / or provide loan / guarantee in excess of the limits prescribed under Section 186 of the Companies Act, 2013 as mentioned in resolution in the Postal Ballot Notice.

Resolution required: (Ordinary/ Special)		: Special						
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
	Total		1949286546	1949286546	100.0000	1949286546	0	100.0000
Public- Institutions	E-Voting	953465585	787294900	82.5719	787294900	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
	Total		953465585	787294900	82.5719	787294900	0	100.0000
Public-Non Institutions (Others)	E-Voting	255182106	1176222	0.4609	1117237	58985	94.9852	5.0148
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		255182106	1176222	0.4609	1117237	58985	94.9852
Total		3157934237	2737757668	86.6946	2737698683	58985	99.9978	0.0022

For Motherson Sumi Systems Limited

Alok Goel
Alok Goel
Company Secretary

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
Motherson Sumi Systems Limited.
CIN: L34300MH1986PLC284510
Registered Office: Unit-705, C Wing, One BKC,
G Block, Bandra Kurla Complex, Bandra East,
Mumbai - 400051

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, Proprietor of SGS ASSOCIATES, Company Secretaries (M.N. 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 Motherson Sumi Systems 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 in respect of Postal Ballot Notice 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 and the General Circular No. 10/2021 dated June 23, 2021 issued by Ministry of Corporate Affairs respectively on the below mentioned resolution, 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 8th October 2021.



SCRUTINIZER'S RESPONSIBILITY

2. My responsibility as scrutinizer for the Postal ballot process through electronic means is limited 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 for voting through electronic means.
3. The e-voting period remained open from **3rd November 2021 (0900 Hours) to 2nd December 2021 (1700 Hours)**.
4. The shareholders holding shares as on the "**cut off**" date i.e. **29th October 2021** were entitled to vote on the proposed resolution as set out in the Notice of Postal Ballot Dated 08th October 2021 of Motherson Sumi Systems Limited
5. The votes were unblocked on 2nd December 2021 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 2339 for 274,57,50,591 votes, as per details below:
 - (a) Total votes cast in favour: 273,76,98,683;
 - (b) Total votes cast against: 58,985
 - (c) Total less voted votes: 74,42,503 and
 - (d) Total votes abstained: 5,50,420
8. The results of the voting are under:
 - A) Resolution 1: To make investment and / or provide loan / guarantee in excess of the limits prescribed under Section 186 of the Companies Act, 2013, as mentioned in resolution in the Postal Ballot Notice– Special 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	2,068	273,76,98,683	99.9978
Total	2,068	273,76,98,683	99.9978

(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	226	58,985	0.0022
Total	226	58,985	0.0022

(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 – 74,42,503 shares.

Votes Abstained – 53 Ballots 5,50,420 shares.



9. 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.



10.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 KFinTech. 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
FRN S2002DE058200**



CS D P Gupta
FCS 2411
CP No. 1509
UDIN: F002411C001640553
ICSI Peer Review No. 1194/2021
Place: New Delhi
Dated: 3rd December 2021