



## Motherson Sumi Systems Limited

Head Office: C-14 A & B, Sector 1, Noida – 201301 Distt. Gautam Budh Nagar, U.P. India  
Tel: +91-120-6752100, 6752278, Fax: +91-120-2521866, 2521966, Website: www.motherson.com

March 8, 2022

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, India

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

**Scrip Code : MOTHERSUMI**

**Scrip Code : 517334**

**Subject: Notice of the Extra-ordinary General Meeting of the Equity Shareholders of Motherson Sumi Systems Limited (“Company”).**

Dear Sir (s)/ Madam(s),

The Board of Directors of the Company on March 6, 2022 approved to convene an Extra-Ordinary General Meeting (“**EGM**”) of the Equity Shareholders of the Company to be held on **Wednesday, March 30, 2022 at 1015 hours (IST)** through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) in accordance with relevant circulars issued by the Ministry of Corporate Affairs.

In this respect, please find enclosed a copy of the Notice dated March 7, 2022 for convening the EGM along with the Explanatory Statement for your information and records. The Notice is sent through electronic means to the Equity Shareholders of the Company on March 7, 2022.

The above announcement is also being made available on the website of the Company at [www.motherson.com](http://www.motherson.com) .

This disclosure is being made in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The above is submitted for your kind records.

Thanking You,

Yours truly,  
For Motherson Sumi Systems Limited

Alok Goel  
Company Secretary

Encl: a/a

Regd Office:  
Unit – 705, C Wing, ONE BKC  
G Block Bandra Kurla Complex  
Bandra East Mumbai – 400051  
Maharashtra (India)  
Email: investorrelations@motherson.com  
CIN No.: L34300MH1986PLC284510



## MOTHERSON SUMI SYSTEMS LIMITED

(CIN-L34300MH1986PLC284510)

Regd. Office: Unit 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex  
Bandra East, Mumbai – 400051

Corporate Office: 11th Floor, Plot No. 1, Sector-127, Noida-Greater Noida Expressway, Noida-201301

Phone: +91 120 6679500; Fax: +91 120 2521866;

E-mail: [investorrelations@motherson.com](mailto:investorrelations@motherson.com); Website: [www.motherson.com](http://www.motherson.com)

### NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of Motherson Sumi Systems Limited (“MSSL” or “Company”) is scheduled to held on March 30, 2022, Wednesday at 1015 Hours (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) following the operating procedures (with requisite modifications as may be required) referred to in 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 issued by the Ministry of Corporate Affairs, Government of India, (“MCA Circulars”), to transact the following business(s):

#### **SPECIAL BUSINESS:**

##### **Item No. 1:**

**To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of Mr. Norikatsu Ishida (DIN: 09443998) as a Director of the Company, as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Norikatsu Ishida (DIN: 09443998), who was appointed as an Additional Director of the Company with effect from January 4, 2022, by the Board of Directors of the Company, pursuant to Section 161(1) of the Act and Article 104 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying his intention to propose the candidature of Mr. Norikatsu Ishida for the office of Director, be and is hereby appointed as a Director of the Company, who will be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to aforesaid resolution.”

##### **Item No. 2:**

**To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of Mr. Robert Joseph Remenar (DIN: 09469379) as an Independent Director of the Company, as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Robert Joseph Remenar (DIN: 09469379) who was appointed as an Additional Director in the capacity of an Independent Director by the Board of Directors with effect from January 28, 2022, pursuant to provisions of Section 161(1) of the Act read with Article 104 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying his intention to propose the candidature of Mr. Robert Joseph Remenar for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of five (5) years, i.e., from January 28, 2022 and up to January 27, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to aforesaid resolution.”

**Item No. 3:**

**To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of Mr. Veli Matti Ruotsala (DIN: 09462008) as an Independent Director of the Company, as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “**the Act**”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Veli Matti Ruotsala (DIN: 09462008) who was appointed as an Additional Director in the capacity of an Independent Director by the Board of Directors with effect from January 28, 2022 pursuant to provisions of Section 161(1) of the Act read with Article 104 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying his intention to propose the candidature of Mr. Veli Matti Ruotsala for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of five (5) years, i.e., from January 28, 2022 and up to January 27, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to aforesaid resolution.”

**Item No. 4:**

**To consider and, if thought fit, to pass, with or without modification(s), the following resolution for approval of the 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:**

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“**the Act**”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act, and the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and other applicable provisions of SEBI Listing Regulations, if any, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/agreements(s)/arrangement(s)/transaction(s), between the Company and/or its subsidiaries and/or its joint ventures (hereinafter collectively referred to as “**Company & Entities**”), on the one hand, with the following counter- parties:

- (1) Motherson Sumi Wiring India Limited (“**MSWIL**”) for the transactions as below:

- (a) sale / supply of components, such as wires, rubber parts, tools, jig, fixtures, connectors, certain capital items and other components, required to manufacture / assemble wiring harness;
- (b) purchase of wiring harness and other parts and/or components thereof;
- (c) to lease, sub-lease, license or sub-license properties, including providing maintenance services with respect of such properties(on need basis) for manufacturing units and other office premises;
- (d) to provide various functional support services towards design and development, engineering services, finance, procurement, logistics, human resource, information technology support, travel management, infrastructure support etc.;
- (e) to provide various management services, including management support and advice, local relationships and ground level assistance; and

(2) SEI Thai Electric Conductor Co., Ltd., Thailand for purchase of copper

up to such extent and on such terms and conditions as specified in the Explanatory Statement annexed to this Notice, subject to such transactions being undertaken on an arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “**the Board**”, which term shall be deemed to include, unless context otherwise requires, any Committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and are hereby authorised, to execute, deliver and perform such agreements, contracts, deeds and other documents on an ongoing basis and deal with any matters, take necessary steps in the matter as they may in their absolute discretion deem necessary or expedient and to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction(s) to be undertaken by the Company, and make such changes to the terms and conditions as may be considered necessary, expedient or desirable and execute such addendum agreements, documents and writings and to make such filings as may be necessary or desirable by the Board, in order to give effect to this Resolution.”

By order of Board

Place: Noida (Uttar Pradesh)  
Date: March 07, 2022

Alok Goel  
Company Secretary  
Membership No. – FCS 4383

**Registered Office Address:**

Unit 705, C Wing, ONE BKC  
G Block, Bandra Kurla Complex  
Bandra East, Mumbai – 400051.

**Notes:**

1. A statement under Section 102 of the Companies Act, 2013 (“**the Act**”) and/or as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI Listing Regulations**”) concerning the business under Item Nos. 1-4 of the Notice is annexed hereto.
2. In view of the outbreak of the COVID-19 pandemic and pursuant to the 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 issued by the Ministry of Corporate Affairs, Government of India, (“**MCA Circulars**”) and circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (“**SEBI Circulars**”) physical attendance of the

Members to the Extra-Ordinary General Meeting (“EGM”) venue is not required and that the general meeting shall be held through VC/OAVM. Hence, Members can attend and participate in the ensuing EGM through VC/OAVM and thus the attendance slip is not attached to this notice.

3. Pursuant to the MCA Circulars and SEBI Circulars, the facility to appoint proxy to attend and cast vote for and on behalf of the members is not available for this EGM and hence the Proxy Form is not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF / NRI etc.) are required to send a scanned copy of its Board or governing body resolution / Authorisation etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to [support@dpgupta.com](mailto:support@dpgupta.com) with a copy marked to [investorrelations@motherson.com](mailto:investorrelations@motherson.com).
5. In case of joint holders attending the meeting, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. Members and authorised representatives are requested to provide duly completed and signed documents, mentioning therein details of their DP ID and Client ID / Folio No.
7. The Members can join the EGM through the VC/OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the EGM, by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first-come first-served basis. This will not include large shareholders (shareholders holding 2% or more of the shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first-come first-served basis.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars and SEBI Circular, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the EGM will be provided by NSDL.
9. In line with the MCA Circulars, the Notice calling the EGM has been uploaded on the website of the Company at [www.motherson.com](http://www.motherson.com). The Notice can also be accessed from the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice is also available on the website of NSDL (agency for providing the remote e-voting and e-voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories.
11. Mr. D.P. Gupta, Practicing Company Secretary of M/s. SGS Associates LLP (FCS No. 2411, CP No. 1509) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, after the conclusion of voting at the EGM, will first count the votes cast at meeting and thereafter unblock the votes cast through remote evoting in presence of at least two witnesses not in employment of the Company and shall make, within 48

hours from the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.

