



MOTHERSON SUMI SYSTEMS LIMITED

(CIN- L34300MH1986PLC284510)

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Transcript of Extra ordinary General Meeting of Motherson Sumi Systems Limited

Company Secretary: Good morning, welcome you all to the extraordinary general meeting of Motherson Sumi Systems Limited. The meeting is being held through video conferencing in accordance with the circulars issued by the Ministry of Corporate Affairs.

The members may note that the requisite quorum is present through video conference to conduct the proceedings of this meeting. The facility for joining this meeting through video conference and other audio-visual means is made available to the members on first come first serve basis.

The relevant document mentioned in the notice are available for inspection by the Members on the website of the Company, as mentioned in the notice convening the meeting since meeting is being held electronically, proxy related procedures have been dispensed with, which is in line with the regulatory requirement and therefore the register of proxy is not made available for inspection.

In accordance with the Companies Act, 2013 and SEBI regulations, kindly note that the Members were entitled to cast their votes through E-voting from March 27, 2022 9:00 AM to March 29, 2022 5:00 PM.

The shareholders entitled to cast their vote as specified in the notice is as on the cut-off date of March 23, 2022.

As for the Companies Act 2013, the voting will be carried out electronically. The results will be declared within time as per the Companies Act, 2013 and SEBI listing regulation on the website of the Company.

Further, since this meeting is being held through video conferencing and other audio-visual means, and the resolutions mentioned in the notice to this meeting have been put to vote through remote e-voting, there will be no proposing and seconding of the resolutions.

Mr. D.P Gupta, Company Secretary in practice has been appointed as a scrutinizer to conduct the poll. Now I would request Mr. V.C Sehgal, chairman to start the proceedings of the meeting.

Mr. V.C. Sehgal: Thank you Alok. Morning ladies and gentlemen, I have much pleasure in welcoming you all to this Extraordinary General Meeting of your Company being held through video conferencing and other audio-visual means. May I take this opportunity to introduce you to

my colleagues? Mr. Norikatsu Ishida, Director & nominee of Sumitomo Wiring Systems Limited; Mr. Gautam Mukherjee, Independent Director who is also the chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee; Mr. Naveen Ganzu, an Independent Director; Ms. Rekha Sethi, Independent Director; Mr. Veli Matti Ruotsala, Independent Director; Mr. Robert Joseph Remenar, Independent Director; Mr. Laksh Vaaman Sehgal, Director; Mr. Shunichiro Nishimura, Director, nominee of Sumitomo Wiring Systems Limited; Mr. Pankaj Mital, Whole Time Director and COO; Mr. Kunal Malani, Chief Financial Officer; Mr. Pankaj Chadha and Mr. Rajeev Sawhney, Partner and representing the statutory auditors, S.R. Batliboi and Company LLP.; Mr. Sanjay Mehta, Head Chairman's Office South Asia; Mr. G.N. Gauba, Chief Financial Officer - Motherson Sumi Wiring India Limited; Mr. Vivek Avasthi, Consultant and Senior Vice President, Business Development (Retd.); Mr. Amit Bhakri COO-Polymer division; Mr. Rajat Jain, Global head-Mirror business; Mr. Sanjeev Bhatia COO of Wire division; Mr. Sunil Vijay COO-Elastomer division and Mr. Alok Goel, Company Secretary. I've been informed by the Company representative that notice in relation to this meeting together with the explanatory statement was sent to all shareholders by email whose email IDs were registered with the Company and/or depository participant on March 7th, 2022. Trust you have all received the same. I understand that you have all acquainted yourself with the notice sent to you for the meeting, which contains the resolutions for the appointment of Mr. Norikatsu Ishida as Director; approval of appointment of Mr. Veli Matti Ruotsala as an Independent Director; approval of appointment of Mr. Robert Joseph Remenar as Independent Director and approval for material related party transactions between the Company and Motherson Sumi Wiring India limited, i.e., demerged entity for domestic wiring harness limited as specified in the explanatory statement, being put to vote at this meeting. I wish to take your permission to consider notice as read. The shareholders may note the board of directors in its meeting held on January 4th, 2022, considering the recommendation of the Nomination and Remuneration Committee, and diversified experience and knowledge of international business of Mr. Norikatsu Ishida had appointed Mr. Ishida as Additional Director liable to retire by rotation. Also board of directors in its meeting held on January 28, considering the recommendations of the Nomination and Remuneration Committee and considering the skill, knowledge, experience possessed by Mr. Veli Matti Ruotsala and Mr. Robert Joseph Remenar and the synergy of such skills and experience with the business of the Company, need of such knowledge for the Company's customers and all stakeholders, had appointed Mr. Ruotsala and Mr. Remenar as Additional Directors in the Company in the capacity of Independent Directors for the term of 5 years. Also, due to the recent amendments in the regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, shareholders' approval had been sought for the related party transactions to be entered into with Motherson Sumi Wiring India Limited and SEI Thai Electric Conductor Co., Ltd. as mentioned in enabling resolutions in Notice and his disclosed in explanatory statement thereto. Further, as disclosed in the statement, as disclosed in the explanatory statement, promoter being deemed to be interested will not participate in voting. As mentioned in the notice of the meeting, shareholders who would like to express their views or ask questions during the meeting could do so by registering themselves as a speaker in advance, by sending a request to the stated email of the Company. Accordingly few speakers have registered themselves as a speaker for asking questions. We shall hear all the queries first after which we would provide responses to the

