



Samvardhana MotherSON International 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

May 22, 2025

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

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

Scrip Code: 517334

Symbol: MOTHERSON

Sub.: Annual Secretarial Compliance Report for the year ended March 31, 2025

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed Annual Secretarial Compliance Report for the financial year ended March 31, 2025, received from M/s. SGS Associates LLP, Practicing Company Secretaries.

This is for your information and records.

Thanking you,

Yours truly,

For Samvardhana MotherSON International Limited

Alok Goel
Company Secretary

Encl.: As above

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



ANNUAL SECRETARIAL COMPLIANCE REPORT OF
SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED
FOR THE FINANCIAL YEAR FROM 1ST APRIL 2024 TO 31ST MARCH 2025

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to corporate practices of Samvardhana Motherson International Limited having CIN L35106MH1986PLC284510 (hereinafter referred as '**the listed entity**'), and its Registered Office at Unit 705, C Wing, One BKC, G Block, Bandra Kurla Complex, Bandra East Mumbai – 400051.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year from 1st April 2024 to 31st March, 2025 complied with the statutory provisions hereunder in the manner and subject to the reporting made hereinafter:

We have examined:

- a) All the documents and records were made available to us, and the explanations provided by the listed entity,
- b) The filings/submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity,
- d) Any other document/filing, as may be relevant, which has been relied upon to make this Report, for the financial year from 1st April 2024 to 31st March 2025 ("**Review Period**") in respect of compliance with the provisions of:
 - a) The Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, and guidelines issued thereunder; and
 - b) The Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder, and the Regulations, circulars, and guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**").

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

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

Email: corporate@sgsassociatesllp.com

Contact: +91-11-41524497



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Company Secretaries
LLP-IN-ABA3370|
GSTIN 07AEPFS8815J1ZB

- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011,
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: *Not applicable for the Review Period.*
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: *Not applicable for the Review Period.*
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021,
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015,
- h) The Depositories Act, 1996 and the Regulations and Bye-Laws framed thereunder, and circulars/guidelines issued thereunder.

And based on the above examination, we hereby report that, during the review period:

- (a) The Listed Entity has complied with the provisions of above regulations and circulars/guidelines issued thereunder, except in respect of the matters specified below:

Sr. No.	Compliance Requirement (Regulations / Circulars / Guidelines Including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL/ NOT APPLICABLE										

- b) The listed entity has taken the following actions to comply with the observations made in previous reports:

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Sr. No.	Observations/Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Details of Violation/ deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NIL/ NOT APPLICABLE						

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations.- *Not applicable for the Review Period.*

For SGS ASSOCIATES LLP
Company Secretaries
Firm Reg. L2021DE011600

CS D P GUPTA
M. No. F2411
C P No. 1509
ICSI PR No. 5321/2023
ICSI UDIN: L35106MH1986PLC284510
Date: 21st May 2025
Place: New Delhi

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We hereby report that, during the review period, the compliance status of the listed entity is given here under:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of the entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity.All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes Yes	None None
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">The listed entity is maintaining a functional website.Timely dissemination of the documents/information under a separate section on the website.Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website.	Yes Yes Yes	None None None



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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	None
5.	<u>Details related to Subsidiaries of the listed entity have been examined w.r.t:</u> (a) Identification of material subsidiary companies. (b) Requirement with respect to disclosure of material as well as other subsidiaries.	Yes Yes	None None
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity shall provide detailed reason along with confirmation whether the transactions were subsequently approved /ratified/ rejected by the Audit committee, in case no prior approval has been obtained.	Yes Not Applicable	None Not Applicable
9.	<u>Disclosure of events or information:</u>	Yes	None

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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	None
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter -V of master circular on compliance with the provisions of LODR Regulations by the listed entities.	Not Applicable	None
13.	<u>Additional non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	None

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