

November 20, 2025

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

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G-Block,
Bandra-Kurla Complex,
Bandra (E)
Mumbai – 400051, Maharashtra, India

Scrip Code: 517334**Symbol: MOTHERSON****Subject: Notice of postal ballot seeking shareholders approval**

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Schedule III (Part A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Postal Ballot Notice dispatched to all the members for seeking approval for following matters:

Item No.	Description of the Resolution
1	Special Resolution: To appoint Mr. Dinesh Kumar Khara (DIN: 06737041) as an Independent Director on the Board of the Company.
2	Ordinary Resolution: To revise remuneration of Mr. Pankaj Mital (DIN: 00194931), Whole-time Director of the Company.

Kindly note the schedule of events for Postal Ballot and e-voting are as under:

S. No.	Activity	Date
1	Cut-off date for sending notice to the shareholders	November 17, 2025
2	Voting start date and time	Saturday, November 22, 2025 from 0900 Hours (IST)
3	Voting end date and time	Sunday, December 21, 2025 till 1700 Hours (IST)
4	Scrutinizer's Report and Declaration of results	On or before December 23, 2025

The above mentioned Postal Ballot Notice may also be accessed on the Company's website, viz., www.motherson.com.

Thanking you,

Yours truly,

For Samvardhana Motherson International 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)
Tel: 022-61354800, Fax: 022-61354801
CIN No.: L35106MH1986PLC284510
Email: investorrelations@motherson.com



SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED

(CIN-L35106MH1986PLC284510)

Registered Office: Unit 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex,
Bandra East, Mumbai – 400051, Maharashtra, India

Phone: +91 22 61354800; Fax: +91 22 61354801

Corporate Office: 11th Floor, Motherson Corporate Tower, Plot No. 1, Sector-127, Noida-
Greater Noida Expressway, Noida-201301, Uttar Pradesh, India

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

E-mail: investorrelations@motherson.com; Website: www.motherson.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of
the Companies (Management and Administration) Rules, 2014]

To,
The Member(s),

NOTICE is hereby given, pursuant to the provisions of Section 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), read with Rule 20 (as applicable) and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), General Circular No. 14/2020 dated April 8, 2020, read with other relevant circulars including General Circular No. 3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force that the resolutions appended below are proposed as a special businesses to be passed by the members of Samvardhana Motherson International Limited (“**Company**”) through postal ballot by way of remote voting by electronic means (“**E-voting**”/ “**Remote e-voting**”). The explanatory statement pertaining to proposed resolutions setting out material facts concerning the resolutions and reasons thereof, is annexed hereto with this Postal Ballot Notice for your consideration.

The statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

In accordance with the relevant MCA Circulars, members whose e-mail ID is not registered with the Registrar and Share Transfer Agent (“**RTA**”) or Depository Participant, are requested to kindly follow procedure mentioned at serial no. 8 of the Notes to get soft copy of Notice and procedure for Postal Ballot / e-voting which will enable the members for e-voting for this Postal Ballot.

For the purpose of postal ballot / e-voting process, the Company has availed services of KFin Technologies Limited (“**KFintech**”), the Registrar and Share Transfer Agent of the Company.

Further, the Board of Directors in compliance with Rule 22(5) of the Rules, has appointed Mr. D.P. Gupta, Practicing Company Secretary of M/s. SGS Associates LLP (FCS-2411; C.P. No.-1509), as the Scrutinizer (“**Scrutinizer**”) for conducting the postal ballot / e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company (the “**Chairman**”) or to any other person authorized by the Chairman after completion of scrutiny of e-voting for declaration of results. The result of the postal ballot shall be declared on or before December 23, 2025 and communicated to the stock exchanges in accordance with the Listing Regulations, RTA and shall also be displayed on the Company’s website at www.motherson.com and the website of e-voting agency at <https://evoting.kfintech.com>.

SPECIAL BUSINESS:

1. Appointment of Mr. Dinesh Kumar Khara (DIN: 06737041) as an Independent Director on the Board of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution 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 “**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 amendments thereto or re-enactment thereof for the time being in force), Mr. Dinesh Kumar Khara (DIN: 06737041) who was appointed as an Additional Director as Non- Executive and Independent Director by the Board of Directors with effect from September 25, 2025, pursuant to provisions of Section 161(1) of the Act read with Article 104 of the Articles of Association of the Company and who qualifies for being appointed as an Independent Director and in respect of whom notice under Section 160 of the Act has been received from a member proposing the candidature of Mr. Dinesh Kumar Khara for the office of Director, be and is hereby appointed as a Non- Executive and Independent Director on the Board of the Company for a term of five (5) consecutive years commencing from September 25, 2025 up to September 24, 2030, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “**the Board**”, which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board authorized by the Board to exercise the powers conferred on the Board under this resolution), be and are hereby authorised to perform all acts, deeds, matters and/or things as it may in its absolute discretion, deem necessary, expedient, proper or desirable to give effect to afore-mentioned resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage.”

