

March 30, 2022

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 : Details of Voting Results of Extra Ordinary General Meeting of
Mother'son Sumi Systems Limited held on March 30, 2022**

Dear Sir(s) / Madam(s),

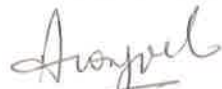
Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Regulations**"), please find enclosed following in relation to Extra Ordinary General Meeting ("**EGM**") of Mother'son Sumi Systems Limited held on March 30, 2022 (Wednesday) at 1015 hours through video conferencing and other audio visual means:

1. Voting Results of EGM in the format prescribed under Regulation 44 of SEBI Regulations; and
2. Combined Scrutinizer's Report on remote e-voting and voting conducted at EGM pursuant to Rule 20(4) of the Companies (Management and Administration) Rules, 2014 and SEBI Regulations.

The above is for your information and kind records.

Thanking you,

Yours truly,
For Mother'son Sumi Systems Limited



Alok Goel
Company Secretary



Enclosures: As above

MOTHERSON SUMI SYSTEMS LIMITED
Format for Voting Results

Date of the EGM	:	30/03/2022
Total number of shareholders on record date (cut off date i.e. March 23, 2022)	:	919774
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	:	13
Public	:	38

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



Resolution 1 : Appointment of Mr. Norikatsu Ishida as a Director of the Company, who will be liable to retire by rotation.

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	3079139202	3079139202	100.00	3079139202	0	100	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	3079139202	3079139202	100.00	3079139202	0.00	100.00	0.00
Public- Institutions	E-Voting	1073951720	748287661	69.68	676447800	71839861	90.40	9.60
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	1073951720	748287661	69.68	676447800	71839861	90.40	9.60
Public-Non Institutions (Others)	E-Voting	364523322	7194290	1.97	7145879	48411	99.33	0.67
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	364523322	7194290	1.97	7145879	48411	99.33	0.67
Total		4517614244	3834621153	84.88	3762732881	71888272	98.13	1.87



Resolution 2 : Appointment of Mr. Robert Joseph Remenar as an Independent Director.

Resolution required: (Ordinary/ Special)					Special			
Whether promoter / promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3079139202	3079139202	100.00	3079139202	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	3079139202	3079139202	100.00	3079139202	0	100.00	0.00
Public- Institutions	E-Voting	1073951720	748287661	69.68	727993366	20294295	97.29	2.71
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1073951720	748287661	69.68	727993366	20294295	97.29	2.71
Public-Non Institutions (Others)	E-Voting	364523322	7193722	1.97	7142871	50851	99.29	0.71
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	364523322	7193722	1.97	7142871	50851	99.29	0.71
Total		4517614244	3834620585	84.88	3814275439	20345146	99.47	0.53



Resolution 3 : Appointment of Mr. Veli Matti Ruotsala as an Independent Director as a Special Resolution.

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	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	3079139202	3079139202	100.00	3079139202	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	3079139202	3079139202	100.00	3079139202	0	100.00	0.00
Public- Institutions	E-Voting	1073951720	747708815	69.62	730004682	17704133	97.63	2.37
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1073951720	747708815	69.62	730004682	17704133	97.63	2.37
Public-Non Institutions (Others)	E-Voting	364523322	7197650	1.97	7145873	51777	99.28	0.72
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	364523322	7197650	1.97	7145873	51777	99.28	0.72
Total		4517614244	3834045667	84.87	3816289757	17755910	99.54	0.46



Resolution 4 : Approval of the Related Party Transactions to be undertaken by the Company and / or related parties of the Company.

Resolution required: (Ordinary/ Special)					Ordinary			
Whether promoter / promoter group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3079139202	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	3079139202	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	1073951720	747678787	69.62	746834402	844385	99.89	0.11
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1073951720	747678787	69.62	746834402	844385	99.89	0.11
Public-Non Institutions (Others)	E-Voting	364523322	7196095	1.97	7116106	79989	98.89	1.11
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	364523322	7196095	1.97	7116106	79989	98.89	1.11
Total		4517614244	754874882	16.71	753950508	924374	99.88	0.12



CONSOLIDATED SCRUTINIZER'S REPORT

To,

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

Sub : Consolidated Scrutinizer's Report on Remote e- voting conducted for the Extra Ordinary General Meeting (EGM) of Motherson Sumi Systems Limited held on Wednesday, 30th March , 2022 at 1015 Hours (IST) through Video Conferencing ('VC') / Other Audio Visual means ('OAVM') and e-voting during the EGM pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended)

Dear Sir,

I, D.P Gupta (M.N. FCS 2411; C P. No. 1509), Company Secretary in Practice, Designated Partner of SGS ASSOCIATES LLP , Company Secretaries Firm having office at 14, First Floor, Rani Jhansi Road, Jhandewalan, New Delhi- 110055, have been appointed as a Scrutinizer by the Board of Directors of Motherson Sumi Systems Limited ("the **Company**") pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, for the purpose of Scrutinizing the Remote e-voting and e-voting at the EGM in a fair and transparent manner and ascertaining requisite majority on items carried out at the aforesaid EGM in accordance with the provision of the Act, through VC/OAVM.

