



Samvardhana Motherhood International Limited

Date: October 1, 2021

BSE Limited
1st Floor, New Trading Ring
Rotunda Building P.J. Towers,
Dalal Street Fort, Mumbai – 400001,
India
Scrip Code: 959098

Subject Details of Voting Results of 16th Annual General Meeting of Samvardhana Motherhood International Limited held on September 30, 2021

Dear Sir(s) / Madam(s),

Please find enclosed following in relation to 16th Annual General Meeting ("AGM") of Samvardhana Motherhood International Limited held on September 30, 2021 (Thursday) at 1500 hours through video conferencing and other audio visual means:

-Combined Scrutinizer's Report on remote e-voting and voting conducted at AGM pursuant to Rule 20(4) of the Companies (Management and Administration) Rules, 2014 and SEBI Regulations along with the voting results of AGM.

The above is for your information and kind records.

Thanking you,

Yours truly,



For Samvardhana Motherhood International Limited

Pooja Mehra

Company Secretary

Enclosure: as above

Corporate Headquarters:

Plot No.1, Sector-127, Noida-Greater Noida Expressway
Noida - 201301, U.P., India
Tel. No.: +91-120-6679500, Fax: +91-120-6679270
Website: www.smil.co.in / www.motherhood.com
Email: smil@motherhood.com

Registered Office:

Unit 705, C Wing, ONE BKC, G Block,
Bandra Kurla Complex, Bandra East,
Mumbai, Maharashtra, India – 400051.
Phone: +91-22-61354800, Fax: +91-22-61354801
CIN No.: U74900MH2004PLC287011

SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi - 110024
Tel. : (011) 4679 0000, Fax : (011) 4679 0012
e-mail : contact@cssanjaygrover.in
website : www.cssanjaygrover.in

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") as amended]

To,

The Chairman

SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED

(CIN: U74900MH2004PLC287011)

Unit 705, C Wing, ONE BKC, G Block,

Bandra Kurla Complex, Bandra East,

Mumbai, Maharashtra- 400051

Dear Sir,

I, Mohinder Paul Kharbanda, Partner of M/s Sanjay Grover & Associates, Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of Samvardhana Motherson International Limited ("the Company") in its meeting held on August 17, 2021 for the purpose of scrutinizing the voting process i.e. remote e-Voting and e-Voting at 16th Annual General Meeting ("AGM") under the provisions of Section 108 of the Act, read with the Rules and General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021 issued by the Ministry of Corporate Affairs ("MCA") on April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 respectively ("MCA Circulars") and other applicable laws and regulations (including any statutory modifications or re-enactment thereof, for the time being in force) in respect of the resolutions as mentioned in the Notice dated, August 17, 2021 ('AGM Notice') for AGM of the Company held on September 30, 2021 at 03:00 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).



I submit my report as under:-

1. The management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder and (ii) the MCA Circulars; related to e-Voting in respect of the resolutions contained in the AGM Notice and also for ensuring a secured framework for e-Voting.
2. My responsibility as Scrutinizer for e-Voting at the AGM and remote e-Voting is restricted to make a Consolidated Scrutinizer's Report of the votes cast in '**Favour**' or '**Against**' the resolutions contained in the AGM Notice, based on the reports generated from the e-Voting service provided by Link Intime India Private Limited ("LIPL").
3. The remote e-Voting period commenced on Monday, September 27, 2021 at 09:00 a.m. and ended on Wednesday, September 29, 2021 at 05:00 p.m. via e-Voting platform on the designated website of LIPL, Authorized Agency to provide e-Voting facility viz.: <https://instavote.linkintime.co.in>. The Company provided e-Voting facility at the AGM to such Members who participated / attended the AGM through VC/OAVM to enable such Members to cast their votes, if they had not cast their vote earlier through remote e-Voting.
4. The Members of the Company as on the "Cut-off Date" i.e. Thursday, September 23, 2021 were entitled to avail the facility of remote e-Voting as well as e-Voting at the AGM on the proposed resolutions as set out in the AGM Notice.
5. The total paid up Equity Share Capital of the Company as on September 23, 2021 was Rs. 4,73,61,38,550/- (Rupees Four Hundred Seventy Three Crore Sixty One Lakh Thirty Eight Thousand Five Hundred Fifty Only) divided into 47,36,13,855 (Forty Seven Crore Thirty Six Lakh Thirteen Thousand Eight Hundred Fifty Five) equity shares of Rs. 10/- (Rupees Ten Only) each.
6. After completion of e-Voting, the vote cast by the members through e-Voting at the AGM and through remote e-Voting were unblocked in the presence of two witnesses i.e. Mr. Nityam Rastogi and Mr. Vivek Kumar who are not in the employment of the Company.