12. The result of the voting shall be announced on or before April 1, 2022, upon receipt of Scrutinizer's report and same shall be displayed on the website of the Company at [www.motherson.com](http://www.motherson.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) besides being sent to BSE Limited and National Stock Exchange of India Limited.
13. EGM has been convened through VC/OAVM in compliance with MCA Circulars and SEBI Circulars. Since EGM is being held through VC/OAVM, the route map of the venue of EGM is not annexed herewith and the venue of EGM shall be deemed to be the Registered Office of the Company. The recorded transcript of the meeting shall also be made available on the web-site of the Company.

#### 14. Voting by Electronic Means

- A. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), the Company has provided to the members with a facility to exercise their voting right at the Extra-Ordinary General Meeting ("EGM") by electronic means and the business may be transacted through such voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of EGM ("**remote e-voting**") will be provided by NSDL. The facility of voting through e-voting / insta poll will also be available at EGM and members attending EGM who have already cast their vote by remote e-voting period may attend EGM but shall not be entitled to again cast their vote again.
- B. **The remote e-voting period begins on Sunday, March 27, 2022 at 0900 Hours (IST) and ends on Tuesday, March 29, 2022 at 1700 Hours (IST).** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date), i.e., March 23, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e. March 23, 2022.
- C. The instructions of e-voting are as under:

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:




#### **Step 1: Access to NSDL e-Voting system**

- A. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> </ol>

	<p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B. Login method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**



1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - ii) If your email ID is not registered, please follow steps mentioned

below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

- 1 Corporate / Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [support@dpgupta.com](mailto:support@dpgupta.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting

website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

- 3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 / 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in), who will also address the grievances connected with the voting by electronic means.
- 4 Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the Cut-Off Date, i.e., March 23, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company at [investorrelations@motherson.com](mailto:investorrelations@motherson.com).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) through email to [investorrelations@motherson.com](mailto:investorrelations@motherson.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investorrelations@motherson.com](mailto:investorrelations@motherson.com) . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

#### **15. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, email id, mobile number at [investorrelations@motherson.com](mailto:investorrelations@motherson.com). Such shareholders must register their request three (3) days in advance of the Meeting, i.e., on or before, Saturday, March 26, 2022 with the Company.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investorrelations@motherson.com](mailto:investorrelations@motherson.com). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
8. Shareholders’ who need assistance before or during the Meeting, can contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or call on toll free no.: 1800-0120-990 / 1800-22-44-30.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

##### **Item No. 1**

The members may note that Mr. Takeshi Fujimi, a nominee of M/s. Sumitomo Wiring Systems, Ltd., Japan (“SWS”), a joint venture partner of your Company has resigned and ceased to be a Director of the Company with effect from January 4, 2022. In this respect, SWS had proposed nomination of Mr. Norikatsu Ishida (DIN: 09443998) as a Director on the Board of your Company.

Mr. Norikatsu Ishida is a Bachelor of Economics from Chuo University, Japan. He has extensive accounting experience and expertise and has worked for SWS for over 30 years. Mr. Ishida began his career in 1984 as a member of the cost-planning department at SWS, where his primary responsibilities included cost planning for overseas companies. Mr. Ishida was assigned responsibility of SWS's group companies in Indonesia, Thailand and the United Kingdom for more than ten (10) years, handling international business and multi-cultural communication as well as accounting.

The Nomination and Remuneration Committee of the Company, has evaluated profile of Mr. Norikatsu Ishida and considering skills, knowledge and experience possessed by Mr. Ishida and synergy of such skills and expertise with business of the Company and need of such knowledge from Company's customers and other stakeholders perspective, had recommended to the Board of Directors of the Company, appointment of Mr. Ishida as an Additional Director of the Company. The Nomination and Remuneration Committee while making such recommendation to the Board, in its meeting held on January 4, 2022 also considered various criteria as per the Nomination and Remuneration Policy of the Company, i.e., qualifications, positive attributes, etc.

Thereupon, considering recommendation of the Nomination and Remuneration Committee and diversified experience and knowledge of international business of Mr. Norikatsu Ishida, the Board of Directors of the Company in its meeting held on January 4, 2022 appointed Mr. Ishida as an Additional Director of the Company, with immediate effect. Mr. Ishida as a non-executive Director, will be liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013 (hereinafter referred to as "**the Act**") and applicable provisions of the Articles of Association of the Company, as amended from time to time.

Further, a brief profile of Mr. Norikatsu Ishida and other requisite details, pursuant to the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") read with the Secretarial Standard on General Meetings ("**SS-2**"), issued by the Institute of Company Secretaries of India are mentioned in this explanatory statement and/or annexed to this notice.

The members may note that pursuant to the Section 161 of the Act and rules made thereunder, an Additional Director appointed by the Board of Directors of the Company at any time shall hold office up to the date of the next annual general meeting of the Company. Further, Regulation 17(1C) of SEBI Listing Regulations requires that approval of the shareholders for appointment of a person on the Board of Directors needs to be obtained at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier.

The Company has received notice in writing under the provisions of section 160 of the Act from member proposing his candidature for the office of Director of the Company.

Accordingly, pursuant to the provisions of Section 161 of the Act read with Regulation 17 (1C) of SEBI Listing Regulations, approval of shareholders by way of an Ordinary Resolution be and is hereby sought for the appointment of Mr. Norikatsu Ishida as a non-executive Director on the Board of Directors and to be liable to retire by rotation as mentioned in the enabling resolution. The Board of Directors considers that Mr. Norikatsu Ishida's appointment as a Director would be of immense benefit to the Company.

Mr. Norikatsu Ishida had provided a declaration that he is not disqualified to be appointed as Director in accordance with Section 164(2) of the Act and disclosure of his interest in accordance with the provisions of section 184(1) of the Act. The copies of declaration and disclosure received from Mr. Norikatsu Ishida shall be made available for inspection during normal business hours and at the meeting.

Except Mr. Norikatsu Ishida, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice of this General Meeting.

## **Item No. 2**

The members in their meeting held on April 29, 2021 pursuant to the order of Hon'ble National Company Law Tribunal, Mumbai Bench – IV ("**Hon'ble NCLT**") dated February 16, 2021, had approved a composite scheme of amalgamation and arrangement amongst the Company, Samvardhana Motherson International Limited ("**SAMIL**"), Motherson Sumi Wiring India Limited ("**MSWIL**") and their respective shareholders and creditors, undertaken pursuant to Sections 230 - 232, and other applicable provisions, of the Companies Act, 2013 ("**Scheme**").

The Scheme was subsequently approved by the Hon'ble NCLT vide its order dated December 22, 2021 certified copy of which was received on December 23, 2021 and consequently, the Domestic Wiring Harness Undertaking (*as defined under the Scheme*) of the Company has been demerged and stands vested into MSWIL effective from January 5, 2022 and SAMIL stands merged with the resultant Company (after completion of demerger) effective from January 21, 2022.

Subsequent to the effectiveness of the demerger of Domestic Wiring Harness Undertaking of the Company, in order to ensure continuity of Board participation and benefit the demerged entity with the vast experience and knowledge of the Independent Directors, Mr. Arjun Puri and Ms. Geeta Mathur were co-opted as Independent Directors on the Board of MSWIL for their remaining tenure in the Company, i.e., up to March 31, 2024. Further, Mr. Arjun Puri and Ms. Geeta Mathur resigned and ceased to be Independent Directors on the Board of the Company effective from January 28, 2022.

