



## Motherhood Sumi Systems Limited

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Tel: +91-120-6752100, 6752278, Fax: +91-120-2521866, 2521966, Website: www.motherhood.com

January 29, 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  
**Scrip Code: MOTHERSUMI**

BSE Limited  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building  
P.J. Towers, Dalal Street  
Fort  
MUMBAI – 400001, India  
**Scrip Code: 517334**

**Subject: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change in Director and Key managerial personnel of the Company**

Dear Sir,

This is with reference to the Company's letter dated December 24, 2021 regarding receipt of certified copy of the order of the Hon'ble NCLT sanctioning the Scheme of amalgamation and arrangement between Motherhood Sumi Systems Limited ('the Company'), Samvardhana Motherhood International Limited, Motherhood Sumi Wiring India Limited ('MSWIL') and their respective shareholders and creditors ('Scheme') and thereby, *inter-alia*, approving the demerger of Demerger of Domestic Wiring Harness Undertaking of the Company to MSWIL.

Subsequent to the effectiveness of the demerger of Domestic Wiring Harness Undertaking to MSWIL, the Board of Directors in its meeting held on January 28, 2022 approved the following changes in the Board of Directors and Key Managerial Personnel ('KMP') of the Company:

| S. No. | Name of Director / KMP                     | Particulars of change   |
|--------|--|---|
| 1.     | Mr. Veli Matti Ruotsala<br>(DIN: 09462008) | Appointed as an Additional and Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) years commencing from January 28, 2022 to January 27, 2027, subject to approval of the shareholders. |

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Unit – 705, C Wing, ONE BKC  
G Block Bandra Kurla Complex  
Bandra East Mumbai – 400051  
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Email: investorrelations@motherhood.com  
CIN No.: L34300MH1986PLC284510

| S. No. | Name of Director / KMP                               | Particulars of change  |
|--------|--|--|
|        |  | <p>The details of appointment, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 are enclosed as <b><u>Annexure 'A'</u></b>.</p>   |
| 2.     | <p>Mr. Robert Joseph Remenar<br/>(DIN: 09469379)</p> | <p>Appointed as an Additional and Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) years commencing from January 28, 2022 to January 27, 2027, subject to approval of the shareholders.</p> <p>The details of appointment, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 are enclosed as <b><u>Annexure 'B'</u></b>.</p>  |
| 3.     | <p>Mr. Arjun Puri (DIN: 00211590)</p>                | <p>In order to ensure continuity of Board participation and benefit the demerged entity with the vast experience and knowledge of Mr. Arjun Puri, <i>inter-alia</i>, of Domestic Wiring harness Undertaking of the Company, Mr. Arjun Puri to be appointed as an Independent Director of MSWIL for his remaining tenure in the Company, i.e., up to March 31, 2024.</p> <p>Accordingly Mr. Arjun Puri has resigned and ceased to be an Independent Director of the Company effective from January 28, 2022.</p> <p>The details of resignation, as required under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are enclosed as <b><u>Annexure 'C'</u></b>.</p>       |
| 4.     | <p>Ms. Geeta Mathur (DIN: 02139552)</p>              | <p>In order to ensure continuity of Board participation and benefit the demerged entity with the vast experience and knowledge of Ms. Geeta Mathur, <i>inter-alia</i>, of Domestic Wiring harness Undertaking of the Company, Ms. Geeta Mathur to be appointed as an Independent Director of MSWIL for her remaining tenure in the Company, i.e., up to March 31, 2024.</p> <p>Accordingly Ms. Geeta Mathur has resigned and ceased to be an Independent Director of the Company effective from January 28, 2022.</p> <p>The details of resignation, as required under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are enclosed as <b><u>Annexure 'D'</u></b>.</p> |