A handwritten signature in black ink, appearing to be "Vivek Kumar".

SANJAY GROVER & ASSOCIATES

7. The data of remote e-Voting and e-Voting at the AGM was diligently scrutinized and reconciled with the records maintained by the LIPL, Registrar and Share Transfer Agent. Detailed register was maintained containing the summary of results of remote e-Voting and e-Voting at AGM.
8. There was no shareholder who opted for both the facilities.
9. The consolidated summary of results of e-Voting at AGM and remote e-Voting are as under:

Resolution No. 1- To receive, consider and adopt:

- a) the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with reports of Auditors and of Board of Directors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 together with reports of Auditors thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Voting at AGM	Remote e-Voting	Total	
Assent	14,06,76,079	31,70,16,016	45,76,92,095	100.0000
Dissent	0	0	0	0
Total	14,06,76,079	31,70,16,016	45,76,92,095	100.0000

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure-A.**



Signature

Resolution No. 2- To appoint a Director in place of Ms. Geeta Soni (DIN: 00160710) who retires by rotation and being eligible has offered herself for re-appointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Voting at AGM	Remote e-Voting	Total	
Assent	14,06,76,079	31,70,16,016	45,76,92,095	100.0000
Dissent	0	0	0	0
Total	14,06,76,079	31,70,16,016	45,76,92,095	100.0000

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure-B.**

Resolution No. 3- To appoint a Director in place of Mr. Bimal Dhar (DIN: 00297938) who retires by rotation and being eligible has offered himself for re-appointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Voting at AGM	Remote e-Voting	Total	
Assent	14,06,76,079	31,70,16,016	45,76,92,095	100.0000
Dissent	0	0	0	0
Total	14,06,76,079	31,70,16,016	45,76,92,095	100.0000

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure-C.**



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Resolution No. 4- To appoint a Director in place of Mr. Dhruv Mehra (DIN: 01640143) who retires by rotation and being eligible has offered himself for re-appointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Voting at AGM	Remote e-Voting	Total	
Assent	14,06,76,079	31,70,16,016	45,76,92,095	100.0000
Dissent	0	0	0	0
Total	14,06,76,079	31,70,16,016	45,76,92,095	100.0000

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure-D.**

Resolution No. 5- To confirm payment of interim dividend of INR 0.65/- per equity share and to declare final Dividend of INR 3 per share on Equity shares of the Company for the financial year ended March 31, 2021.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Voting at AGM	Remote e-Voting	Total	
Assent	14,06,76,079	31,70,16,016	45,76,92,095	100.0000
Dissent	0	0	0	0
Total	14,06,76,079	31,70,16,016	45,76,92,095	100.0000

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure-E.**



Signature

SANJAY GROVER & ASSOCIATES

Resolution No. 6- Approval to issue Non-Convertible Debentures and Commercial Paper on Private Placement Basis of an amount not exceeding INR 400 Crores.