Further, upon merger of SAMIL with the Company and consequent consolidation of 100% of the shareholding of Samvardhana Moterson Automotive Systems Group BV ("**SMRP BV**") in the Company, along with bringing all joint ventures and subsidiaries of SAMIL under the Company, the Company has been able to achieve diversification of product, revenue and customer mix geographically. This has also resulted into expanding the business of the Company from a diversified auto component product portfolio and foray into non-auto component business resulting in partnership with global technology leaders and thus creating greater value for the shareholders / stakeholders of the Company.

The members may note that pursuant to Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), at least half of the Board of Directors of the Company is required to consist of Independent Directors.

Accordingly, in compliance with the aforesaid SEBI Regulation and to drive performance of the Company with competent leadership, having an established record of diverse and positive performance, varied and considerable knowledge and experience, Mr. Robert Joseph Remenar (DIN: 09469379) was considered for the office of Independent Director of the Company by the Nomination and Remuneration Committee of the Company.

Mr. Robert Joseph Remenar holds a Degree of Master of Business and Professional Accountancy from Walsh College, Michigan and an undergraduate degree in Finance from Central Michigan University, Michigan with Accounting, Finance and Economics as major subjects.

Mr. Robert Joseph Remenar joined General Motors in 1985 and held several executive and managerial positions within General Motors. In 1998, Mr. Remenar joined Delphi and held diverse executive positions including being named as officer of Delphi and President of Delphi Steering Division in 2002. In 2009, Mr. Remenar was elected President and CEO of Nexteer Automotive (2009–2012) and held the position of President & CEO of Chassis Inc for the period from 2012 to 2014. Mr. Remenar was Vice Chairman & President at Kensington Capital Acquisition Corp. (2020- 2021) and Vice Chairman of Kensington Capital Acquisition Corp II (2020-2020) and Vice Chairman of Kensington Capital Acquisition Corp II (2021-2021). Currently, Mr. Remenar serves as COO of Kensington Capital Acquisition Corp IV. Mr. Remenar is a Member of the Board of Directors in the capacity of an Independent Director of PKC Group, Helsinki, Finland since April 2012 and was Vice Chairman for the period from 2013-2017. He is also a Member of the Board of Directors, Cooper-Standard Automotive (Ticker CPS), Novi, MI since May 2015; Chairman of the Compensation Committee since May 2017, Member of the Audit Committee since May 2020 and Member of the Board of Directors, Stanadyne Corporation, Windsor, CT since January 2021.

Mr. Remenar has expertise in optimizing organisations, bringing governance and creating value. Mr. Remenar has skills of developing businesses into profitable, successful, global enterprises through customer diversity, lean manufacturing, portfolio and footprint optimisation and competitive cost structures. Mr. Remenar has extensive experience of working with automotive OEMs, suppliers, unions, capital markets, private equity and Merger & Acquisitions (M&A).

The Nomination and Remuneration Committee of the Company, has evaluated profile of Mr. Remenar and considering skills, knowledge and experience possessed by Mr. Remenar and synergy of such skills



and expertise with business of the Company, need of such knowledge from Company's customers and all stakeholders perspective, had recommended to the Board of Directors of the Company, appointment of Mr. Remenar as an Additional Director of the Company in the capacity of Independent Director for a term of five (5) years, i.e., for a period from January 28, 2022 up to January 27, 2027. The Nomination and Remuneration Committee while making such a recommendation to the Board, in its meeting held on January 28, 2022 also considered various criteria as per the Nomination and Remuneration Policy of the Company, i.e., qualifications, positive attributes, time commitment, independence etc.

Thereupon, considering recommendation of the Nomination and Remuneration Committee and diversified experience and knowledge of Mr. Remenar of Global OEMs, suppliers, unions, capital markets, private equity and M&A, the Board of Directors of the Company is of the opinion that Mr. Remenar fulfils the conditions specified under the Companies Act, 2013 (hereinafter referred to as "the Act") and SEBI Listing Regulations for such an appointment and is independent of the Management. Further, the Board of Directors of the Company in its meeting held on January 28, 2022 appointed Mr. Remenar as an Additional Director in the capacity of Independent Director, subject to shareholders' approval with immediate effect for a term of five (5) years i.e. for a period from January 28, 2022 up to January 27, 2027. Mr. Remenar as a non-executive Independent Director, will not be liable to retire by rotation in accordance with the provisions of section 152 of the Act and applicable provisions of the Articles of Association of the Company, as amended from time to time.

Further, a brief profile of Mr. Robert Joseph Remenar and other requisite details, pursuant to the provisions of the Regulation 36 of SEBI Listing Regulations read with the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned in this explanatory statement and/or annexed to this notice.

The members may note that pursuant to Section 161 of the Act and rules made thereunder, an Additional Director appointed by the Board of Directors of the Company at any time shall hold office up to the date of the next annual general meeting of the Company. Also, Regulation 17(1C) read with Regulation 25(2A) of SEBI Listing Regulations requires that approval of the shareholders by way of Special Resolution for appointment of a person as an Independent Director on the Board of Directors needs to be obtained at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier.

The Company has received notice in writing under the provisions of section 160 of the Act from member proposing his candidature for the office of Director of the Company.

Accordingly, pursuant to the provisions of Section 161 of the Act read with Regulation 17 (1C) of SEBI Listing Regulations, approval of shareholders by way of a Special Resolution be and is hereby sought for the appointment of Mr. Robert Joseph Remenar as a non-executive and an Independent Director on the Board of Directors for a term of five (5) years, i.e., for a period from January 28, 2022 up to January 27, 2027, not liable to retire by rotation as mentioned in the enabling resolution read with the terms and conditions of appointment of Independent Directors as made available on the website of the Company for inspection by the members during normal business hours through electronic mode. The Board of Directors considers that Mr. Robert Joseph Remenar's appointment as an Independent Director would be of immense benefit to the Company.

Mr. Robert Joseph Remenar had provided a declaration that he is not disqualified to be appointed as Director in accordance with Section 164(2) of the Act, disclosure of his interest in accordance with the provisions of Section 184(1) of the Act and declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16(1)(b) of SEBI Listing Regulations. The copies of declarations and disclosure received from Mr. Robert Joseph Remenar shall be made available for inspection during normal business hours and at the meeting.

Except Mr. Robert Joseph Remenar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice of this General Meeting.

### Item No. 3

The members in their meeting held on April 29, 2021 pursuant to the order of Hon'ble National Company Law Tribunal, Mumbai Bench – IV (“**Hon’ble NCLT**”) dated February 16, 2021, had approved a composite scheme of amalgamation and arrangement amongst the Company, Samvardhana Motherson International Limited (“**SAMIL**”), Motherson Sumi Wiring India Limited (“**MSWIL**”) and their respective shareholders and creditors, undertaken pursuant to Sections 230 - 232, and other applicable provisions, of the Companies Act, 2013 (“**Scheme**”).

The Scheme was subsequently approved by the Hon’ble NCLT vide its order dated December 22, 2021 certified copy of which was received on December 23, 2021 and consequently, the Domestic Wiring Harness Undertaking (*as defined under the Scheme*) of the Company has been demerged and stands vested into MSWIL effective from January 5, 2022 and SAMIL stands merged with the resultant Company (after completion of demerger) effective from January 21, 2022.

Subsequent to the effectiveness of the demerger of Domestic Wiring Harness Undertaking of the Company, in order to ensure continuity of Board participation and benefit the demerged entity with the vast experience and knowledge of the Independent Directors, Mr. Arjun Puri and Ms. Geeta Mathur were co-opted as Independent Directors on the Board of MSWIL for their remaining tenure in the Company, i.e., up to March 31, 2024. Further, Mr. Arjun Puri and Ms. Geeta Mathur resigned and ceased to be Independent Directors on the Board of the Company effective from January 28, 2022.