2. Revision in remuneration of Mr. Pankaj Mital (DIN: 00194931), Whole Time Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of the Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**the “Act”**) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded to revise the remuneration of Mr. Pankaj Mital (DIN: 00194931), Whole-time Director designated as President - SAMIL, with effect from April 01, 2025 as set out in the Explanatory Statement annexed to this Notice, subject to the remuneration not exceeding the limits specified under Section 197 of the Act read with Schedule V of the Act or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT Mr. Pankaj Mital, Whole-time Director shall be entitled to employee stock options, as may be approved by Nomination and Remuneration Committee of

the Company from time to time, in accordance with 'Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025', as may be amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “**the Board**”, which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board authorized by the Board to exercise the powers conferred on the Board under this resolution), be and are hereby authorized to vary and/or revise the remuneration of the afore-mentioned Whole-time Director within permissible limits under the relevant provisions of the Act and/or any statutory modification(s) thereof, from time to time and to perform all acts, deeds, matters and/or things as it may in its absolute discretion, deem necessary, expedient, proper or desirable to give effect to afore-mentioned resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage.”

By order of the Board
Samvardhana Motherson International Limited

Date: November 13, 2025
Place: Noida, Uttar Pradesh

Alok Goel
Company Secretary
Membership No. – FCS 4383

Registered Office:

Samvardhana Motherson International Limited
CIN-L35106MH1986PLC284510
Unit 705, C Wing, ONE BKC,
G Block, Bandra Kurla Complex, Bandra East, Mumbai –400051.
Phone: +91 22 61354800
Fax: +91 22 61354801
Website: www.motherson.com
E-mail: investorrelations@motherson.com

Notes:

1. **Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102 of the Companies Act, 2013 (“Act”) read with Section 110 of the Act are given hereunder.**
2. The Special Business as mentioned above requires the consent of the members through Postal Ballot by way of e-voting.
3. The Company has appointed Mr. D.P. Gupta, Company Secretary in practice of SGS Associates LLP (FCS-2411; C.P. No.-1509) as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
4. The Postal Ballot Notice will also be available on the Company’s website at www.motherson.com, website of the Stock Exchanges, i.e., BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of the e-voting agency i.e. KFin Technologies Limited (“**KFintech**”) at <https://evoting.kfintech.com>,.
5. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.
6. The Postal Ballot Notice is being sent to/published/displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) as on November 17, 2025 (“**Cut-off Date**”) (entitlement date for receiving notice) in accordance with the provisions of the Act, read with Rules made thereunder and the Ministry of Corporate Affairs, Government of India’s of General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 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. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular NO. 09/2024 dated September 19, 2024 and General Circular No. 3/2025 dated September 22, 2025. The Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
7. In terms of Sections 108, 110 and other applicable provisions of the Act, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Listing Regulations, as amended from time to time, the Company is offering remote e-voting facility to all the members of the Company. The Company has appointed KFintech for facilitating e-voting to enable members to cast their votes electronically (hereinafter referred to as the “**E-voting**”/ “**Remote e-voting**”).
8. In accordance with the MCA Circulars, to facilitate shareholders to receive this Postal Ballot Notice electronically and cast their vote electronically, the Company has made necessary arrangement with its Registrar and Share Transfer Agent (“**RTA**”), namely, KFintech for registration of email addresses in terms of the General Circular No. 17/2020 issued by the Ministry of Corporate Affairs dated April 13, 2020. The process for registration of email addresses is as under:
 - i. Pursuant to the afore-mentioned Circular issued by the Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not yet registered their email address and in consequence the e-voting notice cannot be serviced, may submit request

for receipt of notice by sending email at: einward.ris@kfintech.com; or evoting@kfintech.com.

- ii. It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally, Rangareddi, Hyderabad- 500032, Telangana, India by following due procedure.
- iii. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, KFinTech to enable servicing of notices / documents / Annual Reports electronically to their email address.

9. The procedure and instructions for E-voting are as follows:

- (a) Date and time of commencement of voting through electronic means: November 22, 2025, from 0900 Hours (IST).
- (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: December 21, 2025, upto 1700 Hours (IST).
- (c) Details of Website: <https://evoting.kfintech.com>.
- (d) Details of persons to be contacted for issues relating to e-voting: Mr. Suresh Babu D, Senior Manager, Corporate Registry, KFin Technologies Limited, Selenium, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Rangareddi, Hyderabad- 500032, Telangana, India. Tel. No.: +91 40 6716 2222; Toll Free No: 1800-309-4001; Fax No.: +91 40 2300 1153; E-mail: evoting@kfintech.com.
- (e) Details of Scrutinizer: Mr. D.P. Gupta, Company Secretary in practice of M/s. SGS Associates LLP (FCS 2411; C.P. No.1509).

