

December 22, 2025

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,  
Maharashtra, India

BSE Limited  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
P.J. Towers, Dalal Street,  
Fort, Mumbai – 400001,  
Maharashtra, India

**Symbol: MOTHERSON****Scrip Code: 517334****Ref.: Result of Postal Ballot by remote e-voting process**

Dear Sir / Madam,

Further to our letter dated November 20, 2025, regarding Postal Ballot Notice dated November 13, 2025 seeking approval of the members of the Company for the following items:

1. To appoint Mr. Dinesh Kumar Khara (DIN: 06737041) as an Independent Director of the Company by way of Special Resolution; and
2. To revise remuneration of Mr. Pankaj Mital (DIN: 00194931), Whole-time Director of the Company by way of Ordinary Resolution.

The remote e-voting period for the Postal Ballot concluded on Sunday, December 21, 2025, at 1700 Hours (IST) and thereafter, the Scrutinizer, Mr. D.P. Gupta, Managing Partner of SGS Associates LLP, Company Secretaries, submitted the report on the voting results.

In this regard, please find enclosed the following:

1. Voting results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Report of the Scrutinizer dated December 22, 2025.

Based on the Scrutinizer's Report, we wish to inform you that the aforementioned resolutions have been passed by the members with requisite majority and is deemed to have been passed on December 21, 2025, being the last date specified by the Company for the remote e-voting process.

The voting results and the Scrutinizer's Report are being uploaded on the Company's website [www.motherson.com](http://www.motherson.com) and the website of e-voting agency at [www.evoting.kfintech.com](http://www.evoting.kfintech.com).

The above is for your information and records.

Thanking you,

Yours truly,  
For Samvardhana Motherson International Limited

Alok Goel  
Company Secretary

General information about company	
Scrip code	517334
NSE Symbol	MOTHERSON
MSEI Symbol	NOTLISTED
ISIN	INE775A01035
Name of the company	SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	21-12-2025
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	MR. D.P. GUPTA
Firms Name	SGS ASSOCIATES LLP
Qualification	CS
Membership Number	FCS 2411
Date of Board Meeting in which appointed	13-11-2025
Date of Issuance of Report to the company	22-12-2025

<b>Voting results</b>	
Record date	17-11-2025
Total number of shareholders on record date	1341934
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Mr. Dinesh Kumar Khara ( DIN: 06737041) as an Independent Director on the Board of the Company.				
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	5127864114	5127864114	100	5127864114	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	5127864114	5127864114	100	5127864114	0	100	0
Public-Institutions	E- Voting	4432048521	4092649806	92.3422	4085455101	7194705	99.8242	0.1758
	Poll							
	Postal Ballot (if applicable)							
	Total	4432048521	4092649806	92.3422	4085455101	7194705	99.8242	0.1758

Public- Non Institutions	E-Voting	994529966	88257746	8.8743	88173630	84116	99.9047	0.0953
	Poll							
	Postal Ballot (if applicable)							
	Total	994529966	88257746	8.8743	88173630	84116	99.9047	0.0953
Total		10554442601	9308771666	88.1977	9301492845	7278821	99.9218	0.0782
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To revise remuneration of Mr. Pankaj Mital ( DIN: 00194931), Whole-time Director of the Company.				
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	5127864114	5127864114	100	5127864114	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	5127864114	5127864114	100	5127864114	0	100	0
Public-Institutions	E-Voting	4432048521	4092649806	92.3422	4059202054	33447752	99.1827	0.8173
	Poll							
	Postal Ballot (if applicable)							
	Total	4432048521	4092649806	92.3422	4059202054	33447752	99.1827	0.8173
Public- Non Institutions	E-Voting	994529966	88251847	8.8737	88079276	172571	99.8045	0.1955
	Poll							



	Postal Ballot (if applicable)							
	Total	994529966	88251847	8.8737	88079276	172571	99.8045	0.1955
Total		10554442601	9308765767	88.1976	9275145444	33620323	99.6388	0.3612
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



**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 13<sup>th</sup> November, 2025.

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Contact: +91-11-41524497



**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 (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 **22<sup>nd</sup> November, 2025 - 0900 Hours (IST) to 21<sup>st</sup> December, 2025 - 1700 Hours (IST)**.
4. The shareholders holding shares as on the "**cut off**" date, i.e, **17<sup>th</sup> 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 21<sup>st</sup> 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:

**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

**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



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**

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Prasad	Damodar Prasad
Gupta	Gupta
	Date: 2025.12.22
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**CS D P Gupta**

**FCS 2411**

**CP No. 1509**

**UDIN: F002411G002626043**

**ICSI Peer Review No. 5321/2023**

Date: 22<sup>nd</sup> December 2025

Place: New Delhi

Address: First Floor, 14, Rani Jhansi Road, New Delhi – 110055

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