queries. Shareholders are requested to kindly limit their time to three minutes in order to give time to other speakers as well.

Mr. Alok Goel: Thank you, Sir. The first speaker shareholder is Mr. Hiranand Kotwani. Mr. Kotwani Your mic has been unmuted. You may switch on your video and can speak now.

Mr. Hiranand: Good morning to all. I am audible? Hello Ya ya. Good morning to all gentlemen. Great pleasure to see V.C. Sehgal. After long time on video I convey my good wishes for organization and employees. Gentlemen, I understand the 3 resolutions but 4th one I have failed to understand. This related party in Thailand. Some company you are arranging some arrangement with Thailand copper owner. Please explain this 4th item and what does our future regulation, strategy and growth particularly the prosperity in the global environment, changing environment, changing business. You see you know that you have a visionary I hope you will do the best. And what about this order¹ wiring organization ²you separated. How growth in the wiring will come prosperity will come in the market? Please clarify this matter in a summary for our future, prosperity in particular. Thank you everyone. Good Luck.

Mr. Alok Goel: Thank you, Sir. The second shareholder is Mr. Ajay Kumar Jain. Mr. Jain your mic has been unmuted you may switch on your video.

Mr. Ajay Kumar Jain: *Namaskar sir. Me Delhi se Ajay Kumar Jain shareholder bol raha hu aaj khali meeting judne ka uddesya ye hai yashaswi chairman saab ko sunna aur dekhna tha aur jisko dekh ke mann bahot Prasanna hua aur aapke netrutva me company hamesha aage badhti rehti hai chahe thodasa bhi share price gire kyunki aapka netrutva hamesha jo plan hota hai vo long term hota hai iska hamesha niveshak ko fayda hota hai. Aaj ho hame nayi company ka share mila hai vo bhi bahot accha hai aur sir aaj company jo bhi prastavi se shvabhagya madhyam se aai hai jisme chahe naye directors ka chunav chahe kisi ka bhi ho sab hamari company ki financials ko badhane me aur hamare ko good return dene me shahayta hogi. Aapke netrutva me hamesha vishvash raha aur hamesha rahega aur shareholder ko prapti hoti rahegi issi kaamna ke saath aap sabko meri shubh kamnaye. Namaskar. Jai Hind.*

Mr. Alok Goel: Thank you Mr. Jain. The next speaker shareholder is Mr. Praveen Kumar. Mr. Kumar your mic has been unmuted. You may switch on your video and you can speak now. Thank you

Mr. Praveen Kumar: *Hello? I am audible now Sir.. Yes, I am audible. Good morning respected chairman my esteem board director, and my fellow shareholder myself Praveen Kumar joining this meeting from New Delhi sir. Sabse pehale me ye aasha karta hu hamari company ke sabi employee during the pandemic swasht honge Kushal honge aur meri kuch observation hai me pure house ke saathe share karna chahunga me apni company ka shareholder hu since IPO time se over the period of years mene dekha hai I have deepest appreciation for senior Sehgal. 3 peedi lagi hui hai shareholders ki wealth create karne me param pita paramatma se prathna karunga aapko enlightened issi tarah karte rahe Mr. Sehgal issi tarah company ko next level le jate rahe*

¹ Referring order of the Hon'ble NCLT.