10. The procedure and instructions for E-voting are as follows:

Step 1: Access to Depositories e-Voting system in case of individual members holding shares in demat mode.

Step 2: Access to KFinTech e-Voting system in case of members holding shares in physical and non-individual members in demat mode.

Step 1: Access to Depositories e-Voting system in case of individual members holding shares in demat mode.

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:

- i. Visit the e-services website of NSDL <https://eservices.nsdl.com> either on a personal computer or on a mobile.
- ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.
- iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.
- iv. Click on company name i.e. **‘Samvardhana Motherson International Limited’** or E-voting Service Provider (ESP) i.e. KFinTech.
- v. Members will be re-directed to KFinTech’s website for casting their vote during the remote e-voting period.

3. Those not registered under IDeAS:

- i. Visit <https://eservices.nsdl.com> for registering.
- ii. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- iii. Visit the e-voting website of NSDL <https://www.evoting.nsdl.com>.
- iv. 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.
- v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.
- vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.
- vii. Click on company name i.e. **Samvardhana Motherson International Limited** or ESP name i.e KFinTech after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.
- viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play



Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	1. Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility: - Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. - Click on New System Myeasi. - Login to Myeasi option under quick login. - Login with the registered user ID and password. - Members will be able to view the e-voting Menu. - The Menu will have links of KFinTech e-voting portal and will be redirected to the e-voting page of KFinTech to cast their vote without any further authentication. 2. User not registered for Easi/ Easiest - Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistration for registering. - Proceed to complete registration using the DP ID, Client ID (BO ID), etc. - After successful registration, please follow the steps given in point no. 1 above to cast your vote. 3. Alternatively, by directly accessing the e-voting website of CDSL - Visit www.cdslindia.com. - Provide demat account number and PAN. - System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. - After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. ‘Samvardhana Motherson International Limited’ or select KFinTech. - Members will be re-directed to the e-voting page of KFinTech to cast their vote without any further authentication.
Individual Members login through their demat accounts / website of DPs	- Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. - Once logged-in, Members will be able to view e-voting option. - Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. - Click on options available against ‘Samvardhana Motherson International Limited’ or ‘KFinTech’. - Members will be redirected to e-voting website of KFinTech for casting their vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Step 2: Access to KFintech e-Voting system in case of members holding shares in physical and non-individual members in demat mode.

- a. In case a Member receives an email from KFintech (for Members whose email Ids are registered with the Company/Depository Participant(s):
 - i) Launch internet browser by typing the URL: <https://evoting.kfintech.com> in the address bar and click on “Enter”. The Home screen will be displayed then click on shareholders icon in the homepage.
 - ii) Enter the login credentials (i.e. User ID and password mentioned over leaf). Your Folio No. or DP ID – Client ID will be your User ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.
 - iii) After entering these details appropriately, click on “LOGIN”.
 - iv) You will now reach password change Menu wherein you are required to mandatory change your password. The new password shall comprise minimum characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@#s.etc). The system will prompt you to change your password and update your contact details like mobile number, email ID. etc. on first login. You may also enter a secret question and answer of your choice to retrieve password and that you take utmost care to keep your password confidential.
 - v) You need to login again with the new credentials.
 - vi) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for “Samvardhana Motherson International Limited”.
 - vii) On voting page enter number of shares (which represents the number of votes) as on Cut-off Date under each of heading of resolution and cast your vote by choosing “FOR/ AGAINST” option or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but total number in, “FOR” and “AGAINST”, taken together should not exceed your total shareholding. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head. Option “FOR” implies assent to the resolution and “AGAINST” implies dissent to the resolution.
 - viii) Members holding multiple folios/demat accounts shall choose voting process separately for each of folios/ demat accounts.
 - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x) You may then cast your vote by selecting an appropriate option and click on “Submit”.