Further, upon merger of SAMIL with the Company and consequent consolidation of 100% of the shareholding of Samvardhana Motherson Automotive Systems Group BV (“**SMRP BV**”) in the Company, along with bringing all joint ventures and subsidiaries of SAMIL under the Company, the Company has been able to achieve diversification of product, revenue and customer mix geographically. This has also resulted into expanding the business of the Company from a diversified auto component product portfolio and foray into non-auto component business resulting in partnership with global technology leaders and thus creating greater value for the shareholders / stakeholders of the Company.

The members may note that pursuant to Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), at least half of the Board of Directors of the Company are required to consist of Independent Directors.

Accordingly, in compliance with the aforesaid SEBI Listing Regulations and to drive performance of the Company with competent leadership, having an established record of diverse and positive performance, varied and considerable knowledge and experience, Mr. Veli Matti Ruotsala (DIN: 09462008) was considered for the office of Independent Director of the Company by the Nomination and Remuneration Committee of the Company.

Mr. Veli Matti Ruotsala holds M.Sc. Engineering Degree with Industrial Engineering, Business administration & information system as the main subjects from Aalto University, Finland (formerly known as Helsinki University of Technology) and a Core executive MBA degree from the same University.

He has a rich experience of 40 years in several corporations *inter alia* including Konecranes plc, a material handling (Cranes) industry as Chief Operating Officer and Deputy to CEO, as Corporate Vice President at AGCO, a company engaged in farming machinery industry and as Deputy CEO in Fortum Corporation, a company engaged in energy industry. He is Chairman of the Board of Directors of Caruna Networks Oy, since 2019 and is a member of Board in Oy Halton Group Ltd. since 2006. In the automotive and commercial vehicle industry segment, he is the Chairman of the Board of Directors in PKC Group Ltd. since 2008. Mr. Ruotsala is associated with Caruna Networks Oy., Oy Halton Group Ltd. and PKC Group Ltd. in the capacity of an Independent Director. During his long and distinguished career, he has held several executive positions of trust in the past across various industries.

The Nomination and Remuneration Committee of the Company, has evaluated profile of Mr. Ruotsala and considering skills, knowledge and experience possessed by Mr. Ruotsala and synergy of such skills and expertise with business of the Company, need of such knowledge from Company’s customers and

other stakeholders perspective, had recommended to the Board of Directors of the Company, appointment of Mr. Ruotsala as an Additional Director of the Company in the capacity of Independent Director for a term of five (5) years i.e. for a period from January 28, 2022 up to January 27, 2027. The Nomination and Remuneration Committee while making such a recommendation to the Board, in its meeting held on January 28, 2022 also considered various criteria as per the Nomination and Remuneration Policy of the Company, i.e., qualifications, positive attributes, time commitment, independence etc.

Thereupon, considering recommendation of the Nomination and Remuneration Committee and diversified experience and knowledge of different industries and Business administration system of Mr. Ruotsala, the Board of Directors of the Company is of the opinion that Mr. Ruotsala fulfils the conditions specified under the Companies Act, 2013 (hereinafter referred to as “the Act”) and SEBI Listing Regulations for such appointment and is independent of the management. Further, the Board of Directors of the Company in its meeting held on January 28, 2022 appointed Mr. Ruotsala as an Additional Director of the Company in the capacity of Independent Director with immediate effect for a term of five (5) years i.e. for a period from January 28, 2022 up to January 27, 2027, subject to shareholders’ approval. Mr. Ruotsala as a non-executive Independent Director, will not be liable to retire by rotation in accordance with the provisions of section 152 of the Act and applicable provisions of the Articles of Association of the Company, as amended from time to time.

Further, a brief profile of Mr. Veli Matti Ruotsala and other requisite details, pursuant to the provisions of the Regulation 36 of SEBI Listing Regulations read with the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are mentioned in this explanatory statement and/or annexed to this notice.

The members may note that pursuant to Section 161 of the Act and rules made thereunder, an Additional director appointed by the Board of Directors of the Company at any time shall hold office up to the date of the next annual general meeting of the Company. Also, Regulation 17(1C) read with Regulation 25(2A) of SEBI Listing Regulations requires that approval of the shareholders by way of Special Resolution for appointment of a person as an Independent Director on the Board of Directors needs to be obtained at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier.

The Company has received notice in writing under the provisions of section 160 of the Act from member proposing his candidature for the office of Director of the Company.

Accordingly, pursuant to the provisions of Section 161 of the Act read with Regulation 17 (1C) and 25(2A) of SEBI Listing Regulations, approval of shareholders by way of a Special Resolution be and is hereby sought for the appointment of Mr. Veli Matti Ruotsala as a non-executive Independent Director on the Board of Directors for a term of five (5) years, i.e., for a period from January 28, 2022 up to January 27, 2027 not liable to retire by rotation as mentioned in the enabling resolution read with the terms and conditions of appointment of Independent Directors as made available on the website of the Company for inspection by the members during normal business hours through electronic mode. The Board of Directors considers that Mr. Veli Matti Ruotsala’s appointment as an Independent Director would be of immense benefit to the Company.

Mr. Veli Matti Ruotsala had provided a declaration that he is not disqualified to be appointed as Director in accordance with Section 164(2) of the Act, disclosure of his interest in accordance with the provisions of Section 184(1) of the Act and declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16(1)(b) of SEBI Listing Regulations. The copies of declarations and disclosure received from Mr. Veli Matti Ruotsala shall be made available for inspection during normal business hours and at the meeting.

Except Mr. Veli Matti Ruotsala, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of this General Meeting.

#### Item No. 4

The Composite Scheme of Amalgamation and Arrangement (“**Scheme**”) undertaken amongst Motherson Sumi Systems Limited (“**the Company**”), Samvardhana Motherson International Limited (“**SAMIL**”), Motherson Sumi Wiring India Limited (“**MSWIL**”) and their respective shareholders and creditors, undertaken pursuant to Sections 230 - 232, and other applicable provisions, of the Companies Act, 2013, was approved by the Hon’ble National Company Law Tribunal, Mumbai Bench – IV by way of its order dated December 22, 2021, certified copy of which was received on December 23, 2021. Pursuant to the Scheme, the Domestic Wiring Harness Undertaking or DWH Undertaking (*as defined in the Scheme*) of the Company has been demerged into MSWIL with effect from January 5, 2022 and SAMIL has merged with and into the Company with effect from January 21, 2022.

The members may note that the Company (either directly or through its subsidiaries and/or joint ventures) (hereinafter “**Company & Entities**”) has, over years, developed in-house value chain of various products through various backward integration initiatives which give it a distinct cost advantage. Accordingly, post the demerger becoming effective, the Company & Entities and/or MSWIL have various inter-dependencies. In this respect, the Company supplies to MSWIL various goods or materials, including wires, various tools, jigs, fixtures, rubber parts, connectors and certain other components which are used to manufacture/ assemble wiring harnesses along with providing certain capital items as required for its business. Similarly, the Company & Entities leverage MSWIL’s business’ world-class technology and vast experience in cost-efficient manufacturing and procures wiring harness and other parts and/or components thereof which is used as child parts in the manufacturing of other components.

Also, the Company & Entities have a central team for some of the key functions in the areas of design and development services, finance, procurement engineering services, human resource, travel management, infrastructure support etc., the services of which are availed by each of the businesses of the Company. Accordingly, to ensure that post the demerger, the benefit of the in-house value chain continues to be available to all the businesses, certain related party transactions need to be undertaken, more specifically mentioned in enabling resolution.