I was appointed as the Scrutinizer to scrutinize the e-voting process during the EGM.

The EGM Notice dated 7th March, 2022 as confirmed by the Company, was sent to the shareholders through electronic mode to those members whose email addresses are registered with the Company/Depositories. The emails were sent in compliance with the MCA General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 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. 02/2021 dated January 13, 2021 and General Circular No. 20/2021 dated December 08, 2021 (collectively referred as '**MCA Circulars**').

I, submit my report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the Act, and Rules relating to Remote e-voting and e-voting at the EGM on the Resolutions contained in the notice to the Extra Ordinary General Meeting ("EGM") of the Members of the Company.

SCRUTINIZER'S RESPONSIBILITY

2. My responsibility as Scrutinizer for the voting process through electronic means (i.e. by Remote e-voting and through e-voting at the EGM) is limited to make a Consolidated Scrutinizer's Report of the votes cast in "**Favour**" or "**Against**" the resolutions stated in the said EGM Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (**NSDL**) the agency engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by Remote e-voting and through e-voting at the EGM).
3. The Remote e-voting period remained open from 27th March 2022 at 0900 Hours (IST) to 29th March 2022 upto 1700 Hours (IST).
4. The shareholders holding shares as on the "CUT OFF DATE" i.e., 23rd March 2022 were entitled to vote on the proposed resolutions (Item Nos.1 to 4) as set out in the Notice of the EGM of the Company.
5. Thereafter, the details, containing, *inter-alia*, list of equity shareholders, who voted in "**Favour**" or "**Against**", were downloaded from e-voting website of NSDL.



6. The results of the voting are as under:

A) Resolution 1: - To approve appointment of Mr. Norikatsu Ishida (DIN: 09443998) as Director of the Company as an Ordinary Resolution

(i) Voted in favour of the resolution:

		Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote voting	e-	1752	3762345510	98.12
e-voting EGM	at	9	387371	0.01
Total		1761	3762732881	98.13

(ii) Voted against the resolution:

		Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Remote voting	e-	77	71888269	1.87
e-voting EGM	at	1	3	0
Total		78	71888272	1.87

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0



B) Resolution 2: -To approve appointment of Mr. Robert Joseph Remenar (DIN: 09469379) as Independent Director of the Company for a term of five (5) years, i.e., from January 28, 2022 and up to January 27, 2027 as a Special Resolution

(i) Voted in favour of the resolution:

		Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote voting	e-	1760	3813888068	99.46
e-voting EGM	at	9	387371	0.01
Total		1769	3814275439	99.47

(ii) Voted against the resolution:

		Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Remote voting	e-	68	20345143	0.53
e-voting EGM	at	1	3	0
Total		69	20345146	0.53

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0



C) Resolution 3: To approve appointment of Mr. Veli Matti Ruotsala (DIN: 09462008) as Independent Director of the Company for a term of five (5) years, i.e., from January 28, 2022 and up to January 27, 2027 as a Special Resolution

(i) Voted in favour of the resolution:

		Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote voting	e-	1767	3815902386	99.53
e-voting EGM	at	9	387371	0.01
Total		1776	3816289757	99.54

(ii) Voted against the resolution:

		Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Remote voting	e-	60	17755907	0.46
e-voting EGM	at	1	3	0
Total		61	17755910	0.46

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0



D) Resolution 4: To approve Related Party Transactions to be undertaken by the Company and/or the related party(s) of the Company as specified in the Resolution and Explanatory Statement as an Ordinary Resolution

Voting Results of the Public Shareholders

(i) Voted in favour of the resolution:

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote voting e-	1742	753563137	99.83
e-voting at EGM	9	387371	0.05
Total	1751	753950508	99.88

(ii) Voted against the resolution:

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Remote voting e-	69	924371	0.12
e-voting at EGM	1	3	0
Total	70	924374	0.12

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0



7. 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 of the EGM of the Company and the same are handed over to the Company Secretary of the Company for safe keeping.

8. Restriction 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 NSDL (e-voting Agency). 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

Firm Regn.L2021DE011600



CS D P Gupta
(Scrutinizer)

FCS 2411 CP 1509

Designated Partner

ICSI UDIN No.- F002411C003359424

ICSI PR No. 1194/2021

Place: Noida

Date: 30th March, 2022