- xi) A confirmation box will be displayed Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During voting period, Members can login any number of times till they have voted on the Resolution.
- xii) Corporate/ Institutional Members (i.e other than Individuals, HUF,NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: corporate@sgsassociatesllp.com or evoting@kfintech.com. They may also upload same in the E-voting module in their login. The scanned image of above-mentioned documents should be in the naming format “Corporate Name_EVENTNO”.

b. Manner of Registering / Updating Email Addresses:

- (i) Members holding shares in dematerialised mode, are requested to register their email addresses and mobile numbers with their relevant depositories through their depository participants.
- (ii) Members holding shares in physical mode are requested to furnish email addresses and mobile numbers with the Company's Registrars and Share Transfer Agent by submitting the requisite Form ISR 1 (available on the link <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> and https://www.motherson.com/storage/download-forms/Form_ISR-1.pdf) along with supporting documents to KFinTech at the following address:

KFin Technologies Limited
 Selenium Tower B, Plot No. 31 & 32
 Financial District, Nanakramguda,
 Serilingampally, Rangareddi, Hyderabad – 500032,
 Telangana, India
 Toll Free Tel: 1- 800-309-4001
 Email: einward.ris@kfintech.com
 Website: <https://ris.kfintech.com>.

11. In case of any query pertaining to E-voting, please visit Help & FAQ's section available at KFinTech website <https://evoting.kfintech.com>.
12. Once vote on a resolution is casted by a member, member shall not be allowed to change it subsequently.
13. The Scrutinizer shall within a period not exceeding forty eight (48) hours from last date of receipt of conclusion of e-voting period make a Scrutinizer's Report of votes cast in favour or against, if any, forthwith to the Chairman or to any other person authorized by the Chairman of the Company.
14. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting.
15. The result of the Postal Ballot will be announced on or before December 23, 2025 at the Registered / Corporate Office of the Company. The result of the Postal Ballot and Report of Scrutinizer will also be displayed at Company's website www.motherson.com and on KFinTech's website <https://evoting.kfintech.com/public/Downloads.aspx> and shall also be communicated to BSE Limited and the National Stock Exchange of India Limited.
16. Members are requested to carefully read instructions mentioned in notes before exercising their vote.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

Background

The Board of Directors of your Company in its meeting held on September 25, 2025, upon the recommendation of the Nomination and Remuneration Committee, have appointed Mr. Dinesh Kumar Khara (DIN: 06737041), as an Additional Director in the capacity of Non- Executive and Independent Director on the Board of the Company, for a term of five (5) consecutive years commencing from September 25, 2025 up to September 24, 2030. Further, the following skills and capabilities were *inter-alia*, considered relevant for the selection of Mr. Dinesh Kumar Khara as an Independent Director on the Board of directors:

- (a) Professional with Banking or Regulatory experience;
- (b) Knowledge of financial markets/ knowledge of risks or regulatory experience/strategic orientation; and
- (c) Commercial orientation/ customer orientation.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 (“**Act**”) from a member proposing candidature of Mr. Khara for the office of Director, as an Independent Director of the Company under Section 149 of the Act, not liable to retire by rotation. Mr. Khara has given a declaration to the Board that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and is not disqualified from being appointed as a Director under Section 164(2) of the Act. He has also given his consent to act as a Director of the Company and a declaration that he is not debarred from holding the office of director pursuant to any Securities and Exchange Board of India order or any other authority. In the opinion of the Board, Mr. Khara fulfils conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

Profile of Mr. Dinesh Kumar Khara

Mr. Dinesh Kumar Khara is a distinguished career banker with 40 years of extensive experience in the banking sector, both in India and internationally. He has served as the Chairman of the State Bank of India (“**SBI**”), the largest public sector bank, from October 2020 to August 2024. Prior to his appointment as Chairman of SBI, Mr. Khara was the Managing Director (Global Banking and Subsidiaries), where he led the International Banking group, Corporate Banking, Treasury Operations and successfully guided SBI’s non- banking subsidiaries including SBI Mutual Fund, SBI Life Insurance, SBI Cards and SBI Capital Markets. As Managing Director (Associates and Subsidiaries), Mr. Khara played a pivotal role in the successful merger of five Associate Banks and Bhartiya Mahila Bank with SBI. Mr. Khara also managed key functions such as Risk, Information Technology and Compliance functions. Before becoming Managing Director at SBI in August 2016, Mr. Khara was the Managing Director and CEO of SBI Funds Management Private Limited from November 2013 to August 2016. Mr. Khara began his career with SBI as a Probationary Officer in 1984 and has consistently demonstrated leadership across various facets of banking.

Mr. Khara holds a Master’s in Business Administration from the Faculty of Management Studies, University of Delhi and a Post Graduate in Commerce from the Delhi School of Economics. Mr. Khara is also a Fellow member of the Indian Institute of Banking & Finance.

Mr. Khara is deeply focused on leveraging analytics and technology to drive innovation and enhance operational efficiency in corporate entities.

Further, the requisite details pursuant to the provisions of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings ("**SS-2**"), issued by the Institute of Company Secretaries of India, is attached hereto as **Annexure A**.