The members may note that prior to the Scheme becoming effective, MSWIL was a wholly owned subsidiary of the Company. Considering the proposed demerger of domestic wiring harness business of the Company into MSWIL, the members of the Company in its EGM held on April 29, 2021, *inter-alia*, had approved related party transactions to be entered into between by the Company & Entities and MSWIL on behalf of MSWIL. The said related party transactions were approved by 99.44% of the shareholders of the Company who voted on the resolution (except the related parties of the Company). Further, such approval was obtained keeping in view criticality of the transactions to be undertaken by MSWIL with the Company & Entities, to the functioning of the domestic wiring harness business and to ensure smooth functioning of the domestic wiring harness business of MSWIL.

The members may also note that Motherson Sumi Electric Wires (a division of the Company) (“**MSEW Division**”) is engaged in manufacturing of copper wires of various mode and types, including, for manufacturing of wiring harness by the Company and MSWIL and supplies to other key players for industrial and domestic purposes. For the manufacture of copper wires, the MSEW Division purchases copper block from SEI Thai Electric Conductor Co., Ltd., Thailand (“**SEI, Thai**”).

The brief particulars of the material related party contracts and / or transactions and / or arrangements entered / to be entered into by the Company & Entities with the related parties involved and corresponding approval required are as under. The related party contracts, transactions and/or arrangements detailed below will come into effect from such date as mutually agreed between the parties to the same. For the removal of doubt, all monetary values set out below exclude any taxes that may be payable under applicable laws.

**1(a): Sale / Supply of components and capital goods to MSWIL**

<b>Particulars</b>	<b>Information</b>
<b>Name of the Related Party</b>	<p>Motherson Sumi Wiring India Limited</p> <p>Such components to be sold / supplied by the Company and its subsidiaries, including, Motherson Electrical Wires Lanka Private Limited, Sri Lanka; MSSL (GB) Limited, United Kingdom; MSSL Mideast (FZE), UAE; MSSL Tooling (FZE), UAE; MSSL Japan Limited, Japan; MSSL México S.A. De C.V., Mexico; MSSL WH System (Thailand) Co. Limited, Thailand; SMR Automotive Systems India Limited (CIN: U51100DL1995PLC074884); MSSL Wiring System Inc, USA; PKC Group Poland Holding Sp. z.o.o., Poland; PKC Eesti AS, Estonia; PKC Vehicle Technology (Suzhou) Co. Ltd., China; PK Cables do Brasil Indústria e Comercio Ltda, Brasil; AEES Inc. USA; PKC SEGU Systemelektrik GmbH, Germany; MothersonSumi Infotech and Designs Limited (CIN: U67120DL1985PLC020695); Valeo Motherson Thermal Commercial Vehicles India Limited (CIN: U74899DL2004PLC131101), Matsui Technologies India Limited (CIN: U29199DL2006PLC156494), Anest Iwata Motherson Private Limited (CIN: U34107DL2000PTC108736), Motherson Invenzen XLab Private Limited (CIN: U72300DL2014PTC264533) and joint venture(s) including Kyungshin Industrial Motherson Private Limited (CIN: U55101DL1997PTC090104).</p> <p>The parties identified hereinabove are as per existing arrangement(s) with respective related parties and will include their respective subsidiaries and joint ventures as well.</p>
<b>Nature, material terms and particulars of the contract or arrangement</b>	<p>The transactions are in relation to sale / supply of various goods or materials, including various tools, jig, fixtures, wires, rubber parts, connectors, capital items and other components, which are used to manufacture/ assemble wiring harnesses, as required by MSWIL.</p> <p>The products will include current and future products, including, improvements, new designs, new development etc., <i>inter-alia</i>, to meet the customers' requirements.</p> <p>The transactions will be at an arm's length basis and in the ordinary course of business.</p>
<b>Rationale for transaction</b>	<p>The Company and its subsidiaries and joint venture entities over the years have developed an in house capability of manufacturing various products including certain child parts required in the manufacturing / assembly of wiring harness by way of various backward integration initiatives thereby giving it a distinct cost advantage. As on date, the domestic wiring harness business of the Company has been demerged into and with MSWIL sources all such goods or materials, including wires, various tools, jigs, fixtures, connectors, rubber parts and certain other components (in-house value chain) which are required to manufacture/assemble the wiring harness product as required by the original equipment manufacturers</p>

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(“OEMs”) from other divisions of the Company, and its subsidiaries and joint venture entities. MSWIL also procures certain capital items as required for its business from other divisions of the Company. The transactions with other division of the Company are currently not disclosed separately as they pertain to inter-division procurements.

While DWH Business has been demerged to MSWIL as a part of the Scheme, it will continue to be one of the key businesses forming part of the Motherson group. The above transactions will benefit for increased revenue for the Company and ensure that benefit of its in-house value chain continues to be available to MSWIL as well, at arm’s length prices.

The objective of the proposed related party transactions is to ensure continuity of economies of scale thereby bringing efficiencies for the Company.

These transactions will ensure continuity to existing operations and they are in the best interest of both, your Company as well as MSWIL.

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**Duration of the proposed transactions**

The arrangement will be for a period of 10 years from its effective date. However, arrangement between the companies will be on a non-exclusive basis and therefore the parties would be free to enter into similar contracts with other parties if there is an associated cost-benefit. The agreement to contain termination provisions in line with long term commercial contracts of this nature.

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**Monetary value**

The sale of components by Company and/or its subsidiaries and/or its joint ventures, to MSWIL, in any Financial Year, shall not, in aggregate, exceed 3.5% of the annual consolidated revenues of Company for such Financial Year.

For Financial Year ended March 31, 2021 and nine-month period ended December 31, 2021 for financial year 2021-2022, the sale of components by Company and/or its subsidiaries and/or its joint ventures, to MSWIL were 2.2% and 2.8% respectively, to the proforma consolidated revenue of the Company assuming full effect of the reorganization, i.e., post merger of SAMIL into MSSL and demerger of domestic wiring harness business from the Company to MSWIL.

The per Financial Year aggregate thresholds prescribed has been arrived at after appropriately providing for fluctuations in the commodity pricing, changes in product mix and to allow for room for import content localisation, without requiring incremental approval of the shareholders for the entire duration of such agreements and therefore not resulting in any disruption in the day to day conduct of business.

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**Pricing and financial arrangements**

Pricing for products will be based on an arm’s-length transfer price established by the parties. The purchase price is based on a mixture of fixed, variable and pass-through costs and benchmarked margins for different activities based on transfer pricing principles. Annual price revisions may be applicable based on the above framework.



Pricing of the products will also be driven by past practices adopted by the Company and its subsidiaries and joint ventures basis negotiations based on comparable terms for similar supplies to other customers (wherever applicable) and/or customer target price.

**1(b): Purchase of wiring harness and other parts and/or components thereof by the Company & Entities**

Particulars	Information
<b>Name of the Related Party</b>	<p>Motherson Sumi Wiring India Limited</p> <p>Such wiring harness and other parts and/or components thereof to be purchased by the Company, its subsidiaries including SMR Automotive Systems India Limited (CIN: U51100DL1995PLC074884), SMRC Automotive Products India Limited (CIN: U34101TN2013FLC091389), Samvardhana Motherson Auto System Private Limited (CIN: U50300DL2014PTC273269), Motherson Invenzen XLab Private Limited (CIN: U72300DL2014PTC264533), and joint ventures including Calsonic Kansei Motherson Auto Products Private Limited (CIN: U34102DL2007PTC168779), Fritzmeier Motherson Cabin Engineering Private Limited (CIN: U31908DL2007PTC162125), Motherson Bergstrom HVAC Solutions Private Limited (CIN: U29292DL2010PTC211024), Marelli Motherson Automotive Lighting India Private Limited (CIN: U31500DL2008PTC174123), Kyungshin Industrial Motherson Private Limited (CIN: U55101DL1997PTC090104) and Anest Iwata Motherson Private Limited (CIN: U34107DL2000PTC108736).</p>
<b>Nature, material terms and particulars of the contract or arrangement</b>	<p>The transactions are in relation to the purchase by the Company &amp; Entities of various goods or materials, including the purchase of components of wiring harness and wiring harness.</p> <p>The products will include current and future products, including, improvements, new designs, new development etc., <i>inter-alia</i>, to meet the customers' requirements.</p> <p>The transactions will be at an arm's length basis and in the ordinary course of business.</p>
<b>Rationale for transaction</b>	<p>The domestic wiring harness business of MSWIL is presently the leading wiring harness supplier for the OEMs in India. It is a supplier of choice for several OEMs due to its superior quality and customer centricity.</p> <p>Some of the other businesses of the Company and certain subsidiaries and joint ventures of the Company require wiring harness as child parts for the manufacturing / assembly of the final product. Given the MSWIL's business world-class technology, vast experience and cost-efficient manufacturing, it currently supplies wiring harness to the other divisions of the</p>