|    |                                       |  |
|----|---------------------------------------|--|
| 5. | Mr. G.N. Gauba<br>(PAN: ACTPG0642B)   | <p>In order to ensure continuity of management participation and benefit the demerged entity with the vast experience and knowledge of Mr. G.N. Gauba, <i>inter-alia</i>, of Domestic Wiring harness Undertaking of the Company, the Board of Directors approved transfer of Mr. G.N. Gauba to MSWIL for his appointment as Chief Financial Officer of MSWIL.</p> <p>Accordingly Mr. G.N. Gauba ceases to be Chief Financial Officer of the Company effective from January 28, 2022.</p> |
| 6. | Mr. Kunal Malani<br>(PAN: AIVPM5334Q) | <p>Appointed as Chief Financial Officer of the Company effective from January 28, 2022.</p> <p>The details of appointment, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 are enclosed as <b><u>Annexure 'E'</u></b>.</p>   |

The above disclosure is submitted pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for your kind information and records.

Thanking you,

Yours truly,  
For Motherson Sumi Systems Limited

Alok Goel  
Company Secretary

**Annexure – ‘A’**

The details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 for appointment of Mr. Veli Matti Ruotsala are given below:

| <b>S. No.</b> | <b>Particulars</b>  | <b>Details</b>   |
|---------------|---|--|
| 1.            | Reason for change viz. appointment, <del>resignation, removal, death or otherwise</del>   | Appointment as Additional and Independent Director   |
| 2.            | Date of appointment / cessation (as applicable)<br><br>Term of appointment  | January 28, 2022<br><br>5 (five) years commencing from January 28, 2022 to January 27, 2027.   |
| 3.            | Brief Profile (in case of appointment)  | As per attached <b><u>Annexure A1</u></b> .  |
| 4.            | Disclosure of Relationships between Directors (in case of appointment of a Director)  | Mr. Veli Matti Ruotsala is not related to any of the Directors of the Company.   |
| 5.            | Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018- 19 and the National Stock Exchange of India Ltd with ref. no. NSE/CML/2018/24, dated June 20, 2018. | Mr. Veli Matti Ruotsala is not debarred from holding the office of Director by virtue of any SEBI Order or any other such Authority. |

**Brief Profile of Mr. Veli Matti Ruotsala**



Mr. Matti Ruotsala, is an industry veteran with vast experience from several corporations.

His educational qualification includes an M.Sc. Engineering Degree (Industrial Engineering/tuotantotalous) in 1981 from Helsinki University of Technology (today Aalto University). This was followed by a Core executive MBA degree in 1995 from Helsinki University of Technology (today Aalto University).

He started his career (1982-2005) with the Konecranes plc, a material handling (Cranes) industry. His last stint here was as a Chief Operating Officer and Deputy to CEO from 2001 to 2005. After that, he joined AGCO Corporation, a farming machinery industry as Corporate Vice President AGCO and Managing Director of Valtra for two years i.e., 2005-2007. In 2007 he joined Fortum Corporation where he remained till 2017, donning several senior positions in the interim period. From here he retired as Deputy CEO in November 2017.

He continues to hold several positions of trust in multiple companies across various industries.

In the Electrical grids (DSO), energy segment, he is Chairman of the Board of Directors of Caruna Networks Oy, since 2019. Caruna is owned by private equities OMERS and First Sentier Investors and by Finnish pension Funds ELO and KEVA. Also, in Oy Halton Group Ltd. (a family-owned company), he is a member of the Board of Directors 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.

During his long and distinguished career, he has held following several other positions of trust in the past:

- Chairman of the Board of Directors (2015-2017) for Componenta Oyj (a listed company) and Vice Chairman of the Board of Directors (2012-2015)
- Teollisuuden Voima Oyj, member of the Board (since 2008) Chairman/Vice Chairman of the Board of Directors (2010-2018), member of the Board of Directors (2008-2009),
- Kemijoki Oy as Chairman of the Board of Directors (2008-2017)
- Larox Oyj (a listed company), Member of the Board of Directors (2005-2010),
- OKG AB, Vice Chairman of the Board of Directors (2008-2010)
- Forsmarks Kraftgrupp AB, Vice Chairman of the Board of Directors (2008-2010),
- President of CEMA (The European Agricultural Machinery Industry Association) (2005-2007),
- Chairman of the Finnish Quality Award Committee (2001-2004)

Mr. Matti Ruotsala has lived across Germany, United Kingdom and Singapore apart from Finland as part of his professional career. He is proficient in Finnish (mother tongue), English and German and has adequate proficiency in Swedish language.