Term of Appointment

The Board of Directors recommend the appointment of Mr. Dinesh Kumar Khara for a term of five (5) years from September 25, 2025 to September 24, 2030, not liable to retire by rotation. As per Regulation 25(2A) of Listing Regulations, appointment of an Independent Director shall be subject to the approval of members by way of a special resolution.

Proposal for consideration

Considering the diversified experience and expertise of Mr. Khara, *inter-alia*, in the fields of Banking, Treasury, Risk, Information Technology and Compliance functions, the Board of directors of the Company considers that association of Mr. Khara would be of immense benefit to the Company and it is desirable to avail the association of Mr. Khara as an Independent Director. The Board considers it in the interest of the Company to appoint Mr. Dinesh Kumar Khara as an Independent Director.

The Board recommends passing of Special Resolution, *inter-alia*, in accordance with regulation 25 of Listing Regulations, for appointment of Mr. Dinesh Kumar Khara as an Independent Director of the Company for a period of five (5) years upon such terms as mentioned in the enabling resolution.

Except Mr. Dinesh Kumar Khara, 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 number 1 of the accompanying Notice of the Postal Ballot.

Item No. 2:

Samvardhana Motherson International Limited ("**the Company**" / "**SAMIL**") is publicly listed company at BSE Limited and National Stock Exchange of India Limited. The Company through its subsidiaries and associates has presence in 44 countries across the globe ("**Motherson Group**").

Profile of Mr. Pankaj Mital

Mr. Pankaj Mital is the Whole-time Director of the Company. Mr. Mital is also the President of the Wiring Harness Business division of Motherson Group.

He hold a bachelor of science and law degree and also holds postgraduate diploma in business management. He has been associated with the Company for over 35 years. He is actively involved in supporting customer requirements by expanding the Company into new product areas and geographies. He is also a part of the core management team of the Motherson Group.

He joined Motherson in 1990 and was initially responsible for the launch of new wiring harness products and looking after key wiring harness customers. In 1997, he was appointed as the Head of Marketing for the wiring harnesses business. At that time, Motherson was primarily a wiring-harness-only company, and exports from India were negligible. Mr Mital then set up the Europe operations in 1999 and, within a short time, secured the first international orders from European customers.

Mr. Mital became the Chief Operating Officer in 2001. This was the beginning of the transformation of the Company, from being an Indian company to a truly multinational player. Since 2001, the Company has expanded globally with a diversified product range and is now a

global group with over 425 facilities in 44 countries.

Beyond his functional responsibilities, Mr Mital provides strong leadership oversight and executorial direction, maintaining a close eye on operations. His ability to work closely with customers and anticipate industry trends while adapting strategies has ensured resilience and competitiveness for wiring harness businesses in a rapidly evolving automotive landscape. He has played a key role in shaping Motherson's overall business synergy, optimizing supply chain efficiencies and implementing best practices.

Background of appointment

Mr. Pankaj Mital was appointed as Manager under section 269 of the Companies Act, 1956 designated as Chief Operating Officer ("COO") of the Company from April 1, 2011 to March 31, 2014. The members of the Company at their meeting held on August 25, 2014 had appointed Mr. Pankaj Mital as Whole-time Director designated as COO for a period of three years effective from April 1, 2014 upto March 31, 2017 and he was re-appointed in the 30th Annual General meeting of the Company for a further period from April 1, 2017 to September 30, 2021.

Thereafter, the members of the Company in their 34th Annual General meeting held on September 17, 2021 had approved the re-appointment and terms of remuneration of Mr. Pankaj Mital as a Whole-time Director designated as COO, liable to retire by rotation, for a further period of five (5) years with effect from October 1, 2021 to September 30, 2026.

Revision in Remuneration including justification for quantum of remuneration

The Board of directors in its meeting held on October 29, 2025, upon the recommendation of the Nomination and Remuneration Committee, has evaluated performance appraisal of Mr. Pankaj Mital, including revision in remuneration effective from April 01, 2025, based on quantitative and qualitative parameters.

The quantitative and qualitative parameters for performance evaluation for the year ended March 31, 2025, *inter-alia*, included the following:

- (a) the current year performance viz-a-viz budgets;
- (b) targets taken for current year business viz-a-viz. last year business; and
- (c) performance on five (5) year plan ended March 31, 2025.

This evaluation parameter included Revenues, Operating Return on Capital Employed with cash, Working Capital days, Free cash flow excluding working capital etc.

The members may note that in the 34th Annual General meeting held on September 17, 2021, the shareholders have *inter-alia* approved basic salary of Rs. 19,03,667/- (Rupees Nineteen Lakhs Three Thousand Six Hundred and Sixty Seven) per month up to a maximum of Rs. 30,00,000/- (Rupees Thirty Lakhs) per month along with other benefits, allowances and perquisites, as stated in the afore-mentioned resolution and/or explanatory statement attached thereto.