	<p>Company, its subsidiaries and joint ventures for the manufacture of internal/external mirror(s), headlight lamps etc. for defined models of OEMs.</p> <p>Post the demerger of domestic wiring harness business to MSWIL, pursuant to the Scheme, the Company, and its subsidiaries and its joint ventures continue to source wiring harnesses from MSWIL on an ongoing basis. This arrangement provides both the Company &amp; Entities and MSWIL continuity of business.</p> <p>The transactions will be at an arm's length basis and in the ordinary course of business.</p>
<b>Duration of the proposed transactions</b>	<p>The arrangement will be for a period of 10 years from its effective date. However, the arrangement between the companies will be on a non-exclusive basis and therefore the parties would be free to enter into similar contracts with other parties as well.</p>
<b>Monetary value</b>	<p>The purchase of wiring harness and other parts and/or components thereof by the Company &amp; Entities from MSWIL, in any Financial Year, shall not, in aggregate, exceed 0.2% of the annual consolidated revenues of Company for such Financial Year.</p> <p>For Financial Year ended March 31, 2021 and nine-month period ended December 31, 2021 for financial year 2021-2022, the purchase of wiring harness and other parts and/or components thereof by the Company and/or its subsidiaries and/or its joint ventures, from MSWIL were 0.1% and 0.1% respectively, to the proforma consolidated revenue of the Company assuming full effect of the reorganization, i.e., post merger of SAMIL into MSSL and demerger of domestic wiring harness business from the Company to MSWIL.</p> <p>The business which are procuring wiring harness from domestic wiring harness are high growth business, including, automotive lighting, off highway vehicle cabins, HVAC systems etc. The per Financial Year aggregate thresholds prescribed above factors in the future growth potential of the Company and its subsidiaries and joint ventures, which procure wiring harness from MSWIL.</p>
<b>Pricing and financial arrangements</b>	<p>With respect to the ongoing models/programs for the supply of wiring harness by DWH Business, the pricing and financial arrangements will be as per existing terms (which are on an arm's' length basis / comparable terms)</p> <p>In respect to the future business, the prices are to be mutually decided basis negotiations based on comparable terms from third party supplier and/or customer target price decided at the time of award of contract by OEMs.</p>

**1(c): To lease, sub-lease, license or sub-license properties, including provision of maintenance services in relation to such properties (on need basis) by the Company to MSWIL**

Particulars	Information
<b>Name of the Related Party</b>	Motherson Sumi Wiring India Limited
<b>Nature, material terms and particulars of the contract or arrangement</b>	The transaction involves leasing/ sub-leasing to MSWIL of various immovable property owned / leased by your Company, on which manufacturing units and offices pertaining to the domestic wiring harness business of MSWIL are situated. Further, area of the manufacturing unit may change in future considering the expansion and other business requirements. The transactions will be at an arm's length basis.
<b>Rationale for transaction</b>	<p>The domestic wiring harness business demerged by the Company into MSWIL, <i>inter-alia</i>, consists of various manufacturing units and offices located in Uttar Pradesh, Maharashtra, Haryana, Gujarat, Madhya Pradesh, Karnataka, Uttarakhand and Tamil Nadu.</p> <p>The land and building of such manufacturing and offices units are originally owned and/or leased in name of the Company. Many of the factories pertaining to the domestic wiring harness business are on long term leases taken from government authorities / industrial parks.</p> <p>Further, as part of the Scheme, it was decided that the Company will continue to retain such immovable assets and MSWIL will work on an asset light model for domestic wiring harness business.</p> <p>Accordingly, all such manufacturing units and offices have been leased / sub-leased to MSWIL by the Company.</p>
<b>Duration of the proposed transactions</b>	<p>The agreement for lease/ sub-lease will be for a period of 10 years from effective date. with a lock-in of 5 years during which, neither party shall be entitled to terminate the agreement.</p> <p>The agreements contain termination provisions, applicable post the expiry of lock-in period, in line with long term commercial contracts of this nature.</p>
<b>Monetary value</b>	<p>MSWIL will pay a monthly rent as per the respective lease / sub-lease agreements, subject to an escalation of 5% per annum.</p> <p>The monthly rents have been determined by way of independent reports prepared by Knight Frank. Further, in case of change in leased area, the rental will vary and such change in rental will be supported by an independent third-party report on an arm's length justification.</p> <p>The estimated lease rental to be received by the Company, for the financial year 2022-2023, is expected to be approximately INR 60,00,00,000 (Rupees sixty crores).</p>

<b>Pricing and financial arrangements</b>	To ensure that the fair market values are evaluated in a transparent manner, Knight Frank was appointed to carry out independent studies and basis the same the lease rentals and annual escalations have been worked out in the respective lease agreements.
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Knight Frank followed the Market Rent approach as per the definition of Market Rent defined within Royal Institute of Chartered Surveyors (RICS) valuation standards which is as follows “*The estimated amount for which an interest in real property should be leased on the valuation date between a willing lessor and a willing lessee on appropriate lease terms in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion*”.

**1(d): Functional Support Services**

<b>Particulars</b>	<b>Information</b>
<b>Name of the Related Party</b>	Motherson Sumi Wiring India Limited  Such functional support services to be provided by the Company, its subsidiaries including Motherson Consultancies Service Limited (CIN U29130DL2004PLC131100); Samvardhana Motherson Global Carriers Limited (CIN: U60232DL2018PLC339026), Samvardhana Motherson Auto System Private Limited (CIN: U50300DL2014PTC273269); Motherson Air Travel Agencies Limited (CIN: U74899DL1994PLC058171), Motherson Techno Tools Limited (CIN: U74999DL1992PLC049607), Motherson Invenzen Xlab Private Limited (CIN: U72300DL2014PTC264533), MothersonSumi Infotech and Designs Limited (CIN: U67120DL1985PLC020695) and joint ventures.
<b>Nature, material terms and particulars of the contract or arrangement</b>	The agreement includes providing of functional support in the areas of accounting, human resource, consulting, procurement services, design and development services for product and process, engineering services, finance, procurement, logistics, information technology support, travel management, infrastructure support and other professional and support services by the Company & Entities to MSWIL and sharing of manpower and resources. The services will include current and future services. The transactions will be at an arm’s length basis.
<b>Rationale for transaction</b>	<b>A. Functional Services to be provided by the Company</b>  The Company has a central team for the wiring harness business operating out of India (domestic and export business) for key functions across all the plants, such as:  <ul style="list-style-type: none"> <li>- Finance, procurement, logistics, human resource services and other common services.</li> <li>- Design and development teams.</li> </ul>

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- Supplier qualification, quality assurance and validation of new parts etc.
  - Process and production engineering teams

These services are being shared for domestic wiring harness business of MSWIL in India and the export wiring harness business operating of the Company, out of India.

## **B. Others**

Further, there are some other shared services which the domestic wiring harness business currently avails from other subsidiaries and joint ventures of the Company. These services include:

- Information technology services including procurement of hardware and software.
- Travel management and guest houses services; and
- Management consultancy services.

Such functional services will continue to be provided by the Company & Entities to MSWIL and the Company would allocate the costs incurred by it, based on revenues of MSWIL and the export wiring harness business operating of the Company, out of India.

