



## **SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED**

(Formerly Motherson Sumi Systems Limited)

(CIN-L34300MH1986PLC284510)

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

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

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

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

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### **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 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), read with Rule 20 (as applicable) and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable laws and regulations, if any, including any statutory modification or re-enactment(s) thereof for the time being in force that the resolution appended below is proposed as a special business to be passed by the members of Samvardhana Motherson International Limited (formerly Motherson Sumi Systems Limited) (**the “Company”**) by postal ballot by way of remote voting by electronic means (“**E-voting**”/“**Remote e-voting**”). The explanatory statement pertaining to the proposed resolution setting out the material facts concerning the resolution and the reasons thereof, is annexed hereto with this Postal Ballot Notice for your consideration.

The Ministry of Corporate Affairs, Government of India (the “**MCA**”) in terms 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 and General Circular No. 3/2022 dated May 5, 2022 issued by the MCA (the “**MCA Circulars**”), in view of circumstances due to COVID-19 pandemic requiring social distancing, has advised the companies to take all decisions requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

MCA has clarified that for companies that are required to provide e-voting facility under the Act, while transacting any business(es) by e-voting upto December 31, 2022, (as extended by General Circular No. 3/2022 dated May 5, 2022) the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable *mutatis mutandis*. Further, the Company will send Postal Ballot Notice by e-mail to all its members who have registered their e-mail addresses with the Company / Registrar and Share Transfer Agent or Depository / Depository Participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. Accordingly, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

Further, in accordance with the relevant MCA Circulars, members whose e-mail ID is not registered with the Registrar & Share Transfer Agent (“**RTA**”) or Depository Participant, are requested to kindly follow procedure mentioned at serial no. 6 of the Notes for the registration of their respective e-mail ID to get soft copy of the 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 engaged the services of KFin Technologies Limited (formerly KFin Technologies Private Limited) (“**KFintech**”).

Further, the Board of Directors in compliance with Rule 22(5) of the Rules, has appointed Mr. D.P. Gupta, Practicing Company Secretary of 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 the e-voting for declaration of results. The result of the postal ballot shall be declared on or before September 24, 2022 and communicated to the stock exchanges, RTA and shall also be displayed on the Company’s website, viz., [www.motherson.com](http://www.motherson.com) and the website of e-voting agency, viz., [evoting.kfintech.com](http://evoting.kfintech.com).

## **SPECIAL BUSINESS**

### **1. Issue of Bonus Shares to the Shareholders**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as “the Board”, which term shall be deemed to include, unless context otherwise requires, any Committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (“SEBI”), including, the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and other applicable regulatory authority(ies), and such permissions, sanctions, conditions and approvals as may be necessary in this regard, consent of the members of the Company be and is hereby accorded to the Board for capitalization of such sum of the securities premium account of the Company, as may be considered necessary by the Board for the purpose of issuance of bonus shares of face value of INR 1/- (Rupee One Only) each, credited as fully paid up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members on such date (“Record Date”) as may be fixed by the Board in this regard, in the proportion of 1 (one) equity share as bonus share for every 2 (two) existing equity shares held by the members and that the bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company entitled to by each such member.

RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent that they relate to non-resident Indians (NRIs), persons of Indian origin (PIO) / overseas corporate bodies (OCBs) and other foreign investors of the Company, will be subject to the approval(s) of the Reserve Bank of India (RBI) and any other regulatory authority(ies), as may be required.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus shares and in case of the members who hold shares or opt to receive the shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of such bonus equity shares shall be despatched or credited in a separate demat

account, in accordance with applicable laws, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the bonus shares to be allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank in all respects pari passu with the existing equity shares of the Company, as on the Record Date, including with a right to participate in dividend, if any, to be declared after the date of allotment of these bonus shares.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus shares on the Stock Exchanges where the securities of the Company are presently listed as per provisions of the SEBI Listing Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT as a result of implementation of this resolution, any member(s) who becomes entitled to a fraction of a new equity share(s) to be allotted as bonus share(s), the Company shall not issue any share or share certificate or coupon or cash in respect of such fractional share(s), however, the total number of such new equity share(s) representing such fractional entitlement of all the members of the Company, shall be allotted by the Board to a nominee or nominee(s) or trustee or trustee(s) to be appointed by the Board, who shall hold such fractional share(s) as trustee(s) for the equity shareholders who shall have been entitled to such fractional share(s) in case the same were issued/allotted to them and such nominee(s) or trustee(s) will sell such share(s) allotted to by the Company representing such fractional share(s), as soon as possible, at the prevailing market rate(s) and the net sale proceeds of such share(s) / fractional share(s), after adjusting the cost and the expenses in respect thereof, be distributed among such member(s) who are entitled to such fractional share(s) in the proportion of their respective holdings and/or their respective fractional entitlement thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps as may be necessary and to determine all other terms and conditions of the issue of bonus shares including to settle any question, difficulty or doubt that may arise in this regard as the Board may in its absolute discretion deem fit.”