Keeping in view the performance of the Company, contribution made by Mr. Pankaj Mital towards the growth of the Company, the time and attention devoted by him in managing the affairs of the Company as well as its subsidiaries and affiliated companies, his role and responsibilities, prevailing market practices and industry remuneration benchmarks, the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, in its meeting held on October 29, 2025 approved the revision in remuneration of Mr. Pankaj Mital with effect from April 01, 2025, via annual increment, subject to the shareholders' approval. The Board has further approved that Mr. Pankaj Mital, Whole-time Director ("WTD") will be designated as President – SAMIL.

Considering performance evaluation criteria stated above, the proposed revision due to annual increments for financial year 2025-26 and subsequently will effect in increase in remuneration exceeding the limits previously approved by the shareholders at their meeting held on September 17, 2021 and therefore, approval of the shareholders is being sought as mentioned in the enabling resolution and explanatory statement attached hereto.

The members may also note that the shareholders by way of Postal Ballot on August 22, 2025, had approved the "Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025" ("**ESOP 2025**"). Accordingly, Mr. Pankaj Mital will also be entitled to Employee Stock Options ("**ESOPs**"), as may be determined and approved by the Nomination and Remuneration Committee ("**NRC**") from time to time. As on date, no ESOPs have been granted to Mr. Mital. Further, as per ESOP 2025 a prior approval of shareholders of the Company through special resolution shall be obtained in case the grant of ESOPs to any identified employee, during any one year, is equal to or exceeding 1% (one percent) of the issued share capital (excluding outstanding warrants and conversions) of the Company at the time of grant of ESOPs.

Taking into consideration the size of the Company, the profile and experience of Mr. Pankaj Mital, the responsibilities shouldered by him and industry benchmarks, the remuneration proposed to be paid to Mr. Mital is commensurate with remuneration packages paid to similar senior level counterpart(s) within Motherson Group and/or in similar industries. Further, as on March 31, 2025, the ratio of remuneration of Mr. Mital is 75.97 to the median remuneration of the employees.

Terms and conditions including remuneration

The key terms and conditions *inter-alia* revised remuneration of Mr. Pankaj Mital, WTD of the Company, are provided herein below:

1. Designation: Whole-time Director, designated as President - SAMIL.
2. Remuneration: The details of remuneration effective from April 01, 2025, are as follows:
 - (i) Basic Salary of Rs. 32,74,246 (Rupees Thirty Two Lakhs Seventy Four Thousand Two Hundred and Forty Six) per month.
 - (ii) Benefits, Allowances and Perquisites: The details of Benefits, Allowances and Perquisites are as below:
 - (a) Bonus as per rule of the Company and other allowances like House Rent Allowance in lieu thereof, medical allowance, leave travel allowance for self and his family including dependents, fees of club, personal accident insurance, children education allowance, other perquisites and amenities in accordance with the rules of the Company.
 - (b) Entitled to Company's contribution to Provident Fund, Superannuation Fund, National Pension Scheme and Annuity Fund, if any.
 - (c) Entitled to car facility, telecommunication facility, housing loan facility as per rule of the Company.
 - (d) Payment of gratuity as per the policy of the Company.
 - (e) Encashment of leave as per the policy of the Company.
 - (iii) Other Terms:
 - (a) The terms and conditions of the appointment and remuneration of the WTD may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Companies Act, 2013 ("**Act**") or any amendments made thereunder in this regard in such manner as may be agreed to between the Board and the WTD, subject to such approvals (if any) as may be required.

- (b) The terms and conditions of appointment of the WTD also include clauses pertaining to adherence with the Company's Code of Conduct and maintenance of confidentiality.
- (c) Reimbursement of expenses actually and properly incurred by him for business of the Company.
- (d) No sitting fee to be paid for attending the meetings of Board of Directors or Committees thereof.
- (e) The aforementioned appointment may be terminated by either party giving three (3) months' notice in advance.
- (f) In case the Company has no profits or inadequate profits, he may be entitled to remuneration by way of basic salary, benefits, perquisites, allowances, reimbursements and facilities as specified above.
- (g) In case the employee opts out of National Pension Scheme, the corresponding adjustment shall be made in salary.
- (h) All personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to him, unless specifically provided otherwise.

The annual remuneration including basic salary, benefits, allowances and perquisites for Financial Year 2025-26 shall be upto an amount of Rs. 5,56,00,000/- (Rupees Five Crores Fifty-Six Lacs) only.