The key rationale for undertaking these arrangements is to avoid duplication of resources thus making both the businesses, i.e., the business of the Company and MSWIL, cost-efficient.

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### **Duration of the proposed transactions**

The arrangement with each entity will be for a period of 10 years from effective date.

However, these arrangements will be on a non-exclusive basis and therefore the parties would be free to enter into similar contracts with other parties if there is an associated cost-benefit.

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### **Monetary value**

The aggregate value of all functional support to be provided by the Company and/or subsidiaries and/or joint ventures to MSWIL, in any Financial Year, shall not exceed 0.35% of the annual consolidated revenues of Company for such Financial Year.

For Financial Year ended March 31, 2021 and nine-month period ended December 31, 2021 for financial year 2021-2022, the aggregate value of all functional support were 0.24% and 0.28% respectively, to the proforma consolidated revenue of the Company assuming full effect of the reorganization, i.e., post merger of SAMIL into MSSL and demerger of domestic wiring harness business from the Company to MSWIL.

This per Financial Year monetary threshold is aligned with historical levels i.e., the cost of the services availed by DWH Business and will also include any reimbursement of employee costs incurred by the company rendering the services.

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**Pricing and financial arrangements****A. Functional Services to be provided by the Company**

Costs of common resources shall be allocated between the Company's export wiring harness businesses operating out of India and MSWIL, based on either

- Revenues; or
- Any other applicable metric as may be considered appropriate where revenue-based allocation may not be feasible.

**B. Others**

Pricing to be governed by the following principles:

- In case of any trading activities, there will be a mark-up on an arm's length basis; or
  - In-house developed solutions / services will be priced at comparable levels to market prices.
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**1(e): Management services**

<b>Particulars</b>	<b>Information</b>
<b>Name of the Related Party</b>	Motherson Sumi Wiring India Limited
<b>Nature, material terms and particulars of the contract or arrangement</b>	The transaction shall involve provision of various management services by the Company to MSWIL including management support and advice, local relationships and ground level assistance. The transactions will be at an arm's length basis.
<b>Rationale for transaction</b>	<p>The Company and SWS had entered into a Technical Assistance Agreement dated December 20, 1986 for the manufacture of wiring harness and components. The technical assistance and grant of license were, <i>inter-alia</i>, to manufacture and sell wiring harness and its components by using technical information, know-how and technical assistance from SWS including design &amp; development fee, software computer maintenance fee, technician absence fee etc. The said technical assistance has been extended from time to time and new products been included as per the requirements of the customers. Since these agreement(s) were in relation to the domestic wiring harness business, these stands transferred and vested into MSWIL consequent to the demerger.</p> <p>Further, the domestic wiring harness business of MSWIL benefits from the management guidance and support of the management of the Company.</p> <p>The contribution of the Company in terms of management support and advice and other such incidental aspects is crucial to the growth and development of domestic wiring harness business of MSWIL and domestic wiring harness business requires continuous and ongoing management support and advice from the Company, even after the demerger.</p>

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	Accordingly, the Company to continue to provide strategic guidance and management support from operational and local relationships perspective to MSWIL.
<b>Duration of the proposed transactions</b>	The arrangement shall be for a period of 10 years from effective date. -The agreement will also contain termination provisions in line with long term commercial contracts of this nature.
<b>Monetary value</b>	<p>The aggregate value of all management services to be provided by the Company to MSWIL, in any Financial Year, shall not exceed 0.1% of the annual consolidated revenues of Company for such Financial Year.</p> <p>For Financial Year ended March 31, 2021 and nine-month period ended December 31, 2021 for financial year 2021-2022, the aggregate value of management services were 0.04% and 0.05% respectively, to the proforma consolidated revenue of the Company assuming full effect of the reorganization, i.e., post merger of SAMIL into MSSL and demerger of domestic wiring harness business from the Company to MSWIL.</p>
<b>Pricing and financial arrangements</b>	<p>For Management Services to be provided by the Company to MSWIL, the arrangement will have identical commercial terms / parameters as of the technical services agreement with Sumitomo Wiring Systems Ltd., Japan which has been transferred to MSWIL as a part of the Scheme.</p> <p>All agreement(s)/ arrangement(s) will be at an arm's length basis.</p>

## 2: Purchase of copper

<b>Particulars</b>	<b>Information</b>
<b>Name of the Related Party</b>	<p>SEI Thai Electric Conductor Co., Ltd. (“SEI Thai”)</p> <p>SEI Thai is a subsidiary of Sumitomo Electric Industries Ltd., Japan (“SEI”). Further, SEI is the holding company of M/s. Sumitomo Wiring Systems, Ltd., Japan (“SWS”).</p>
<b>Nature, material terms and particulars of the contract or arrangement</b>	The transactions will be at an arm's length basis and in the ordinary course of business.
<b>Rationale for transaction</b>	SEI Thai supplies copper in drawn from under various sizes from a state of art facility with renowned international technology. The product has excellent quality as required for our applications
<b>Duration of the proposed transactions</b>	The arrangement will be for a period of 10 years from effective date. However, the arrangement between the companies will be on a non-exclusive basis and therefore the parties would be free to enter into similar contracts with other parties as well.

<b>Monetary value</b>	<p>The purchase of Copper by the Company &amp; Entities from SEI Thai, in any Financial Year, shall not, in aggregate, exceed 2.25% of the annual consolidated revenues of Company for such Financial Year.</p> <p>For Financial Year ended March 31, 2021 and nine-month period ended December 31, 2021 for financial year 2021-2022, the purchase of Copper by the Company &amp; Entities from SEI Thai were 1.4% and 1.5% respectively, of the proforma consolidated revenue of the Company assuming full effect of the reorganization, i.e., post merger of SAMIL into MSSL and demerger of domestic wiring harness business from the Company to MSWIL.</p> <p>The per Financial Year aggregate thresholds prescribed above factors in the future growth potential of the Company and also factors in the volatility in the prices of copper.</p>
<b>Pricing and financial arrangements</b>	<p>The purchase price is based on a mixture of fixed, variable and pass-through costs (linked to London Metal Exchange (“LME”)) and benchmarked margins based on transfer pricing principles.</p> <p>The pricing of products is on arms-length basis and comparable with other 3<sup>rd</sup> party suppliers.</p>

The members may note that the Securities and Exchange Board of India (“SEBI”) notified SEBI (Listing Obligation and Disclosure Requirements) (Sixth Amendment) Regulation, 2021 on November 9, 2021 which will be effective from April 1, 2022.

The amended provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) defines a “material related party transaction” as transaction to be entered into individually or taken together with previous transactions during a financial year by the Company, which exceeds INR 1,000 crore or 10% of annual consolidated turnover of the listed entity, whichever is lower, as per last audited financial statements of the listed entity. Further, such “material related party transactions” require prior approval of shareholders.

The members may note that prior to aforesaid amendment, threshold for “material related party transactions” was 10% of annual consolidated turnover of the listed entity. The consolidated revenue from continued operations of the Company for the financial year ended March 31, 2021 as per audited financials was INR 57,370 crores. Further, proforma consolidated revenue of the Company assuming full effect of the reorganization, i.e., post merger of SAMIL into MSSL and demerger of domestic wiring harness business from the Company to MSWIL, for the financial year ended March 31, 2021 was INR 58,225 crores. Accordingly, the related party transaction(s) of the Company as mentioned in the enabling resolution were within the permissible limits pursuant to Regulation 23 of SEBI Listing Regulations, prior to above mentioned amendment.

However, considering revised threshold prescribed by SEBI, the related party transactions(s) mentioned in the enabling resolution requires approval from the shareholders of the Company. Accordingly, at present, the Company is seeking approval from the shareholders for the related party transactions to be entered into between by the Company & Entities and MSWIL, as mentioned at serial no. 1 of the enabling resolution, on its behalf, considering the amended SEBI Listing Regulations.