By order of Board

Place: Noida, Uttar Pradesh  
Date: August 16, 2022

Alok Goel  
Company Secretary  
Membership No. – FCS 4383

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

**Notes:**

1. The Special Business as mentioned above requires the consent of the members through Postal Ballot by way of e-voting.
2. **Explanatory Statement and reasons for the proposed Special Businesses pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 are given hereunder.**
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 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”) / Central Depository Services (India) Limited (“CDSL”) as on August 17, 2022 in accordance with the provisions of the Companies Act, 2013, 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 and General Circular No. 3/2022 dated May 5, 2022.
5. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the ‘**Listing Regulations**’) as amended from time to time, the Company is pleased to offer remote e-voting facility to all the members of the Company. The Company has appointed KFin Technologies Limited (KFin Technologies Private Limited) (“**KFintech**”) for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the “**E-voting**”/ “**Remote e-voting**”).
6. In accordance with the MCA Circulars, to facilitate shareholders to receive this Notice electronically and cast their vote electronically, the Company has made necessary arrangement with its Registrar & Share Transfer Agent, i.e. 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 aforesaid 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 temporarily get their email address registered with the Company’s Registrar and Share Transfer Agent, KFin Technologies Limited (formerly KFin Technologies Private Limited), by clicking the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> with following details:
    - Name registered as per records of the Company;
    - DP ID- Client ID / Folio No.;
    - Email ID to be registered for receiving the Postal Ballot Notice.
  - ii. Post successful registration of the email, the shareholder will get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) and / or [investorrelations@motherson.com](mailto:investorrelations@motherson.com)
  - iii. 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,

KFintech, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India by following due procedure.

- iv. 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.

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

- (a) Date and time of commencement of voting through electronic means: August 25, 2022 from 0900 Hours (IST).
- (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: September 23, 2022 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, Manager, Corporate Registry, KFin Technologies Limited (formerly KFin Technologies Private Limited), Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telengana, India - 500032. Tel. No.: +91 40 6716 2222; Toll Free No: 1800-309-4001; Fax No. : +91 40 2300 1153; E-mail: [evoting@kfintech.com](mailto:evoting@kfintech.com)
- (e) Details of Scrutinizer: Mr. D.P. Gupta, Company Secretary in practice of SGS Associates LLP (FCS2411; C.P. No.1509).

8. The instructions for e-voting are as under:

**Step 1: Login method for Individual shareholders holding securities in demat mode is given below:**

NSDL	CDSL
<p><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>I. URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Click on the "Beneficial Owner" icon under 'IDeAS' section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Select "Register Online for IDeAS" <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Follow steps given in point 1.</li> </ol> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> </ol>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>I. URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with user id and password.</li> <li>IV. Option will be made available to reach e-Voting page without any further authentication.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>I. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp;</li> </ol>

<p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p>Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective e-Voting service provider where the e-Voting is in progress.</p>
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You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website. Members facing any technical issue are requested to contact:

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

**Step 2: Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- (i) Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- (ii) Enter the login credentials (i.e. User ID and password mentioned in the email). Member(s) Folio No. /DP ID – Client ID will be the User ID. However, if member(s) are already registered with Kfintech for e-voting, such member(s) can use their existing User ID and password for casting your vote.
- (iii) After entering these details appropriately, click on “LOGIN”.
- (iv) Member(s) will then reach password change Menu wherein member(s) are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt Member(s) to change password and update their contact details like mobile number, email ID, etc., on first login. Member(s) may also enter a secret question and answer of their choice to retrieve their password in case they forget. **It is strongly recommended that the member(s) do not share their password with any other person and to take utmost care to keep password confidentiality.**
- (v) Members(s) now need to login again with the new credentials.
- (vi) On successful login, the system will prompt to select the E-Voting Event Number for **Samvardhana Motherson International Limited.**