3. Employee Stock Options:

Mr. Pankaj Mital, WTD shall also be entitled to ESOPs as may be approved by NRC of the Company from time to time, in accordance with ESOP 2025, as may be amended from time to time. The exact value of the ESOPs to be granted during his tenure, would be dependent *inter-alia* upon the actual number of ESOPs that may be granted by the NRC, number of ESOPs exercised and the market price of shares on the date of exercise of the granted ESOPs.

4. Annual Increments:

The Company follows annual remuneration increments for its employees. The increments to remuneration shall fall due on 1st of April of each year. The annual increment payable to Mr. Mital shall be in conformity with the annual increments payable to the managerial personnel of the Company and shall be of such amount as may be decided by the Board of Directors of the Company based on the recommendations of NRC, subject to a ceiling limit up to 15% (fifteen percent) annual increment. Further, such annual increments will be within the limits specified under Section 197 of the Act read with Schedule V of the Act or any statutory modification(s) or re-enactment thereof.

The first annual increment will be due and be made effective from April 1, 2026.

The afore-mentioned perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof and in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

The members may note that except for the afore-mentioned revision in remuneration and entitlement to ESOPs, all other terms and conditions of appointment of Mr. Pankaj Mital, WTD of the Company, as approved by members in the Annual General Meeting held on September 17, 2021 shall remain unaltered.

The aggregate remuneration inclusive of fixed pay, perquisites, allowances, ESOPs and other benefits payable to Mr. Pankaj Mital shall not exceed overall ceilings laid down in Section 197 of the Act and other applicable provisions of the Act or any other law for the time being in force, if any.

In the event of loss/inadequacy of profit, the aforementioned remuneration will be treated as minimum remuneration in terms of the provisions of Schedule V to the Act, as applicable from time to time.

Mr. Pankaj Mital shall perform such duties as shall from time to time be entrusted to him, subject to the superintendence, guidance and control of the Board of Directors and he shall perform such other duties as shall from time to time be entrusted to him by the Board of Directors.

The above may be treated as a written memorandum setting out the terms of Mr. Pankaj Mital under section 190 of the Act.

A brief profile and other detailed information of Mr. Pankaj Mital, *inter-alia*, directorship held in other companies, membership/ chairmanship of the committee(s) of the Company is attached as **Annexure B**, to this notice.

The Board recommends the resolution as an Ordinary Resolution set out at item number 2 for approval of the members.

Save and except Mr. Pankaj Mital, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

By order of the Board
Samvardhana Motherson International Limited

Date: November 13, 2025
Place: Noida, Uttar Pradesh

Alok Goel
Company Secretary
Membership No. – FCS 4383

Details of Mr. Dinesh Kumar Khara seeking appointment as an Independent Director

(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 on General Meeting)

Name of Director	Mr. Dinesh Kumar Khara
Director Identification No.	06737041
Date of Birth and Age	August 28, 1961 and 64 years
Date of first Appointment on the Board	September 25, 2025
Qualification	Master's in Business Administration and Post Graduate in Commerce
Experience in specific Functional area	Mr. Dinesh Kumar Khara is a distinguished career banker with 40 years of extensive experience in the banking sector. Further, Mr. Khara has vast experience in the other fields <i>inter-alia</i> Treasury, Risk, Information Technology and Compliance.
Remuneration last drawn from Company (in Rs.)	Not Applicable
Remuneration sought to be paid	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	As mentioned in the explanatory statement of this Notice.
Number of Board Meetings attended#	Post appointment by the Board of directors on September 25, 2025, Mr. Khara has attended Board Meetings held on September 25, 2025 and October 29, 2025.
Relationship with any Director(s) or any Key Managerial Personnel(s) of the Company	None
Membership/ Chairmanship of the Committee of the Company#	1. Audit Committee, Chairman 2. Stakeholders Relationship Committee, Member 3. Nomination and Remuneration Committee, Member 4. Risk Management Committee, Member 5. Committee of Directors (Administrative Matters), Member
Directorship held in other companies#	1. Bharti Airtel Limited, Independent Director 2. Crisil Limited, Independent Director 3. Crisil Ratings Limited, Independent Director 4. People Strong Technologies Private Limited, Director (Non- Executive Chairman) 5. Samvardhana Motherhood Global Holdings Ltd., Director (Company incorporated in Cyprus)*

Membership/ Chairmanship of the Committee of other Indian Companies#	1. Bharti Airtel Limited i. Risk Management Committee, Chairman ii. HR and Nomination Committee, Member
Names of listed entities in which the person also holds the Directorship and the Membership of Committees of the board#	1. Bharti Airtel Limited, Independent Director i. Risk Management Committee, Chairman ii. HR and Nomination Committee, Member 2. Crisil Limited, Independent Director
Name of listed entities from which the person has resigned in the past three years	1. State Bank of India constituted under the State Bank of India Act, 1955, retired as the Chairman 2. SBI Cards And Payment Services Limited 3. SBI Life Insurance Company Limited
Number of shares held in the Company#	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	Mr. Khara has vast experience in the fields <i>inter-alia</i> Banking, Treasury, Risk, Information Technology and Compliance. Further, the following skills and capabilities were <i>inter-alia</i>, considered relevant for the selection of Mr. Dinesh Kumar Khara as an Independent Director on the Board of directors: • Professional with Banking or Regulatory experience; • Knowledge of financial markets/ knowledge of risks or regulatory experience/strategic orientation; and • Commercial orientation/ customer orientation.

as on November 12, 2025.