**Annexure – ‘B’**

The details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 for appointment of Mr. Robert Joseph Remenar are given below:

| <b>S. No.</b> | <b>Particulars</b>  | <b>Details</b>   |
|---------------|---|--|
| 1.            | Reason for change viz. appointment, <del>resignation, removal, death or otherwise</del>   | Appointment as Additional and Independent Director   |
| 2.            | Date of appointment / cessation (as applicable)<br><br>Term of appointment  | January 28, 2022<br><br>5 (five) years commencing from January 28, 2022 to January 27, 2027.   |
| 3.            | Brief Profile (in case of appointment)  | As per attached <b><u>Annexure B1.</u></b>   |
| 4.            | Disclosure of Relationships between Directors (in case of appointment of a Director)  | Mr. Robert Joseph Remenar is not related to any of the Directors of the Company.   |
| 5.            | Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018- 19 and the National Stock Exchange of India Ltd with ref. no. NSE/CML/2018/24, dated June 20, 2018. | Mr. Robert Joseph Remenar is not debarred from holding the office of Director by virtue of any SEBI Order or any other such Authority. |

**Brief profile of Robert Joseph Remenar**



Mr Robert Joseph Remenar is known for optimizing organisations, bringing governance and creating value.

He has a track record of turning distressed and developing businesses into profitable, successful, global enterprises through customer diversity, lean manufacturing, portfolio and footprint optimisation and competitive cost structures. He has extensive experience and relationships with automotive OEMs, suppliers, unions, capital markets, private equity and M&A.

He is a 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).

Mr Robert J. Remenar has held several senior positions from the start of his career. He joined General Motors in 1985 and held several executive and managerial positions within General Motors. In 1998 he joined Delphi and held diverse executive positions. He was CFO, Delphi Energy & Chassis Division (1999 – 2000); Business Line Executive Director, Delphi Energy & Chassis Division (2000 - 2001) and Vice President, Delphi Corporation and President, Delphi Steering (2002–2009). In 2009 he joined Nexteer Automotive as President & CEO (2009–2012). From 2012 to 2014 he was President & CEO of Chassis Inc. He was also Vice Chairman & President, Kensington Capital Acquisition Corp. (2020-2021).

He is currently a Member of the Board of Directors, PKC Group, Helsinki, Finland since April 2012 (Vice Chairman 2013-2017), a member of Motherson Group since 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.

His former positions of trust include

- Former Member of the Board of Directors, Kensington Capital Acquisition Corp SPAC II commencing January 2021 (Board dissolved following a successful business combination in October 2021)
- Former Member of the Board of Directors, Kensington Capital Acquisition Corp SPAC I commencing April 2020 (Board dissolved following a successful business combination in November 2020)
- Former member of the Board of Trustees, Highland Industries, Kernersville, NC commencing April 2018 (Board dissolved following successful sale of the business in August 2019)
- Former member of the Board of Directors, PurePower Technologies, Blythewood, SC commencing February 2016 (Board dissolved following successful sale of the business in April 2019.)
- Former member of the Board of Directors, Nexteer Automotive, Beijing, China & Saginaw, Michigan USA (Board dissolved following successful Hong Kong IPO in October 2013)
- Former member of the Board of Directors, Stackpole International, Toronto, Canada commencing April 2012 (Board dissolved upon successful sale of business in October 2013)
- Former Member of the Board of Directors, Blue Cross/Blue Shield of Michigan (General Motors' Representative)