² Referring Motherson Sumi Wiring India Limited (MSWIL).

aur dusri hamari company issi financial year me list ho gai hai usme bhi aane vale time me growth aayegi unlocking aayegi because aapki jo hamesha believe rahi hai jo ek kaizen method hota hai everyday we have to be better and better aur me yahi pray karta hu aaj ki jo bhi aapne notice set out kiya hai me sabhi samarthan karta hu 100% already assent to the each and every resolution. Aur aapke marg darshan me investors me aham role hota hai vo hota hai excellent corporate governance ka aur ye barometer hamari company ka suru se hi jisne bhi apni hard earned money company me invest ki hai usko har jaan kaari well n time milti rahe to me uske liye Mr. Gauba, Mr. Alok Goel, and unki Rakesh Mishra aur Monika ko thanks bolna chahunga aap lage rahiye sir aap jitni bhi retail investor hai over the period of time inki value create ki hai vo hamesha aapke liye prathna karte hai aur shwashth ki prathna karte hai. Hamesha yahi hamari prathna hoti hai ki god may enlightened you to take this glory to very very next level meri shubh kamnaye badhai aapke saath hai. Navraatri is round corner shabhi members ko Navratri ki shubh kamnaye and I wish you all the very very best for the coming year ahead. Thank you sir thank you for giving me this opportunity to express my thoughts. thank you sir.

Mr. Alok Goel: Thank you Mr. Kumar. The next speaker shareholder is Mr. Bimal Kumar Agrawal. Mr. Agrawal, your mic has been unmuted you may switch on your video and can speak now.

Mr. Bimal Agrawal: Hello? Can you hear me? Hello? Yes. Can you hear me?

Mr. V.C. Sehgal: Yes, we can hear you please. Go ahead.

Mr. Bimal Agrawal: Good morning to everyone. First of all, I'll thank the company, secretary and team for sending me the annual report EGM notice I come to direct now point. What is the reason for consolidated revenue are lower, lower during the quarter and 30 December 21 on the year two year busy. How is the shift toward EV impacting the company business? Please explain a strategy to take advantage of opportunities created by shift towards EV what is the reason for fall in margin and lower profitability during December 21 quarter on your basis? What is the impact of job, your political development on prospects of our company, whether we would able to pass on the increase commodity prices to the customer. And what was the reason for splitting the company? Please explain. Thank you. That's all from me.

Mr. Alok Goel: Thank you, Mr. Agarwal. Chairman Sir with this we have completed the registered shareholders' query. We request you to kindly reply please. Thank you.

Mr. V.C. Sehgal: Thank you very much. Me and my team will try and answer the questions that have raised. Firstly it was Mr. Kotwani and he said this thing was how is the environmental changing and how is it going to affect Motherson Sumi? Well change is the new permanent thing which will always be changing. There is a lot of systematic changes that are happening. There are disruptions that are happening. We are pleased as your teams, your company's team which is in the lead of this particular situation. We're trying to work hard to figure out how and what will affect our Companies' workings and all that. There are many moving parts. Many things that are happening. But I can reassure all of you that there is tremendous amount of focus and we are trying to cope with the changing world in a very good manner. It may lead to some production losses,