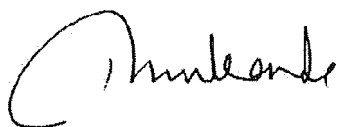
Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Voting at AGM	Remote e-Voting	Total	
Assent	14,06,76,079	31,70,16,016	45,76,92,095	100.0000
Dissent	0	0	0	0
Total	14,06,76,079	31,70,16,016	45,76,92,095	100.0000

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure-F.**

10. The register containing the details of remote e-Voting and e-Voting at the AGM is under my safe custody and will be handed over to the Company Secretary of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

**For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES**



(Mohinder Paul Kharbanda)

Partner

CP No.: 22192

UDIN: F002365C001063854

October 1, 2021

New Delhi



Details of e-Voting at AGM & remote e-Voting for Resolution No.-1 are as under:

A1. E-VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	14	14,06,76,079	1,40,67,60,790
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	14	14,06,76,079	1,40,67,60,790
d) Votes with Assent	14	14,06,76,079	1,40,67,60,790
e) Votes with Dissent	0	0	0

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	29	31,70,16,016	3,17,01,60,160
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	29	31,70,16,016	3,17,01,60,160
d) Votes with Assent	29	31,70,16,016	3,17,01,60,160
e) Votes with Dissent	0	0	0



Signature

Details of e-Voting at AGM & remote e-Voting for Resolution No.-2 are as under:

B1. E-VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	14	14,06,76,079	1,40,67,60,790
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	14	14,06,76,079	1,40,67,60,790
d) Votes with Assent	14	14,06,76,079	1,40,67,60,790
e) Votes with Dissent	0	0	0

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	29	31,70,16,016	3,17,01,60,160
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	29	31,70,16,016	3,17,01,60,160
d) Votes with Assent	29	31,70,16,016	3,17,01,60,160
e) Votes with Dissent	0	0	0



Signature

Details of e-Voting at AGM & remote e-Voting for Resolution No.-3 are as under:

C1. E-VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	14	14,06,76,079	1,40,67,60,790
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	14	14,06,76,079	1,40,67,60,790
d) Votes with Assent	14	14,06,76,079	1,40,67,60,790
e) Votes with Dissent	0	0	0

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	29	31,70,16,016	3,17,01,60,160
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	29	31,70,16,016	3,17,01,60,160
d) Votes with Assent	29	31,70,16,016	3,17,01,60,160
e) Votes with Dissent	0	0	0



Details of e-Voting at AGM & remote e-Voting for Resolution No.-4 are as under:

D1. E-VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	14	14,06,76,079	1,40,67,60,790
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	14	14,06,76,079	1,40,67,60,790
d) Votes with Assent	14	14,06,76,079	1,40,67,60,790
e) Votes with Dissent	0	0	0

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	29	31,70,16,016	3,17,01,60,160
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	29	31,70,16,016	3,17,01,60,160
d) Votes with Assent	29	31,70,16,016	3,17,01,60,160
e) Votes with Dissent	0	0	0



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Details of e-Voting at AGM & remote e-Voting for Resolution No.-5 are as under:

E1. E-VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	14	14,06,76,079	1,40,67,60,790
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	14	14,06,76,079	1,40,67,60,790
d) Votes with Assent	14	14,06,76,079	1,40,67,60,790
e) Votes with Dissent	0	0	0

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	29	31,70,16,016	3,17,01,60,160
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	29	31,70,16,016	3,17,01,60,160
d) Votes with Assent	29	31,70,16,016	3,17,01,60,160
e) Votes with Dissent	0	0	0



Signature

Details of e-Voting at AGM & remote e-Voting for Resolution No.-6 are as under:

F1. E-VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	14	14,06,76,079	1,40,67,60,790
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	14	14,06,76,079	1,40,67,60,790
d) Votes with Assent	14	14,06,76,079	1,40,67,60,790
e) Votes with Dissent	0	0	0

F2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	29	31,70,16,016	3,17,01,60,160
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	29	31,70,16,016	3,17,01,60,160
d) Votes with Assent	29	31,70,16,016	3,17,01,60,160
e) Votes with Dissent	0	0	0



Signature