



SCRUTINIZER'S REPORT

(Pursuant to sections 108 and 110 of the Companies Act, 2013 read with Rule 20 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, Maharashtra, 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 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.N. FCS 2411; C.P. No. 1509) having its office at 14, First Floor, Rani Jhansi Road, 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 and Rule 22 of the Companies (Management and administration) Rules, 2014, for the purpose of Scrutinizing the e-voting in respect of Postal Ballot 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, and read with other relevant circulars including General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, respectively on the below mentioned resolutions. I submit my report as under:

1. The management of the Company is responsible for ensuring 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 Postal Ballot Notice dated 13th November, 2025.

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SCRUTINIZER'S RESPONSIBILITY

2. My responsibility as scrutineer for the Postal Ballot process through electronic means is limited to make a Scrutineer'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 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 **22nd November, 2025 - 0900 Hours (IST)** to **21st December, 2025 - 1700 Hours (IST)**.
4. The shareholders holding shares as on the "**cut off**" date, i.e, **17th November, 2025** were entitled to vote on the proposed resolutions set out in the Postal Ballot Notice of the Company.
5. The votes were unblocked by me on 21st December, 2025 after 1700 Hours (IST) in presence of two witnesses, Ms. Vanshika Gupta and Ms. Nivi Kanungo, who are not in employment of the Company.
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 3403 for 9316080287 votes, as per details below:

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**A) Resolution 1 -: Special Resolution**

To appoint Mr. Dinesh Kumar Khara (DIN: 06737041) as an Independent Director on the Board of the Company

(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	3,160	930,14,92,845	99.9218
Total	3,160	930,14,92,845	99.9218

(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	168	72,78,821	0.0782
Total	168	72,78,821	0.0782

(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	-
Total	0	-

Total number of less voted: 70,90,845

Total number of votes abstained: (81 Ballots): 2,17,776

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**B) Resolution 2 :- Ordinary Resolution**

To revise remuneration of Mr. Pankaj Mital (DIN: 00194931), Whole-time Director of the Company

(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	3055	927,51,45,444	99.6388
Total	3055	927,51,45,444	99.6388

(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	266	3,36,20,323	0.03612
Total	266	3,36,20,323	0.03612

(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	-
Total	0	-

Total number of less voted: 70,94,203

Total number of votes abstained: (88 Ballots): 2,20,317

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8. Figures have been considered up to 4 decimal places.
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, the 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

Company Secretaries

FRN L2021DE011600

CS D P Gupta

FCS 2411

CP No. 1509

UDIN: F002411G002626043

ICSI Peer Review No. 5321/2023

Date: 22nd December 2025

Place: New Delhi

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