not in our plants, but maybe in the branch of our customers and that cannot really be helped because as I told you, it's a very difficult situation out there. It's further complicated by Covid. It's even further complicated, little bit by the war that's going on. We feel very strongly for human lives lost, but under the circumstances we are working that all our plants are trying to use their time and resources in close conjugation with the customers so that maximum value can be delivered to them. I am sure that we are on the verge of closure of this year, financial year, so I'm sure that you will see that Motherson has performed very well. I would say thanks to Mr. Jain and Mr. Pravin Kumar, very kind of you to say nice things about the management and people yes, I second that the team has been delivering tremendous amount of value. They are working very hard to figure out ways and means by which the profitability, the name of the Company is further strengthened. Mr. Bimal Kumar Agrawal, you have asked for the reason for lower sales, I think you have to now add both the companies together and also the reason that I talked about is global shutdown of car production because of different various reasons not because of our reason but because of other reasons for other suppliers the volume has come down a bit. EV is in its nascent stage. It's in the starting stage, and as it grows stronger and stronger, I can assure you that your Company, both of them, are very capable of handling the orders. We have great pleasure to tell you that all the plants that we have put up are doing very well under the circumstances and EV as a global production will increase Motherson will stand to benefit a lot. I think I may not be wrong with the top 10 electric vehicles that are sold in the world. We are suppliers to I think 8 of them, so we're very much in sync with what the customer wants and various products are being made by us to satisfy the need of the electric vehicles. I think when you talk about margins or you had a question on margins and all that, we never guide you for margins. We always guide everybody for ROCE. Yes, all our teams are working very hard to improve the return on capital employed and I would be missed your last question was why the split? Well, that was a request from Sumitomo san and a lot of the investors they could not understand the complication and why SMRPBV was spread 49:51. They wanted everything to be consolidated. It has taken us 2 and a half years of going through this particular project to achieve this, so I would be very surprised if you have not read so many explanations that we have done in the past 3 - 4 years trying to explain why we are splitting and all that. So I would want to go into the details of that, but just that the investors, the collaborator, both were very interested to get this particular company split to happen, we made it happen and I think in a very good way. The split was approved by the majority of the minority of shareholders in Motherson Sumi. 99.94% that means almost 100% was approved. So, I'm sure you must have also voted in favor of it. So please go through your records and you will find it. I hope and pray for all of your health, your well-being. Please stay safe. Please stay healthy and I hope I've answered all your questions. If anything, you can always write to the Company Secretary and he or Mr. Gauba and they will, they will, explain it further if need be. You know the emails. So, I hope I answered everything anybody else would like to add anything. Pankaj you have missed anything. Anybody?

Mr. Pankaj Mital: Sir, you have covered everything. Thank you.

Mr. V.C. Sehgal: Okay. Great. Back to you Alok.

Mr. Alok Goel: Okay Sir, now after the speaker shareholder registration Sir, we requested to kindly proceed with the agenda for today's meeting.

Mr. V.C. Sehgal: OK, thank you Alok. The members may kindly note that as per notice convening the extraordinary general meeting, the following items are placed for voting:

One, item number 1 for appointment of Mr. Norikatsu Ishida as a Director of the Company who will be liable to retire by rotation as an Ordinary Resolution.

Item number 2 is for the appointment of Mr. Robert Joseph Remenar as an Independent Director as a Special Resolution.

Item number 3 for the appointment of Mr. Veli Matti Ruotsala as an Independent Director as a Special Resolution.

Item number 4 is for the approval of the related party transactions to be undertaken by the Company and all the related parties of the Company as an Ordinary Resolution.

Now I request all Members who have not voted through remote E-voting to cast their votes through E-voting during this meeting. The facility of E-voting shall be available for 15 minutes. The voting results along with the Scrutinizer's report will be made available within 48 hours of the meeting on the website of the Company, NSDL (the voting agency), BSE and NSE. Further I hereby authorize the Company Secretary to declare voting results.

Mr. Alok Goel: Thank you Sir. Now, on behalf of the members of the Company, I'm thankful to Mr. V.C Sehgal, Chairman of the Company for conducting the proceedings of this Extraordinary General Meeting of Motherson Sumi Systems Limited. Now with the permission of all the members, I request the Chairman Sir to formally close the meeting. Thank you.

Mr. V.C. Sehgal: Thank you Alok. Ladies and gentlemen, the business of this Extraordinary General Meeting being over, I declared this meeting to be concluded after the completion of e-voting facility for 15 minutes. Thank you.

Mr. Alok Goel: Thank you Sir.