**Annexure – ‘C’**

The details required under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Regulations') read with Clause 7B of Part A of Schedule III of SEBI Regulations for resignation of Mr. Arjun Puri are given below:

| <b>Sl. No.</b> | <b>Name of listed entities in which Mr. Arjun Puri is a director</b> | <b>Committee positions of Mr. Arjun Puri</b>   |
|----------------|--|--|
| 1.             | Motherson Sumi Wiring India Limited*- Independent Director**         | a) Audit Committee- Member;<br>b) CSR Committee- Member;<br>c) Committee of Directors (Administrative Matters)- Member |

*\*Proposed to be listed on BSE Limited and National Stock Exchange of India Limited.*

*\*\*Appointed on January 28, 2022.*



**Annexure – ‘D’**

The details required under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Regulations’) read with Clause 7B of Part A of Schedule III of SEBI Regulations for resignation of Ms. Geeta Mathur are given below:

| <b>Sl. No.</b> | <b>Name of listed entities in which Ms. Geeta Mathur is a director</b> | <b>Committee positions of Ms. Geeta Mathur</b>   |
|----------------|--|--|
| 1.             | NIIT Limited- Independent Director                                     | a) Audit Committee- Chairperson<br>b) Nomination and Remuneration Committee- Member;<br>c) Share Allotment Committee- Member;<br>d) Risk Management Committee- Chairperson |
| 2.             | IIFL Finance Limited- Independent Director                             | a) Audit Committee- Member<br>b) Risk Management Committee- Member;<br>c) IT Strategy Committee- Member  |
| 3.             | Info Edge (India) Limited- Independent Director                        | a) Audit Committee- Chairperson  |
| 4.             | IIFL Wealth Management Limited- Independent Director                   | a) Audit Committee- Chairperson<br>b) Nomination and Remuneration Committee- Chairperson;<br>c) Risk Management Committee- Member  |
| 5.             | Onmobile Global Limited- Independent Director                          | a) Audit Committee- Member<br>b) Corporate Social Responsibility Committee- Chairperson;<br>c) Risk Management Committee- Chairperson                                      |
| 6.             | Healthcare Global Enterprises Limited- Independent Director            | a) Audit Committee- Chairperson<br>b) Nomination and Remuneration Committee- Member;<br>c) Risk Management Committee- Member   |
| 7.             | Motherson Sumi Wiring India Limited* - Independent Director**          | a) Audit Committee- Chairperson;<br>b) Nomination and Remuneration Committee- Member;<br>c) Risk Management Committee- Chairperson;  |

\*Proposed to be listed on BSE Limited and National Stock Exchange of India Limited.

\*\*Appointed on January 28, 2022.

**Annexure – ‘E’**

The details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 for appointment of Mr. Kunal Malani are given below:

| <b>S. No.</b> | <b>Particulars</b>  | <b>Details</b>                             |
|---------------|---|--|
| 1.            | Reason for change viz. appointment, <del>resignation, removal, death or otherwise</del> | Appointment as Chief Financial Officer     |
| 2.            | Date of appointment / cessation (as applicable)<br><br>Term of appointment              | January 28, 2022<br><br>Not applicable.    |
| 3.            | Brief Profile (in case of appointment)  | As per attached <b><u>Annexure E1.</u></b> |

**Kunal Malani**



Mr. Kunal Malani has over 2 decades of wide ranging experience in Global Strategy and Planning, Mergers and Acquisitions, Financing, Investment Banking and Assurance. Prior to joining the Motherson Group, Kunal has led teams in the Asia Pacific region at pedigreed firms such as Merrill Lynch Bank of America, IIFL, AT Kearney, and Arthur Andersen. He has advised clients on complex business issues, acquisitions and capital raising transactions in India and internationally.

Kunal has been associated with Motherson group since 2013 as Head – Global Strategy and M&A. In his role, he has led teams in the evaluation, execution and funding of organic and inorganic growth initiatives of the group. Kunal is also a Board Member on some of our key subsidiaries such as Samvardhana Motherson Automotive Systems Group BV (SMRPBV), SMP Deutschland GmbH; Samvardhana Motherson Peguform GmbH etc.

Kunal is a member of Indian Institute of Chartered Accountants (All India Rank Holder) and Alumni of Indian School of Business - Post Graduate Program in Management.