

August 23, 2025

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

Symbol: MOTHERSON**Scrip Code: 517334****Ref.: Result of Postal Ballot Notice dated July 10, 2025**

Dear Sir/ Madam,

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Scrutinizer's Report and Voting Results of the resolutions as set out in the Notice of Postal Ballot dated July 10, 2025.

The resolutions approved by the members by way of special resolutions are provided hereinbelow:

1. To consider and approve 'Samvardhana MotherSON International Limited – Employee Stock Option Scheme 2025'.
2. To consider and approve grant of Options to the eligible employees of the Subsidiary Company(ies) of the Company under 'Samvardhana MotherSON International Limited – Employee Stock Option Scheme 2025'.
3. To consider and approve grant of employee stock options to the eligible employees of Group Company(ies) under 'Samvardhana MotherSON International Limited – Employee Stock Option Scheme 2025'.
4. To consider and approve secondary acquisition of equity shares of the Company through Trust route for the implementation of 'Samvardhana MotherSON International Limited – Employee Stock Option Scheme 2025'.
5. To consider and approve provision to grant loan, provide guarantee or security in connection with the loan by the Company for purchase of its own Shares by the Trust under the 'Samvardhana MotherSON International Limited – Employee Stock Option Scheme 2025'.

The e-voting period remained opened from July 24, 2025, 0900 Hours (IST) to August 22, 2025, 1700 Hours (IST). The aforesaid resolutions were passed by members through Postal Ballot and been effective from August 22, 2025.

The above is for your information and records.

Thanking you,

Yours truly,
For Samvardhana MotherSON International Limited

Alok Goel
Company Secretary

Regd Office:
Unit – 705, C Wing, ONE BKC, G Block
Bandra Kurla Complex, Bandra East
Mumbai – 400051, Maharashtra (India)
Tel: 022-61354800, Fax: 022-61354801
CIN No.: L35106MH1986PLC284510
Email: investorrelations@motherSON.com



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

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 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, and General Circular No. 09/2024 dated September 19, 2024 issued by 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 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 July 10, 2025.

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 Limited (“**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 **Thursday, July 24, 2025 – 0900 Hours (IST)** to **Friday, August 22, 2025 – 1700 Hours (IST)**.
4. The shareholders holding shares as on the “**cut off**” date, i.e. July 18, 2025, were entitled to vote on the proposed resolution set out in the Notice of Postal Ballot of the Company.

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5. The votes were unblocked by me on August 22, 2025, after 1700 Hours (IST) in presence of two witnesses, Ms. Dimpal Sharma and Mr. Varun Vats, 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 5221 for 6217775578 votes, as per details below:

Resolution 1 -: Special Resolution

To consider and approve ‘Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025’

(a) 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
Postal Ballot through E - Voting only	4,421	564,26,99,534	90.8809
Total	4,421	564,26,99,534	90.8809

(b) 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
Postal Ballot through E - Voting only	703	56,61,95,969	9.1191
Total	703	56,61,95,969	9.1191

(c) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Not applicable

Total less voted votes: 7,331,197 shares
Total votes abstained: 113 ballots for 15,48,878 shares

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**Resolution 2 -: Special Resolution**

To consider and approve grant of Options to the eligible employees of the Subsidiary Company(ies) of the Company under 'Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025'

(a) 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
Postal Ballot through E - Voting only	4,411	565,31,55,123	91.0493
Total	4,411	565,31,55,123	91.0493

(b) 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
Postal Ballot through E - Voting only	716	55,57,39,872	8.9507
Total	716	55,57,39,872	8.9507

(c) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Not applicable

Total less voted votes: 73,31,748 shares

Total votes abstained: 113 ballots for 15,48,835 shares

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**Resolution 3 -: Special Resolution**

To consider and approve grant of employee stock options to the eligible employees of Group Company(ies) under 'Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025'

(a) 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
Postal Ballot through E - Voting only	4,377	554,35,60,646	90.7391
Total	4,377	554,35,60,646	90.7391

(b) 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
Postal Ballot through E - Voting only	732	56,57,81,511	9.2609
Total	732	56,57,81,511	9.2609

(c) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Not applicable

Total less voted votes: 73,31,766 shares

Total votes abstained: 129 ballots for 10,11,01,655 shares

**D) Resolution 4 -: Special Resolution**

To consider and approve secondary acquisition of equity shares of the Company through Trust route for the implementation of 'Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025'

(a) 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
Postal Ballot through E - Voting only	4,435	565,31,59,318	91.0494
Total	4,435	565,31,59,318	91.0494

(b) 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
Postal Ballot through E - Voting only	686	55,57,35,649	8.9506
Total	686	55,57,35,649	8.9506

(c) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Not applicable

Total less voted votes: 73,31,847 shares

Total votes abstained: 118 ballots for 15,48,764 shares

**E) Resolution 5 -: Special Resolution**

To consider and approve provision to grant loan, provide guarantee or security in connection with the loan by the Company for purchase of its own Shares by the Trust under the 'Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025'

(a) 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
Postal Ballot through E - Voting only	4,403	565,31,42,952	91.0492
Total	4,403	565,31,42,952	91.0492

(b) 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
Postal Ballot through E - Voting only	716	55,57,47,670	8.9508
Total	716	55,57,47,670	8.9508

(c) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Not applicable

Total less voted votes: 7,331,422 shares

Total votes abstained: 120 ballots for 15,53,534 shares

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.