- (vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date i.e. August 17, 2022 under “FOR/AGAINST” or alternatively, a member may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed the member’s total shareholding as on the cut-off date. A member may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
  - (viii) Member(s) holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
  - (ix) Member(s) may then cast their vote(s) by selecting an appropriate option and click on “Submit”.
  - (x) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once confirmed, member(s) will not be allowed to modify their vote(s). During the voting period, member(s) can login any number of times till they have voted on the Resolution(s).
  - (xi) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, 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: [support@dpgupta.com](mailto:support@dpgupta.com) with a copy to [evoting@kfintech.com](mailto:evoting@kfintech.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name\_EVENT NO.”
9. Once the vote on a resolution is cast by a member, member shall not be allowed to change it subsequently.
  10. In case of any query pertaining to e-voting, please visit Help & FAQ’s section available at KFintech’s website <https://evoting.kfintech.com>.
  11. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, being August 17, 2022. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
  12. The Scrutinizer shall within a period not exceeding two (2) days from the last date of receipt of conclusion of the e-voting period make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman or to any other person authorized by the Chairman of the Company.
  13. The result of the Postal Ballot will be announced on or before September 24, 2022 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](http://www.motherson.com) and on KFintech’s website <https://evoting.kfintech.com> and shall also be communicated to BSE Limited and National Stock Exchange of India Limited.
  14. The date of declaration of the results of the Postal Ballot shall be the date on which the resolution(s) would be deemed to have been passed by the Members, if approved by requisite majority.
  15. Subject to applicable law and regulation of Government and / or local authority due to COVID-19, a copy each of the documents referred to in the accompanying Explanatory Statement including Articles of Association of the Company is open for inspection at the Registered Office of the Company on all working days, except holidays, between 1100 Hours to 1300 Hours up to September 23, 2022.
  16. Members are requested to carefully read the instructions mentioned in the notes before exercising their vote.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**Item No. 1**

On the occasion of successful completion of the re-organization of Motherson Group which has brought the group together, the Board of Directors at its meeting held on August 16, 2022, subject to consent of the members of the Company, approved and recommended issue of bonus equity shares of INR 1/- (Indian Rupees One) each credited as fully paid-up to eligible members of the Company as on the Record Date, in the ratio of 1 (One) new fully paid-up equity share of INR 1/- (Rupee One Only) each for every 2 (Two) existing fully paid-up equity shares of INR 1/- (Indian Rupees One) each held by them, aggregating to INR 225,88,07,122/- (Rupees Two Hundred Twenty Five Crores Eighty Eight Lakhs Seven Thousand One Hundred and Twenty Two Only) divided into 225,88,07,122 (Two Hundred Twenty Five Crores Eighty Eight Lakhs Seven Thousand One Hundred and Twenty Two) Equity Shares of face value of INR 1/- (Rupee One) each.

The Post-Bonus paid-up equity share capital of the Company will be INR 677,64,21,366/- (Rupees Six Hundred Seventy Seven Crores Sixty Four Lakhs Twenty One Thousand Three Hundred and Sixty Six Only) divided into 677,64,21,366 (Six Hundred Seventy Seven Crores Sixty Four Lakhs Twenty One Thousand Three Hundred and Sixty Six) Equity Share of INR 1/- (Rupee One) each.

The bonus shares will be issued to the members by capitalizing a sum not exceeding INR 225,88,07,122/- (Rupees Two Hundred Twenty Five Crores Eighty Eight Lakhs Seven Thousand and One Hundred Twenty Two Only) out of the Company's Securities Premium Account as on March 31, 2022.

Pursuant to Section 63 and other applicable provisions of the Companies Act, 2013 read with Article 151 of Articles of Association of the Company, the proposed issue of the bonus shares, *inter-alia*, requires approval of shareholders' of the Company, by way of an Ordinary Resolution. The shareholders' may also note that the bonus shares shall be issued by capitalizing the Securities Premium Account of the Company and such equity shares upon allotment will rank pari-passu in all respect with the existing equity shares of the Company and will be subject to the Memorandum of Association and Articles of Association of the Company. Further, the proposed bonus shares will be issued as per the terms and in the manner mentioned in the enabling resolution.

None of the Directors, Promoters and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice, except to the extent of their shareholding in the Company.

The Board accordingly recommends the Resolution set out at Item No. 1 for approval by the shareholders' of the Company as an Ordinary Resolution.

By order of Board

Place: Noida, Uttar Pradesh  
Date: August 16, 2022

Alok Goel  
Company Secretary  
Membership No. – FCS 4383

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