* Appointed as a Director on the Board of Samvardhana Motherson Global Holdings Ltd., Cyprus, a material subsidiary of the Company, pursuant to the Regulation 24(1) of the Listing Regulations.

Details of Mr. Pankaj Mital, Whole-time Director designated as President – SAMIL

Name of Director	Mr. Pankaj Mital
Director Identification No.	00194931
Date of Birth and Age	September 15, 1966 and 59 years
Date of first Appointment on the Board	September 02, 2011
Qualification	Graduate in Science & Law and Post Graduate in Management
Experience in specific Functional area	Mr. Mital has vast experience <i>inter-alia</i> in the field of Electronic Distribution System in Automobile Industries and has been associated with the Company for the last 35 years in various capacities.
Remuneration last drawn from Company for the Financial year 2024-25 (in INR)	Rs. 4,92,97,493/- (Rupees Four Crores Ninety Two Lakhs Ninety Seven Thousand Four Hundred and Ninety Three)
Remuneration sought to be paid	As mentioned in the explanatory statement of this Notice.
Terms and Conditions	As mentioned in the explanatory statement of this Notice.
Number of Board Meetings attended	During the financial year 2024-25, 15 Board meetings were held and Mr. Mital has attended 15 board meetings. Further during the financial year 2025-26 till November 12, 2025, 11 Board meetings were held and Mr. Mital has attended 10 Board meetings.
Relationship with any Director(s) or any Key Managerial Personnel(s) of the Company	None
Membership/ Chairmanship of the Committee of the Company#	1. Stakeholders Relationship Committee, Member 2. Risk Management Committee, Member 3. Committee of Directors (Administrative Matters), Member 4. Committee of Directors (Strategic Business Matters), Chairman 5. Finance Committee, Member
Directorship held in other companies#	<u>Subsidiaries of the Company:</u> 1. Motherson Manufacturing Services Limited 2. Motherson Egtronics Electronics Solutions Limited 3. Motherson New Energy Limited 4. Samvardhana Motherson International Leasings IFSC Limited 5. SMR Automotive Systems India Limited 6. Motherson Innovations Tech Limited 7. Samvardhana Motherson Adsys Tech Limited 8. MSSL Mideast (FZE) 9. Motherson Wiring System (FZE) 10. MSSL (GB) Ltd. 11. MSSL Ireland Pvt. Ltd.

	12. MSSL Mexico S.A. de C.V. 13. MSSL WH System (Thailand) Co., Ltd. 14. MSSL (S) Pte. Ltd. 15. MSSL Korea WH Limited 16. MSSL Consolidated Inc. 17. MSSL Wiring System Inc. 18. Alphabet de Mexico, S.A. de C.V. 19. Alphabet de Mexico de Monclova, S.A. de C.V. 20. Alphabet de Saltillo, S.A. de C.V. 21. MSSL Wirings Juarez, S.A. de C.V. 22. MSSL Estonia WH OU 23. PKC Group Oy 24. PKC Wiring Systems Oy 25. PKC Group APAC Limited 26. OOO AEK 27. PKC Group USA Inc. 28. AEES Inc. 29. T.I.C.S Corporation 30. Fortitude Industries Inc. 31. Motherson PKC Harness Systems FZ-LLC 32. Motherson Rolling Stocks S. de R.L. de C.V. 33. PK Cables do Brazil Industria e Comercio Ltda 34. PKC Vehicle Technology (Suzhou) Co., Ltd. 35. Samvardhana Motherson Global FZE 36. SMP Deutschland GmbH - Member of the Supervisory Board
Membership/ Chairmanship of the Committee of other Indian Companies#	1. Samvardhana Motherson Adsys Tech Limited: (a) Audit Committee, Member (b) Nomination and Remuneration Committee, Member
Names of listed entities in which the person also holds the Directorship and the Membership of Committees of the board	Nil
Name of listed entities from which the person has resigned in the past three years	Nil
Number of shares held in the Company#	11,96,443 equity shares
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable

as on November 12, 2025.