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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: F002411G001068993
ICSI Peer Review No. 5321/2023

Date : August 23, 2025
Place : New Delhi

Company Name	SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED
Date of the AGM/EGM	Postal Ballot result effective on August 22, 2025
Total number of shareholders on record date	1345905
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	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution required: (Ordinary/ Special)	Resolution No. 1 : SPECIAL - To consider and approve 'Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025'.							
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 outstanding shares (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	3419476077	3419476077	100.0000	3419476077	0	100.0000	0.0000
	Poll	3419476077	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3419476077	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	3022163490	2757799567	91.2525	2191749175	566050392	79.4745	20.5254
	Poll	3022163490	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3022163490	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	594655500	31619859	5.3173	31474282	145577	99.5396	0.4603
	Poll	594655500	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	594655500	0	0.0000	00	0	0.0000	0.0000
	Total	7036295067	6208895503	88.2410	5642699534	566195969	90.8809	9.1191

Resolution required: (Ordinary/ Special)	Resolution No. 2: SPECIAL - To consider and approve grant of Options to the eligible employees of the Subsidiary Company(ies) of the Company under 'Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025'							
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 outstanding shares (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
	E-Voting	3419476077	3419476077	100.0000	3419476077	0	100.0000	0.0000
	Poll	3419476077	0	0.0000	00	0	0.0000	0.0000

Promoter and Promoter Group	Postal Ballot (if applicable)	3419476077	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	3022163490	2757799567	91.2525	2202208936	555590631	79.8538	20.1461
	Poll	3022163490	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3022163490	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	594655500	31619351	5.3173	31470110	149241	99.5280	0.4719
	Poll	594655500	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	594655500	0	0.0000	00	0	0.0000	0.0000
Total		7036295067	6208894995	88.2410	5653155123	555739872	91.0493	8.9507

Resolution required: (Ordinary/ Special)		Resolution No. 3 : SPECIAL - To consider and approve grant of employee stock options to the eligible employees of Group Company(ies) under 'Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025'						
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 outstanding shares (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	3419476077	3419476077	100.0000	3419476077	0	100.0000	0.0000
	Poll	3419476077	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3419476077	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	3022163490	2658247114	87.9584	2092614778	565632336	78.7216	21.2783
	Poll	3022163490	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3022163490	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	594655500	31618966	5.3172	31469791	149175	99.5282	0.4717
	Poll	594655500	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	594655500	0	0.0000	00	0	0.0000	0.0000
Total		7036295067	6109342157	86.8261	5543560646	565781511	90.7391	9.2609

Resolution required: (Ordinary/ Special)		Resolution No. 4 : SPECIAL - To consider and approve secondary acquisition of equity shares of the Company through Trust route for the implementation of 'Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025'						
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 outstanding shares (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
	E-Voting	3419476077	3419476077	100.0000	3419476077	0	100.0000	0.0000
	Poll	3419476077	0	0.0000	00	0	0.0000	0.0000

Promoter and Promoter Group	Postal Ballot (if applicable)	3419476077	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	3022163490	2757799567	91.2525	2202208936	555590631	79.8538	20.1461
	Poll	3022163490	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3022163490	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	594655500	31619323	5.3173	31474305	145018	99.5413	0.4586
	Poll	594655500	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	594655500	0	0.0000	00	0	0.0000	0.0000
Total		7036295067	6208894967	88.2410	5653159318	555735649	91.0494	8.9506

Resolution required: (Ordinary/ Special)	Resolution No. 5 : SPECIAL - To consider and approve provision to grant loan, provide guarantee or security in connection with the loan by the Company for purchase of its own Shares by the Trust under the 'Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025'							
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 outstanding shares (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	3419476077	3419476077	100.0000	3419476077	0	100.0000	0.0000
	Poll	3419476077	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3419476077	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	3022163490	2757799567	91.2525	2202208936	555590631	79.8538	20.1461
	Poll	3022163490	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3022163490	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	594655500	31614978	5.3165	31457939	157039	99.5032	0.4967
	Poll	594655500	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	594655500	0	0.0000	00	0	0.0000	0.0000
Total		7036295067	6208890622	88.2409	5653142952	555747670	91.0492	8.9508