An extract of key commercial terms for above related party transaction(s) is summarised below for ease of reference:

Sl. No.	Particulars*	9 M FY 22 Quantum % of MSSL (post Reorg) Proforma Net Revenue**	FY21 Quantum % of MSSL (post Reorg) Proforma Net Revenue	Proposed Cap % of MSSL (post Reorg) Net Revenue per Financial Year	Tenure	Rationale for Higher Cap
1(a)	Sale of component, wires etc. to MSWIL	c.2.8%	c.2.2%	3.5%	10 years	To account for any changes in the commodity prices and changes in product mix
1(b)	Purchase of wiring harness and other parts from MSWIL	c.0.1%	c.0.1%	0.2%	10 years	Businesses which are procuring wiring harness from MSWIL are all high growth businesses (such as automotive lighting, off highway vehicle cabins, HVAC systems, etc.). This cap is to factor in their future growth potential.
1(c)	Lease Arrangement with MSWIL	c.0.1%	c.0.1%	NA	10 years (lock in of 5 years)	Subject to an annual escalation of 5%.
1(d)	Functional Support Services to MSWIL	c.0.28%	c.0.24%	0.35%	10 years	Thresholds aligned with historical levels.
1(e)	Management Services to MSWIL	c.0.05%	c.0.04%	0.1%	10 years	The arrangement to have identical commercial terms / parameters as of the technical services agreement with SWS.
2.	Purchase of Copper from SEI Thai	c.1.5%	c.1.4%	2.25%	10 years	To account for any changes in the copper prices

*\* The approval for related party transactions at serial nos. 1(a), 1(b), 1(c), 1(d) and 1(e) have come into effect pursuant to the Scheme. The approval for related party transaction at serial no. 2 is being sought pursuant to the revised threshold notified by SEBI Listing Regulations.*

*\*\* 'c' denotes an approximation.*

The members may note that pursuant to Regulation 23 of the SEBI Listing Regulations and applicable provisions of the Companies Act, 2013, the other non-material related party transaction(s) to be entered by the Company with its related parties on arm's length basis and in ordinary course of business shall be continued to be reviewed and / or approved by the Audit Committee and / or the Board of Directors of the Company.

The Audit Committee and the Board of Directors of the Company on March 5, 2022 and March 6, 2022 respectively have approved and consented to seek shareholders' approval for the said related party transactions. The Audit Committee and the Board of Directors have also noted that these transactions are at arm's length, they qualify as material related party transactions under the SEBI Listing Regulations. Accordingly, the members' approval is being sought for the resolution mentioned as Item No. 4 to this notice.

The members may also note that pursuant to the Scheme becoming effective, MSWIL has allotted equity shares to the shareholders of the Company in ratio of 1:1 as on the record date. Pursuant to the Scheme (i.e. subsequent to the merger of SAMIL into your Company), the Company holds equity 33.43% of the share capital of MSWIL. Further, upon merger of SAMIL into your Company, all the subsidiaries and joint ventures of SAMIL have become subsidiaries and joint ventures of your Company.

Mr. Vivek Chaand Sehgal, Chairman and Promoter of the Company is also the Chairman and Promoter and Director of MSWIL. Mr. Vivek Chaand Sehgal holds 2.32% equity shares of MSWIL. Mr. Laksh Vaaman Sehgal, Director and Promoter of the Company and relative of Mr. Vivek Chaand Sehgal is also Promoter and Director of MSWIL. Accordingly, above promoter directors and/or their nominees may be deemed to be interested in the enabling resolution, to extent of their common directorship and shareholding in the related parties. Except to the extent mentioned hereinabove, none other Directors and/or Key Managerial Personnel(s) or their relatives are in any way concerned or interested in the resolution.

Further, in terms of Regulation 23 of the SEBI Listing Regulations, all entities falling within the definition of related parties under the Listing Regulations shall not vote to approve the relevant transactions irrespective of whether such entities are a party to the particular transaction or not. Accordingly, related parties of the Company (as defined under Regulation 2(1)(zb) of the SEBI Listing Regulations) shall not vote to approve the aforesaid resolution(s) under Item No. 4.

By order of Board

Place: Noida (Uttar Pradesh)

Date: March 07, 2022

Alok Goel

Company Secretary

Membership No. – FCS 4383

**Registered Office Address:**

Unit 705, C Wing, ONE BKC  
G Block, Bandra Kurla Complex  
Bandra East, Mumbai – 400051.

**Details of Directors seeking appointment at the forthcoming General Meeting**  
(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 on General Meeting)

<b>Name of Director</b>	<b>Mr. Norikatsu Ishida</b>	<b>Mr. Robert Joseph Remenar</b>	<b>Mr. Veli Matti Ruotsala</b>
Director Identification No.	09443998	09469379	09462008
Date of Birth	13/03/1961	23/11/1955	04/10/1956
Date of first Appointment on the Board	04/01/2022	28/01/2022	28/01/2022
Qualification	Bachelor of Economics from Chuo University, Japan	Master of Business and Professional Accountancy with degrees from Walsh College (1987) and an undergraduate degree in Finance from Central Michigan University - magna cum laude (1978)	M.Sc. Engineering Degree (Industrial Engineering/tuotantotalous) from Helsinki University of Technology (today Aalto University) and a Core executive MBA degree in 1995 from Helsinki University of Technology (today Aalto University).
Nature of expertise in specific Functional area	He has extensive accounting experience and expertise	He is known for optimizing organisations, bringing governance and creating value. He has extensive experience and relationships with automotive OEMs, suppliers, unions, capital markets, private equity and M&A.	He has vast experience in the automotive and commercial vehicle industry segment.
Remuneration last drawn from Company (in ₹)	N.A.	N.A.	N.A.
Remuneration sought to be paid	N.A.	The Company will pay sitting fees for attending meetings of the Board of Directors / Committee thereof. Also, the commission will be paid within the limits approved by the shareholders in their meeting held on August 31, 2016.	The Company will pay sitting fees for attending meetings of the Board of Directors / Committee thereof. Also, the commission will be paid within the limits approved by the shareholders in their meeting held on August 31, 2016.

Terms and Conditions of appointment / re-appointment	Liable to retire by rotation	Not liable to retire by rotation and other terms as mentioned in the explanatory statement	Not liable to retire by rotation and other terms as mentioned in the explanatory statement.
Number of Board Meetings attended during the year	3*	2**	2**
Relationship with any Director(s) or any Key Managerial Personnel(s) of the Company	None	None	None
Membership/ Chairmanship of the Committee of the Company	a) Nil	b) Nil	a) Audit Committee – Member b) Committee of Directors (Global Sustainability Committee) – Member
Directorship held in other Indian companies	Motherson Sumi Wiring India Limited	Nil	Nil
Membership/ Chairmanship of the Committee of other Indian Companies	<b><u>Membership in Committee:</u></b> <b><u>Motherson Sumi Wiring India Limited</u></b>  1. Audit Committee- 2. Stakeholder Relationship Committee- 3. Risk Management Committee- 4. Share Transfer Committee- 5. Committee of Directors (Administrative Matters)-	Nil	Nil
Names of listed entities in which the person also holds the Directorship and the Membership of Committees of the board along with listed entities from which the person	Name of Listed Companies in which he holds Directorship and the membership of Committees of the Board-  1. Motherson Sumi Wiring India Limited***	Nil  Listed Entities from which he has resigned in the past three years- Not applicable.	Nil  Listed Entities from which he has resigned in the past three years- Not applicable.

has resigned in the past three years	Listed Entities from which he has resigned in the past three years- Not applicable.		
Number of shares held in the Company including shareholding as a beneficial owner	Nil	Nil	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	As mentioned in the explanatory statement	As mentioned in the explanatory statement

\*Board Meetings held during tenure were 3 (three).

\*\*Board Meetings held during tenure were 2 (two).

\*\*\*Motherson Sumi Wiring India Limited will be a listed company pursuant to the Scheme.